

FMC TECHNOLOGIES INC  
Form 10-K  
March 01, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2009

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from            to

Commission file number 1-16489

**FMC TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)  
1803 Gears Road,  
Houston, Texas  
(Address of principal executive offices)  
Registrant's telephone number, including area code: 281/591-4000

36-4412642  
(I.R.S. Employer  
Identification No.)  
77067  
(Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$0.01 par value	New York Stock Exchange
Preferred Share Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

INDICATE BY CHECK MARK IF THE REGISTRANT IS A WELL-KNOWN SEASONED ISSUER, AS DEFINED IN RULE 405 OF THE SECURITIES ACT. YES  NO

INDICATE BY CHECK MARK IF THE REGISTRANT IS NOT REQUIRED TO FILE REPORTS PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT. YES  NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENTS FOR THE PAST 90 DAYS. YES  NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT HAS SUBMITTED ELECTRONICALLY AND POSTED ON ITS CORPORATE WEBSITE, IF ANY, EVERY INTERACTIVE DATA FILE REQUIRED TO BE SUBMITTED AND POSTED PURSUANT TO RULE 405 OF REGULATION S-T (§ 232.405 OF THIS CHAPTER) DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO SUBMIT AND POST SUCH FILES). YES  NO

INDICATE BY CHECK MARK IF DISCLOSURE OF DELINQUENT FILERS PURSUANT TO ITEM 405 OF REGULATION S-K IS NOT CONTAINED HEREIN, AND WILL NOT BE CONTAINED, TO THE BEST OF REGISTRANT'S KNOWLEDGE, IN DEFINITIVE PROXY OR INFORMATION STATEMENTS INCORPORATED BY REFERENCE IN PART III OF THIS FORM 10-K OR ANY AMENDMENT TO THIS FORM 10-K.

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

LARGE ACCELERATED FILER  ACCELERATED FILER  NON-ACCELERATED FILER  SMALLER REPORTING COMPANY

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

THE AGGREGATE MARKET VALUE OF THE REGISTRANT'S COMMON STOCK HELD BY NON-AFFILIATES OF THE REGISTRANT, DETERMINED BY MULTIPLYING THE OUTSTANDING SHARES ON JUNE 30, 2009, BY THE CLOSING PRICE ON SUCH DAY OF \$37.58 AS REPORTED ON THE NEW YORK STOCK EXCHANGE, WAS \$2,631,292,606.\*

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THE NUMBER OF SHARES OF THE REGISTRANT'S COMMON STOCK, \$0.01 PAR VALUE, OUTSTANDING AS OF FEBRUARY 22, 2010 WAS 121,986,139.

### DOCUMENTS INCORPORATED BY REFERENCE

<b>DOCUMENT</b>	<b>FORM 10-K REFERENCE</b>
Portions of Proxy Statement for the 2010 Annual Meeting of Stockholders	Part III

- \* Excludes 52,883,211 shares of the registrant's Common Stock held by directors, officers and holders of more than 5% of the registrant's Common Stock as of June 30, 2009. Exclusion of shares held by any person should not be construed to indicate that such person or entity possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant, or that such person or entity is controlled by or under common control with the registrant.

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**PART I**

**ITEM 1. BUSINESS  
OVERVIEW**

We are a global provider of technology solutions for the energy industry. We design, manufacture and service technologically sophisticated systems and products such as subsea production and processing systems, surface wellhead production systems, high pressure fluid control equipment, measurement solutions, and marine loading systems for the oil and gas industry. Our operations are aggregated into two reportable segments: Energy Production Systems and Energy Processing Systems. Financial information about our business segments is incorporated herein by reference from Note 19 to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

We were incorporated in November 2000 under Delaware law and were a wholly owned subsidiary of FMC Corporation until our initial public offering in June 2001, when 17% of our common stock was sold to the public. On December 31, 2001, FMC Corporation distributed its remaining 83% ownership of our stock to FMC Corporation's stockholders in the form of a dividend.

On July 31, 2008, we spun-off our FoodTech and Airport Systems businesses, which are now known as John Bean Technologies Corporation ( JBT ), through a tax-free dividend to our shareholders. The results of JBT have been reported as discontinued operations for all periods presented. For additional information related to the spin-off of JBT, see Note 3 to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Our principal executive offices are located at 1803 Gears Road, Houston, Texas 77067. As used in this report, except where otherwise stated or indicated by the context, all references to FMC Technologies, we, us, or our are to FMC Technologies, Inc. and its consolidated subsidiaries.

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge through our website at [www.fmctechnologies.com](http://www.fmctechnologies.com), under Investors Financial Information SEC Filings. Our Annual Report on Form 10-K for the year ended December 31, 2009, is also available in print to any stockholder free of charge upon written request submitted to Jeffrey W. Carr, Vice President, General Counsel and Secretary, FMC Technologies, Inc., 1803 Gears Road, Houston, Texas 77067.

Throughout this Annual Report on Form 10-K, we incorporate by reference certain information from our Proxy Statement for the 2010 Annual Meeting of Stockholders. The SEC allows us to disclose important information by referring to it in that manner. We provide stockholders with an annual report containing financial information that has been examined and reported upon, with an opinion expressed thereon by an independent registered public accounting firm. On or about March 30, 2010, our Proxy Statement for the 2010 Annual Meeting of Stockholders will be available on our website under Investors Financial Information SEC Filings. Similarly, our 2009 Annual Report to Stockholders will be available on our website under Investors Financial Information Annual Reports.

**BUSINESS SEGMENTS**

**Energy Production Systems**

Energy Production Systems designs and manufactures systems and provides services used by oil and gas companies involved in land and offshore, including deepwater, exploration and production of crude oil and gas. Our production systems control the flow of oil and gas from producing wells. We specialize in offshore production systems and have manufacturing facilities near most of the world's principal offshore oil and gas producing basins. We market our products primarily through our own technical sales organization. Energy Production Systems revenue comprised approximately 84%, 81% and 79% of our consolidated revenue in 2009, 2008 and 2007, respectively.

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### *Principal Products and Services*

**Subsea Systems.** Subsea systems represented approximately 70%, 66% and 62% of our consolidated revenues in 2009, 2008 and 2007, respectively. Our systems are used in the offshore production of crude oil and natural gas. Subsea systems are placed on the seafloor and are used to control the flow of crude oil and natural gas from the reservoir to a host processing facility, such as a floating production facility, a fixed platform, or an onshore facility. Our subsea equipment is controlled by the host processing facility.

The design and manufacture of our subsea systems require a high degree of technical expertise and innovation. Some of our systems are designed to withstand exposure to the extreme hydrostatic pressure that deepwater environments present as well as internal pressures of up to 15,000 pounds per square inch ( psi ) and temperatures in excess of 350° F. The foundation of this business is our technology and engineering expertise.

The development of our integrated subsea systems usually includes initial engineering design studies, subsea trees, control systems, manifolds, seabed template systems, flowline connection and tie-in systems, installation and workover tools, and subsea wellheads. In order to provide these systems and services, we utilize engineering, project management, global procurement, manufacturing, assembly and testing capabilities. Further, we provide service technicians for installation assistance and field support for commissioning, intervention and maintenance of our subsea systems throughout the life of the oilfield. Additionally, we provide tools such as our light well intervention system for certain well workover and intervention tasks.

**Surface Wellhead.** In addition to our subsea systems, we provide a full range of surface wellheads and production systems for both standard service and critical service applications. Surface production systems, or trees, are used to control and regulate the flow of oil and gas from the well. Our surface products and systems are used worldwide on both land and offshore platforms and can be used in difficult climatic conditions, such as arctic cold or desert high temperatures. We support our customers through engineering, manufacturing, field installation support, and aftermarket services. Surface products and systems represented approximately 14%, 14% and 16% of our consolidated revenues in 2009, 2008 and 2007, respectively.

**Separation Systems.** We design and manufacture systems that separate production flows from wells into oil, gas, sand and water. Our separation technology improves upon conventional separation technologies by moving the flow in a spiral, spinning motion. This causes the elements of the flow stream to separate more efficiently. These systems are currently capable of operating onshore or offshore with successful subsea operation in 2007.

**Multi Phase Meters.** We acquired 100% of Multi Phase Meters AS ( MPM ) in October 2009. Through MPM, we now design and manufacture high-performance multiphase flow meters. MPM 's product applications include production and surface well testing, reservoir monitoring, remote operation, fiscal allocation, process monitoring and control, and turbine and compressor monitoring. This technology delivers high accuracy and self-calibrating multiphase meters, with low maintenance features to meet our customers ' increasingly demanding requirements for subsea applications as well as topside applications. The MPM product line augments our portfolio of technologies for optimizing oil and gas recovery.

### *Status of Product Development*

We continue to advance the development of subsea separation processing technologies. Subsea processing is an emerging technology in the industry, which we believe offers considerable benefits to the oil and gas producer, enabling a more rapid and cost-efficient approach to separation. If separation is performed on the seabed, the hydrostatic pressure of the fluid going from the seabed to the surface is reduced, allowing the well to flow more efficiently, accelerating production and enabling higher recoveries from the subsea reservoir. Also, it can significantly reduce the capital investment required for floating vessels or platforms, since the integration of processing capabilities will not be required. We introduced this technology commercially with Statoil 's Tordis field in the North Sea during 2007.

We are developing the world 's first system for deepwater subsea separation of heavy oil and water that includes reinjection of water to boost production in a mature field development with Petrobras ' Marlim field in Brazil. The subsea separation module will separate heavy oil, gas, sand and water at a water depth of 2,950 feet, or 900

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meters. The system will apply our separation and sand management technologies, utilizing a novel pipe separator design, licensed and developed in cooperation with Statoil. The separation system also includes cyclone modules that will perform water treatment before reinjecting the water back into the reservoir.

We continue to advance our in-line separation technology, leveraging our patented products for gas, liquid, water and sand separation. These in-line technologies enable operators to achieve complete phase separation by using pipe segments and cyclonic technology instead of using conventional technology that requires several large vessels to do the same job. Inline separators will be a cost-effective option in a number of surface and subsea applications, requiring approximately 20% of the weight and space required by most conventional separator systems.

Another subsea processing technology we believe will serve this industry in the future is gas compression in subsea applications. Subsea gas compression allows the operator to maintain gas production as the reservoir pressure declines. It also boosts gas pressure and allows for transportation of the gas to shore without the need for surface facilities. We are currently developing subsea control systems for gas compression suitable for large pressure ratios and volume flow.

As the rapidly growing installed base of subsea wells matures and requires maintenance similar to those on land, we believe using wireline or coiled tubing to access the downhole portion of the well will require riserless well servicing equipment that can be deployed from a small vessel. We have developed and deployed three wireline-based systems that are currently in operation in the North Sea.

Much of the subsea activity today is taking place in deeper waters, requiring enhancements of our existing technologies to increase the performance of our equipment and the value of our systems to our customers in these challenging environments. For this purpose we have developed an Enhanced Vertical Deepwater Tree (EVDT) system, which includes technologically advanced controls and communications capable of installation and operation in water depths up to 10,000 feet, or 3,048 meters, and with well bore pressures up to 10,000 psi. The system has been designed to minimize installation and operating costs borne by the operator, and provide a highly reliable fixture on the seabed to control the flow of hydrocarbons from the well. The first EVDT units were installed in Brazil for Shell's Parque das Conchas (formerly BC-10) field and in the Gulf of Mexico for Shell's Perdido field during 2008. One EVDT unit in the Perdido field was installed at a water depth of 9,356 feet, or 2,852 meters, setting a new world record for the deepest subsea tree installation.

### *Capital Intensity*

Most of the systems and products that we supply for subsea applications are highly engineered to meet the unique demands of our customers and are typically ordered one to two years prior to installation. We commonly receive advance and progress payments from our customers in order to fund initial development and our working capital requirements. In addition, due to factors such as higher engineering content and our manufacturing strategy of outsourcing certain low value-added manufacturing activities, we believe that our Energy Production Systems business is less capital intensive than our competitors' businesses.

### *Dependence on Key Customers*

Generally, our customers in this segment are major integrated oil or exploration and production companies.

With our integrated systems for subsea production, we have aggressively pursued alliances with oil and gas companies that are actively engaged in the subsea development of crude oil and natural gas. Development of subsea fields, particularly in deepwater environments, involves substantial capital investments by our customers. Our customers have sought the security of alliances with us to ensure timely and cost-effective delivery of subsea and other energy-related systems that provide an integrated solution to their needs. Our alliances establish important ongoing relationships with our customers. While our alliances do not always contractually commit our customers to purchase our systems and services, they have historically led to, and we expect that they will continue to result in such purchases. For instance, we have an alliance of this type with Statoil. In 2009, we generated approximately 16% of our consolidated revenues from Statoil.

The loss of one or more of our significant oil and gas company customers could have a material adverse effect on our Energy Production Systems business segment.

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### *Competition*

Energy Production Systems competes with other companies that supply subsea systems, surface production equipment, and separation systems, and with smaller companies that are focused on a specific application, technology or geographical niche in which we operate. Companies such as Cameron International Corporation, GE Oil & Gas, Aker Solutions, and Wood Group compete with us in the marketplace across our various product lines.

Some of the factors on which we compete include reliability, cost-effective technology, execution and delivery. Our competitive strengths include our intellectual capital, experience base and breadth of technologies and products that enable us to design a unique solution for our customers' project requirements while incorporating standardized components to contain costs. We have a strong presence in all of the major producing basins. Our deepwater expertise, experience and technology help us to maintain a leadership position in subsea systems.

### **Energy Processing Systems**

Energy Processing Systems designs, manufactures and supplies technologically advanced high pressure valves and fittings for oilfield service customers. We also manufacture and supply liquid and gas measurement and transportation equipment and systems to customers involved in the production, transportation and processing of crude oil, natural gas and petroleum-based refined products. We sell to the end user through authorized representatives, distributor networks and our own technical sales organization. The segment's products include fluid control, measurement solutions, loading systems, material handling systems, blending and transfer systems and direct drive systems. Energy Processing Systems revenue comprised approximately 16%, 19% and 21% of our consolidated revenue in 2009, 2008 and 2007, respectively.

### *Principal Products and Services*

**Fluid Control.** We design and manufacture flowline products, under the WECO®/Chiksan® trademarks, and pumps and valves used in well completion and stimulation activities by major oilfield service companies, such as Schlumberger Limited, BJ Services Company, Halliburton Company and Weatherford International Ltd.

Our flowline products are used in equipment that pumps corrosive and/or erosive fluid into a well during the well construction, hydraulic fracturing or other stimulation processes. Our reciprocating pump product line includes duplex, triplex and quintuplex pumps utilized in a variety of applications. The performance of this business typically rises and falls with variations in the active rig count throughout the world.

**Measurement Solutions.** Our measurement systems provide solutions for use in custody transfer of crude oil, natural gas and refined products. We combine advanced measurement technology with state-of-the-art electronics and supervisory control systems to provide the measurement of both liquids and gases for purposes of verifying ownership and determining revenue and tax obligations. Our Smith Meter product lines are well-established in the industry.

**Loading Systems.** We provide land and marine-based fluid loading and transfer systems primarily to the oil and gas industry. Our systems are capable of loading and offloading marine vessels transporting a wide range of fluids, such as crude oil, liquefied natural gas and refined products. While these systems are typically constructed on a fixed jetty platform, we have also developed advanced loading systems that can be mounted on a vessel or structure to facilitate ship-to-ship or tandem loading and offloading operations in open seas or exposed locations.

**Material Handling Systems.** We provide material handling systems, including bulk conveying systems to the power generation industry. We provide innovative solutions for conveying, feeding, screening and orienting bulk product for customers in diverse industries. Our process, engineering, mechanical design and project management expertise enable us to execute these projects on a turnkey basis.

**Blending and Transfer Systems.** We provide engineering, design and construction management services in connection with the application of blending technology, process controls and automation for manufacturers in the lubricant, petroleum, additive, fuel and chemical industries.

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**Direct Drive Systems.** We acquired Direct Drive Systems, Inc. ( DDS ) in October 2009. As such, we now develop and manufacture high-performance permanent magnet motors and bearings. DDS provides operationally superior machines for a variety of primary energy related applications, including integral motors and related system components for compression and pumping for natural gas pipelines, offshore platform and subsea processing markets. The compact size, efficiency and reliability of the motors make them ideal for these demanding applications.

### *Dependence on Key Customers*

No single Energy Processing Systems customer accounts for more than 10% of our annual consolidated revenue.

### *Competition*

Energy Processing Systems currently has the first or second largest market share for its primary products and services. Some of the factors upon which we compete include technological innovation, reliability and product quality. Energy Processing Systems competes with a number of companies primarily in the gas and liquid custody transfer, high-pressure pumping services, and fluid loading and transfer systems industries.

## **OTHER BUSINESS INFORMATION RELEVANT TO OUR BUSINESS SEGMENTS**

### **Order Backlog**

Information regarding order backlog is incorporated herein by reference from the section entitled **Inbound Orders and Order Backlog** in Item 7 of this Annual Report on Form 10-K.

### **Sources and Availability of Raw Materials**

Our business segments purchase carbon steel, stainless steel, aluminum and steel castings and forgings both domestically and internationally. We do not use single source suppliers for the majority of our raw material purchases and believe the available supplies of raw materials are adequate to meet our needs.

### **Research and Development**

We are engaged in research and development activities directed largely toward the improvement of existing products and services, the design of specialized products to meet customer needs and the development of new products, processes and services. A large part of our product development spending in the past has focused on the standardization of our subsea and surface product lines. With standardized products, we can minimize engineering content, improve inventory utilization, and reduce cost through value engineering. Additional financial information about Company-sponsored research and development activities is incorporated herein by reference from Note 19 to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

### **Patents, Trademarks and Other Intellectual Property**

We own a number of U.S. and foreign patents, trademarks and licenses that are cumulatively important to our businesses. As part of our ongoing research and development, we seek patents when appropriate for new products and product improvements. We have approximately 970 issued patents and pending patent applications worldwide. Further, we license intellectual property rights to or from third parties. We also own numerous U.S. and foreign trademarks and trade names and have approximately 300 registrations and pending applications in the United States and abroad.

We protect and promote our intellectual property portfolio and take those actions we deem appropriate to enforce our intellectual property rights and to defend our right to sell our products. We do not believe, however, that the loss of any one patent, trademark, or license or group of related patents, trademarks, or licenses would have a material adverse effect on our overall business.

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### Employees

As of December 31, 2009, we had approximately 10,400 full-time employees; approximately 3,200 in the United States and 7,200 in non-U.S. locations. A small percentage of our U.S. employees are represented by labor unions.

### Financial Information about Geographic Areas

The majority of our consolidated revenue and segment operating profits are generated in markets outside of the United States. Energy Production Systems and Energy Processing Systems revenue is dependent upon worldwide oil and gas exploration and production activity. Financial information about geographic areas is incorporated herein by reference from Note 19 to our consolidated financial statements in Item 8 of this Annual Report on Form 10-K.

## **ITEM 1A. RISK FACTORS**

Important risk factors that could impact our ability to achieve our anticipated operating results and growth plan goals are presented below. The following risk factors should be read in conjunction with discussions of our business and the factors affecting our business located elsewhere in this Annual Report on Form 10-K and in our other filings with the SEC.

### **INDUSTRY-RELATED RISKS**

#### **Demand for the systems and services provided by our businesses depends on oil and gas industry activity and expenditure levels, which are directly affected by trends in the demand for and price of crude oil and natural gas.**

We are substantially dependent on conditions in the oil and gas industry and that industry's willingness and ability to spend capital on the exploration for and development of crude oil and natural gas. Any substantial or extended decline in these expenditures may result in the reduced discovery and development of new reserves of oil and gas and the reduced exploitation of existing wells, which could adversely affect demand for our systems and services and, in certain instances, result in the cancellation, modification or rescheduling of existing orders. These factors could have an adverse effect on our revenue and profitability. The level of spending is generally dependent on current and anticipated supply and demand for crude oil and natural gas and the corresponding impact on prices which have been volatile in the past.

#### **The industries in which we operate or have operated expose us to potential liabilities arising out of the installation or use of our systems that could adversely affect our financial condition.**

We operate in an industry that is subject to equipment defects, malfunctions and failures, equipment misuse and natural disasters, the occurrence of which may result in uncontrollable flows of gas or well fluids, fires and explosions. Although we have obtained insurance against many of these risks, we cannot assure that our insurance will be adequate to cover our liabilities. Further, we cannot assure that insurance will generally be available in the future or, if available, that premiums will be commercially justifiable. If we incur substantial liability and the damages are not covered by insurance or are in excess of policy limits, or if we were to incur liability at a time when we are not able to obtain liability insurance, our business, results of operations or financial condition could be materially adversely affected.

#### **Our customers' industries are undergoing continuing consolidation that may impact our results of operations.**

Some of our largest customers have consolidated and are using their size and purchasing power to achieve economies of scale and pricing concessions. This consolidation may result in reduced capital spending by such customers or the acquisition of one or more of our other primary customers, which may lead to

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decreased demand for our products and services. We cannot assure you that we will be able to maintain our level of sales to any customer that has consolidated or replaced that revenue with increased business activities with other customers. As a result, this consolidation activity could have a significant negative impact on our results of operations or financial condition. We are unable to predict what effect consolidations in the industries may have on prices, capital spending by our customers, our selling strategies, our competitive position, our ability to retain customers or our ability to negotiate favorable agreements with our customers.

### **Our operations and the industries in which we operate are subject to a variety of U.S. and international laws and regulations that may increase our costs, limit the demand for our products and services or restrict our operations.**

We depend on the demand for our systems and services from oil and gas companies. This demand is affected by changing taxes, price controls and other laws and regulations relating to the oil and gas industry. For example, the adoption of laws and regulations curtailing exploration and development of drilling for crude oil and natural gas in our areas of operation for economic, environmental or other reasons could adversely affect our operations by limiting demand for our systems and services. In light of our foreign operations and sales, we are also subject to changes in foreign laws and regulations that may encourage or require hiring of local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular non-U.S. jurisdiction.

In addition, environmental laws and regulations affect the systems and services we design, market and sell, as well as the facilities where we manufacture our systems. We are required to invest financial and managerial resources to comply with environmental laws and regulations and anticipate that we will continue to be required to do so in the future. Because these laws and regulations change frequently, we are unable to predict the cost or impact that they may have on our businesses. The modification of existing laws or regulations or the adoption of new laws or regulations imposing more stringent environmental restrictions could adversely affect our operations.

## **COMPANY-RELATED RISKS**

### **Disruptions in the political, regulatory, economic and social conditions of the foreign countries in which we conduct business could adversely affect our business or results of operations.**

We operate manufacturing facilities in 14 countries outside of the United States, and approximately 77% of our 2009 revenue was generated internationally. Instability and unforeseen changes in the international markets in which we conduct business, including economically and politically volatile areas such as North Africa, West Africa, the Middle East, Latin America and the Asia Pacific region, could cause or contribute to factors that could have an adverse effect on the demand for our systems and services, our financial condition or our results of operations. These factors include:

foreign currency fluctuations or currency restrictions;

fluctuations in the interest rate component of forward foreign currency rates;

nationalization and expropriation;

potentially burdensome taxation;

inflationary and recessionary markets, including capital and equity markets;

civil unrest, labor issues, political instability, terrorist attacks, military activity and wars;

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supply disruptions in key oil producing countries;

ability of the Organization of Petroleum Exporting Countries (OPEC) to set and maintain production levels and pricing;

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trade restrictions, trade protection measures or price controls;

foreign ownership restrictions;

import or export licensing requirements;

restrictions on operations, trade practices, trade partners and investment decisions resulting from domestic and foreign laws and regulations;

changes in and the administration of laws and regulations;

inability to repatriate income or capital; and

reductions in the availability of qualified personnel.

Because a significant portion of our revenue is denominated in foreign currencies, changes in exchange rates will produce fluctuations in our revenues, costs and earnings, and may also affect the book value of our assets located outside of the U.S. and the amount of our stockholders equity. Although it is our policy to seek to minimize our currency exposure by engaging in hedging transactions where appropriate, we cannot ensure that our efforts will be successful. To the extent we sell our products and services in foreign markets, currency fluctuations may result in our products and services becoming too expensive for foreign customers.

**We may lose money on fixed-price contracts.**

As is customary for the business areas in which we operate, we often agree to provide products and services under fixed-price contracts. Under these contracts, we are typically responsible for cost overruns. Our actual costs and any gross profit realized on these fixed-price contracts may vary from the estimated amounts on which these contracts were originally based. There is inherent risk in the estimation process, including significant unforeseen technical and logistical challenges or longer than expected lead times. A fixed-price contract may prohibit our ability to mitigate the impact of unanticipated increases in raw material prices (including the price of steel) through increased pricing. Depending on the size of a project, variations from estimated contract performance could have a significant impact on our operating results.

**Due to the types of contracts we enter into, the cumulative loss of several major contracts or alliances may have an adverse effect on our results of operations.**

We often enter into large, long-term contracts that, collectively, represent a significant portion of our revenue. These agreements, if terminated or breached, may have a larger impact on our operating results or our financial condition than shorter-term contracts due to the value at risk. If we were to lose several key alliances or agreements over a relatively short period of time we could experience a significant adverse impact on our financial condition or results of operations.

**Our businesses are dependent on the continuing services of certain of our key managers and employees.**

We depend on our senior executive officers and other key personnel. The loss of any of these officers or key management could adversely impact our business if we are unable to implement key strategies or transactions in their absence. In addition, competition for qualified employees among companies that rely heavily on engineering and technology (as we do) is intense. The loss of qualified employees or an inability to attract, retain and motivate additional highly skilled employees required for the operation and expansion of our business could hinder our ability to conduct research activities successfully and develop marketable products and services.



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### **Increased costs of raw materials and other components may result in increased operating expenses and adversely affect our results of operations and cash flows.**

Our results of operations may be adversely affected by our inability to manage the rising costs and availability of raw materials and components used in our wide variety of products and systems. Unexpected changes in the size and timing of regional and/or product markets, particularly for short lead-time products, could affect our results of operations and our cash flows.

### **Our success depends on our ability to implement new technologies and services.**

Our success depends on the ongoing development and implementation of new product designs and improvements, and on our ability to protect and maintain critical intellectual property assets related to these developments. If we are not able to obtain patent or other protection of our technology, we may not be able to continue to develop systems, services and technologies to meet evolving industry requirements, and if so, at prices acceptable to our customers.

Some of our competitors are large national and multinational companies that may be able to devote greater financial, technical, manufacturing and marketing resources to research and development of new systems, services and technologies than we are able to do. If we are unable to compete effectively given these risks, our business, results of operations and financial condition could be adversely affected.

### **Our failure to deliver our backlog on time could affect our future sales and profitability and our relationships with our customers.**

Many of the contracts we enter into with our customers require long manufacturing lead times and may contain penalty clauses relating to on-time delivery. A failure by us to deliver in accordance with customer expectations could subject us to financial penalties and may result in damage to existing customer relationships. Additionally, we include our expectations regarding the timing of delivery of product currently in backlog within our earnings guidance to the financial markets. Failure to deliver backlog in accordance with expectations could negatively impact our financial performance.

### **Our businesses are subject to a variety of governmental regulations.**

We are exposed to a variety of federal, state, local and international laws and regulations relating to matters such as environmental, health and safety, labor and employment, import/export control, currency exchange, bribery and corruption and taxation. These laws and regulations are complex, change frequently and have tended to become more stringent over time. In the event the scope of these laws and regulations expand in the future, the incremental cost of compliance could adversely impact our financial condition, results of operations or cash flows.

### **Many of our customers' activity levels, spending for our products and services, and ability to pay amounts owed us may be impacted by continued disruptions in the financial and credit markets as well as volatility in commodity prices.**

Ongoing disruptions in the financial and credit markets that began in late 2008 could have an adverse effect on our revenue and profitability. Many of our customers finance their activities through cash flow from operations, the incurrence of debt or the issuance of equity. Limited access to external sources of funding may cause our customers to reduce their capital spending plans. A reduction of cash flow resulting from declines in commodity prices, a reduction in borrowing bases under reserve based credit facilities, or the lack of availability of debt or equity financing may result in a significant reduction in our customers' spending for our products and services. While crude oil price and natural gas prices have increased since their lows during early 2009, such prices are lower than they were during much of 2008 and continue to

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experience volatility. An extended worldwide economic recession could lead to further reductions in demand for energy and thus lower oil and natural gas prices. Any prolonged reduction in oil and natural gas prices is likely to depress short-term exploration, development, production and expenditure levels. Oil and gas company perceptions of longer-term lower oil and natural gas prices may reduce or defer major expenditures on long-term, large-scale development projects. Lower levels of activity and expenditures in the oil and gas industry could result in a decline in demand for our systems and services and could have an adverse effect on our revenue and profitability. These same factors may result in our customers' inability to fulfill their contractual obligations to us.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2. PROPERTIES**

We lease our executive offices in Houston, Texas. We operate 25 production facilities in 15 countries.

We believe our properties and facilities meet present requirements and are in good operating condition and that each of our significant production facilities is operating at a level consistent with the requirements of the industry in which it operates.

The significant production properties for the Energy Production Systems operations currently are:

Location	Square Feet (approximate)	Leased or Owned
<b>United States:</b>		
Houston, Texas	561,000	Leased
Oklahoma City, Oklahoma	63,000	Leased
<b>International:</b>		
*Kongsberg, Norway (includes production facility in Drammen, Norway)	650,000	Leased
Rio de Janeiro, Brazil	517,000	Owned
Nusajaya, Malaysia	390,000	Owned
Singapore	263,000	Owned
Dunfermline, Scotland	249,000	Owned
*Sens, France	189,000	Owned
Bergen, Norway	184,000	Leased
Pasir Gudang, Malaysia	118,000	Leased
Macaé, Brazil	84,000	Owned
Maracaibo, Venezuela	58,000	Owned
Edmonton, Canada	57,000	Leased
Luanda, Angola	53,000	Leased
Jakarta, Indonesia	53,000	Owned
Stavanger, Norway	30,000	Leased
Collecchio, Italy	26,000	Leased
Arnhem, The Netherlands	26,000	Owned

\*These facilities are production properties for both Energy Production Systems and Energy Processing Systems.

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The significant production properties for the Energy Processing Systems operations currently are:

<b>Location</b>	<b>Square Feet (approximate)</b>	<b>Leased or Owned</b>
<b>United States:</b>		
Tupelo, Mississippi	348,000	Owned
Stephenville, Texas	261,000	Owned
Erie, Pennsylvania	258,000	Owned
Corpus Christi, Texas	53,000	Leased
Fullerton, California	51,000	Leased
<b>International:</b>		
Ellerbek, Germany	131,000	Owned
Changshu, China	64,000	Leased

**ITEM 3. LEGAL PROCEEDINGS**

We are the named defendant in a number of lawsuits; however, while the results of litigation cannot be predicted with certainty, management believes that the most probable, ultimate resolution of these matters will not have a material adverse effect on our consolidated financial position, results of operations or cash flows.

**ITEM 4. RESERVED****ITEM 4A. EXECUTIVE OFFICERS OF THE REGISTRANT**

Pursuant to General Instruction G(3), the information regarding our executive officers called for by Item 401(b) of Regulation S-K is hereby included in Part I of this Form 10-K.

The executive officers of FMC Technologies, together with the offices currently held by them, their business experience and their ages as of March 1, 2010, are as follows:

<b>Name</b>	<b>Age</b>	<b>Office, year of election and other information for past five years</b>
Peter D. Kinnear	62	Chairman, President and Chief Executive Officer (2008); President and Chief Executive Officer (2007); President and Chief Operating Officer (2006); Executive Vice President (2004); Vice President (2001)
William H. Schumann, III	59	Executive Vice President, Chief Financial Officer and Treasurer (2010); Executive Vice President and Chief Financial Officer (2007); Senior Vice President and Chief Financial Officer (2001); Treasurer (2002-2004)
John T. Grep	58	Executive Vice President Energy Systems (2007); Vice President and Group Manager Energy Production (2004), General Manager (2002)
Tore H. Halvorsen	55	Senior Vice President Global Subsea Production Systems (2007); Vice President Subsea Systems Eastern Hemisphere (2004); Managing Director of FMC Kongsberg Subsea AS (1994)
Robert L. Potter	59	Senior Vice President Energy Processing and Global Surface Wellhead (2007); Vice President Energy Processing Systems (2001)
Jeffrey W. Carr	53	Vice President, General Counsel and Secretary (2001)
Maryann T. Seaman	47	Vice President, Administration (2007); Director of Investor Relations and Corporate Development (2003)
Jay A. Nutt	46	Vice President and Controller (2009); Controller (2008); Controller Energy Systems (2007); Controller Energy Production Systems (2001)

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Bradley D. Beitler

56 Vice President, Technology (2009); Director of Technology (2006); Director of Business Development (2001)

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No family relationships exist among any of the above-listed officers, and there are no arrangements or understandings between any of the above-listed officers and any other person pursuant to which they serve as an officer. During the past five years, none of the above-listed officers have been involved in any legal proceedings as defined in Item 401(f) of Regulation S-K. All officers are elected to hold office until their successors are elected and qualified.

**Table of Contents****PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

Our common stock is listed on the New York Stock Exchange under the symbol FTL. Market information with respect to our common stock is incorporated herein by reference from Note 20 to our consolidated financial statements in Item 8 of this Annual Report on Form 10-K.

As of February 22, 2010, there were 3,888 holders of record of FMC Technologies common stock. On February 22, 2010, the last reported sales price of our common stock on the New York Stock Exchange was \$54.99.

We have not declared or paid cash dividends in 2009 or 2008, and we do not currently have a plan to pay cash dividends in the future.

On July 31, 2008, we spun-off our FoodTech and Airport Systems businesses, which are now known as JBT, through a tax-free dividend to our shareholders. We distributed 0.216 shares of JBT common stock for every share of our stock outstanding as of the close of business on July 22, 2008. We did not retain any shares of JBT common stock.

As of December 31, 2009, our securities authorized for issuance under equity compensation plans were as follows:

	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans
Equity compensation plans approved by security holders	499,611 <sup>(1)</sup>	\$ 10.34	14,226,905 <sup>(2)</sup>
Equity compensations plans not approved by security holders			
<b>Total</b>	<b>499,611<sup>(1)</sup></b>	<b>\$ 10.34</b>	<b>14,226,905<sup>(2)</sup></b>

(1) The table includes the number of shares that may be issued upon the exercise of outstanding options to purchase shares of FMC Technologies Common Stock under the Amended and Restated FMC Technologies Incentive Compensation and Stock Plan (the Plan). The table does not include shares of restricted stock that have been awarded under the Plan but which have not yet vested.

(2) The table includes shares available for future issuance under the Plan, excluding the shares quantified in the first column. This number includes 2,875,578 shares available for issuance for nonvested stock awards that vest after December 31, 2009.

We had no unregistered sales of equity securities during the three months ended December 31, 2009.

In 2005, we announced a repurchase plan approved by our Board of Directors authorizing the repurchase of up to two million shares of our issued and outstanding common stock through open market purchases. The Board of Directors authorized extensions of this program, adding five million shares in February 2006 and eight million shares in February 2007 for a total of 15 million shares of common stock authorized for repurchase. As a result of the two-for-one stock split on August 31, 2007, the authorization was increased to 30 million shares. In July 2008, in connection with the JBT spin-off, and as required by the Internal Revenue Service ( IRS ), the Board of Directors authorized the repurchase of \$95.0 million of our outstanding common stock in addition to the 30 million shares described above.

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The following table summarizes repurchases of our common stock during the three months ended December 31, 2009.

**ISSUER PURCHASES OF EQUITY SECURITIES**

Period		Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that may yet be Purchased under the Plans or Programs (b)
October 1, 2009	October 31, 2009	14,376	\$ 51.95	8,916	5,781,743
November 1, 2009	November 30, 2009	440	\$ 54.48		5,781,743
December 1, 2009	December 31, 2009	371,897	\$ 57.45	366,667	5,415,076
<b>Total</b>		<b>386,713</b>	<b>\$ 57.24</b>	<b>375,583</b>	<b>5,415,076</b>

(a) Represents 375,583 shares of common stock repurchased and held in treasury and 11,130 shares of common stock purchased and held in an employee benefit trust established for the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan. In addition to these shares purchased on the open market, we sold 13,610 shares of registered common stock held in this trust, as directed by the beneficiaries during the three months ended December 31, 2009.

(b) As of December 31, 2009, there were no remaining shares available for purchase under the July 2008 Board of Directors authorization.

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The chart compares the percentage change in the cumulative stockholder return on our common stock against the cumulative total return of the Philadelphia Oil Service Sector Index (OSX) and the S&P Composite 500 Stock Index. The comparison is for a period beginning December 31, 2004 and ending December 31, 2009. The chart assumes the investment of \$100 on December 31, 2004 and the reinvestment of all dividends, including the reinvestment of the JBT stock dividend paid to our shareholders on July 31, 2008.

	2004	2005	2006	2007	2008	2009
FMC TECHNOLOGIES, INC.	\$ 100	\$ 133	\$ 191	\$ 352	\$ 156	\$ 378
OSX	\$ 100	\$ 150	\$ 171	\$ 251	\$ 102	\$ 164
S&P 500	\$ 100	\$ 105	\$ 121	\$ 128	\$ 81	\$ 102

**Table of Contents****ITEM 6. SELECTED FINANCIAL DATA**

The following table sets forth selected financial data derived from our audited financial statements. Audited financial statements for the years ended December 31, 2009, 2008 and 2007 and as of December 31, 2009 and 2008 are included elsewhere in this report.

*(In millions)*

Years Ended December 31	2009	2008	2007	2006	2005
<b>Revenue:</b>					
Energy Production Systems	\$ 3,721.9	\$ 3,670.7	\$ 2,882.2	\$ 2,249.5	\$ 1,770.5
Energy Processing Systems	698.4	883.2	767.7	672.3	521.8
Other revenue and intercompany eliminations	(14.9)	(3.0)	(1.0)	(6.4)	(9.9)
<b>Total revenue</b>	<b>\$ 4,405.4</b>	<b>\$ 4,550.9</b>	<b>\$ 3,648.9</b>	<b>\$ 2,915.4</b>	<b>\$ 2,282.4</b>
<b>Cost of sales</b>					
Selling, general and administrative expense	389.5	351.7	310.6	271.0	228.7
Research and development expense	51.3	45.3	40.8	33.0	29.2
<b>Total costs and expenses</b>	<b>3,875.3</b>	<b>4,020.1</b>	<b>3,273.3</b>	<b>2,674.0</b>	<b>2,116.4</b>
Other income (expense), net	(2.7)	(23.0)	29.9	(7.0)	(6.3)
<b>Income from continuing operations before net interest expense and income taxes</b>	<b>527.4</b>	<b>507.8</b>	<b>405.5</b>	<b>234.4</b>	<b>159.7</b>
Net interest expense	(9.5)	(1.5)	(9.3)	(6.7)	(5.4)
<b>Income from continuing operations before income taxes</b>	<b>517.9</b>	<b>506.3</b>	<b>396.2</b>	<b>227.7</b>	<b>154.3</b>
Provision for income taxes	155.1	152.0	134.5	62.7	56.9
<b>Income from continuing operations</b>	<b>362.8</b>	<b>354.3</b>	<b>261.7</b>	<b>165.0</b>	<b>97.4</b>
Income from discontinued operations, net of income taxes	0.5	8.4	42.2	113.8	12.2
<b>Net income</b>	<b>363.3</b>	<b>362.7</b>	<b>303.9</b>	<b>278.8</b>	<b>109.6</b>
Less: net income attributable to noncontrolling interests	(1.5)	(1.4)	(1.1)	(2.5)	(3.5)
<b>Net income attributable to FMC Technologies, Inc.</b>	<b>\$ 361.8</b>	<b>\$ 361.3</b>	<b>\$ 302.8</b>	<b>\$ 276.3</b>	<b>\$ 106.1</b>

*(In millions, except per share data)*

Years Ended December 31	2009	2008	2007	2006	2005
<b>Diluted earnings per share attributable to FMC Technologies:</b>					
Income from continuing operations	\$ 2.87	\$ 2.72	\$ 1.95	\$ 1.16	\$ 0.66
Diluted earnings per share	\$ 2.88	\$ 2.78	\$ 2.26	\$ 1.97	\$ 0.75
Diluted weighted average shares outstanding	125.7	129.7	133.8	140.3	141.6
<b>Common stock price range:</b>					
High	\$ 58.84	\$ 80.86	\$ 66.86	\$ 35.67	\$ 21.89
Low	\$ 23.79	\$ 20.34	\$ 27.76	\$ 22.50	\$ 14.53
Cash dividends declared	\$	\$	\$	\$	\$

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As of December 31	2009	2008	2007	2006	2005
<b>Balance sheet data:</b>					
Total assets	\$ 3,509.5	\$ 3,580.9	\$ 3,211.1	\$ 2,487.8	\$ 2,095.6
Net (debt) cash (1)	\$ 40.6	\$ (154.9)	\$ 0.2	\$ (138.9)	\$ (103.0)
Long-term debt, less current portion	\$ 391.6	\$ 472.0	\$ 112.2	\$ 212.6	\$ 252.6
Total FMC Technologies, Inc. stockholders' equity	\$ 1,102.8	\$ 690.4	\$ 1,021.7	\$ 886.0	\$ 699.5
<b>Years Ended December 31</b>					
<b>Other financial information:</b>					
Capital expenditures	\$ 110.0	\$ 165.0	\$ 179.6	\$ 115.6	\$ 69.9
Cash flows provided by operating activities of continuing operations	\$ 596.6	\$ 261.7	\$ 542.8	\$ 51.7	\$ (79.0)
Segment operating capital employed (2)	\$ 1,369.6	\$ 1,160.1	\$ 920.6	\$ 964.6	\$ 657.5
Order backlog (3)	\$ 2,545.4	\$ 3,651.2	\$ 4,490.7	\$ 2,332.0	\$ 1,662.4

- (1) Net (debt) cash consists of short-term debt, long-term debt and the current portion of long-term debt less cash and cash equivalents. Net (debt) cash is a non-GAAP measure that management uses to evaluate our capital structure and financial leverage. See Liquidity and Capital Resources in Management's Discussion and Analysis of Financial Condition and Results of Operations for additional discussion of net (debt) cash.
- (2) We view segment operating capital employed, which consists of assets, net of liabilities, as the primary measure of segment capital. Segment operating capital employed excludes corporate debt facilities and certain investments, pension liabilities, deferred and currently payable income taxes and LIFO inventory reserves.
- (3) Order backlog is calculated as the estimated sales value of unfilled, confirmed customer orders at the reporting date.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**  
**Cautionary Note Regarding Forward-Looking Statements**

**Statement under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995:** FMC Technologies, Inc. and its representatives may from time to time make written or oral statements that are forward-looking and provide information that is not historical in nature, including statements that are or will be contained in this report, the notes to our consolidated financial statements, our other filings with the Securities and Exchange Commission, our press releases and conference call presentations and our other communications to our stockholders. These statements involve known and unknown risks, uncertainties and other factors that may be outside of our control and may cause actual results to differ materially from any results, levels of activity, performance or achievements expressed or implied by any forward-looking statement. These factors include, among other things, those described under Risk Factors in Item 1A of this Annual Report on Form 10-K.

In some cases, forward-looking statements can be identified by such words or phrases as will likely result, is confident that, expects, should, could, may, will continue to, believes, anticipates, predicts, forecasts, estimates, projects, potential, intends or similar expressions. Forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including the negative of those words and phrases. Such forward-looking statements are based on our current views and assumptions regarding future events, future business conditions and our outlook based on currently available information. We wish to caution you not to place undue reliance on any such forward-looking statements, which speak only as of the date made and involve judgments.

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### **Executive Overview**

We design, manufacture and service sophisticated machinery and systems for customers in the energy industry. We have manufacturing operations worldwide strategically located to facilitate delivery of our products and services to our customers. Our operations are aggregated into two reportable segments: Energy Production Systems and Energy Processing Systems. We focus on economic and industry-specific drivers and key risk factors affecting our business segments as we formulate our strategic plans and make decisions related to allocating capital and human resources. The following discussion provides examples of the kinds of economic and industry factors and key risks that we consider.

The results of our businesses are primarily driven by changes in exploration and production spending by oil and gas companies, which in part depend upon current and anticipated future crude oil and natural gas demand, production volumes, and consequently prices. Our Energy Production Systems business is affected by trends in land and offshore oil and natural gas production, including shallow and deepwater development. Our Energy Processing Systems business results reflect spending by oilfield service companies and engineering construction companies for equipment and systems that facilitate the flow, measurement and transportation of crude oil and natural gas. We use crude oil and natural gas prices as an indicator of demand. While crude oil and natural gas prices have increased since their lows during early 2009, such prices are lower than they were during much of 2008 and continue to experience volatility. The level of production activity worldwide influences spending decisions, and we use rig count as an additional indicator of demand.

We also focus on key risk factors when determining our overall strategy and making decisions for allocating capital. These factors include risks associated with the global economic outlook, product obsolescence, and the competitive environment. We address these risks in our business strategies, which incorporate continuing development of leading edge technologies, cultivating strong customer relationships, and growing our energy business.

In 2009, we expanded our portfolio of technology offerings through the acquisition of DDS and MPM to further enhance and strengthen our capabilities in the subsea processing market. DDS is a California-based manufacturer of high-performance permanent magnet motors and bearings for the oil and gas industry. MPM is a Norway-based manufacturer of high-performance multiphase flow meters.

We have developed close working relationships with our customers in our business segments. Our Energy Production Systems business results reflect our ability to build long-term alliances with oil and natural gas companies that are actively engaged in offshore deepwater development, and to provide solutions for their needs in a timely and cost-effective manner. We have formed similar collaborative relationships with oilfield service companies in Energy Processing Systems. We believe that by working closely with our customers we enhance our competitive advantage, strengthen our market positions and improve our results.

As we evaluate our operating results, we view our business segments by product line and consider performance indicators like segment revenue, operating profit and capital employed, in addition to the level of inbound orders and order backlog. A significant and growing proportion of our revenues are recognized under the percentage of completion method of accounting. Our payments for such arrangements are generally received according to milestones achieved under stated contract terms. Consequently, the timing of revenue recognition is not always highly correlated with the timing of customer payments. We may structure our contracts to receive advance payments which we may use to fund engineering efforts and inventory purchases. Working capital (excluding cash) and net (debt) cash are therefore key performance indicators of cash flows.

On July 31, 2008, we spun-off our FoodTech and Airport Systems businesses, which are now known as JBT, through a tax-free dividend to our shareholders. The results of JBT have been reported as discontinued operations for all periods presented. For additional information related to the spin-off of JBT, see Note 3 to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

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In our segments, we serve customers from around the world. During 2009, approximately 77% of our total sales were to non-U.S. locations. We evaluate international markets and pursue opportunities that fit our technological capabilities and strategies. For example, we have targeted opportunities in West Africa, Brazil, Russia and the Asia Pacific region because of the expected offshore drilling potential in those regions.

**Business Outlook**

The long-term outlook for our businesses remains generally favorable despite the impact of the protracted global recession and ongoing uncertainty in the equity and credit markets that commenced in the second half of 2008. Additionally, the impact of the steep decline in the North American rig count and oilfield activity seen in the first half of 2009 resulted in several downward revisions to estimates for global hydrocarbon demand during the first half of 2009. However, management believes that global demand for hydrocarbons will strengthen as macroeconomic conditions improve.

Management remains cautiously optimistic about business levels in early 2010. Current commodity markets are reflective of stabilizing global economies and firming expectations of increased energy demand for 2010 and beyond. As a result of the rising expectations for energy demand, commodity prices have been steadily increasing from the depressed levels witnessed in early 2009. Consequently, demand for exploration and production activity is also stabilizing and is expected to grow modestly in 2010.

**CONSOLIDATED RESULTS OF OPERATIONS****YEARS ENDED DECEMBER 31, 2009, 2008 and 2007**

(\$ in millions)	Year Ended December 31,			Change			
	2009	2008	2007	2009 vs. 2008	(3)%	2008 vs. 2007	25%
Revenue	\$ 4,405.4	\$ 4,550.9	\$ 3,648.9	\$ (145.5)	(3)%	\$ 902.0	25%
Costs and expenses:							
Cost of sales	3,434.5	3,623.1	2,921.9	(188.6)	(5)	701.2	24
Selling, general and administrative expense	389.5	351.7	310.6	37.8	11	41.1	13
Research and development expense	51.3	45.3	40.8	6.0	13	4.5	11
Total costs and expenses	3,875.3	4,020.1	3,273.3	(144.8)	(4)	746.8	23
Other income (expense), net	(2.7)	(23.0)	29.9	20.3	88	(52.9)	*
Net interest expense	(9.5)	(1.5)	(9.3)	(8.0)	*	7.8	84
Income before income taxes	517.9	506.3	396.2	11.6	2	110.1	28
Provision for income taxes	155.1	152.0	134.5	3.1	2	17.5	13
Income from continuing operations	362.8	354.3	261.7	8.5	2	92.6	35
Income from discontinued operations, net of income taxes	0.5	8.4	42.2	(7.9)	*	(33.8)	*
Net income	363.3	362.7	303.9	0.6		58.8	19
Less: net income attributable to noncontrolling interests	(1.5)	(1.4)	(1.1)	(0.1)	(7)	(0.3)	(27)
Net income attributable to FMC Technologies, Inc	\$ 361.8	\$ 361.3	\$ 302.8	\$ 0.5	%	\$ 58.5	19%

\* Not meaningful



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***2009 Compared With 2008***

Our total revenue for the year ended December 31, 2009, decreased by \$145.5 million compared to the prior year. Total revenue for 2009 included a \$355.0 million unfavorable impact of foreign currency translation, as compared to 2008. Excluding the impact of foreign currency translation, total revenue grew by \$209.5 million during 2009, compared to the prior year, as a result of our Energy Production businesses. The revenue increase was partially offset by a decline in Energy Processing revenue, largely driven by the weaker year-over-year North American oilfield activity due to the deterioration of oil and gas prices in early 2009.

Gross profit (revenue less cost of sales) increased as a percentage of sales from 20.4% in 2008 to 22.0% in 2009. The margin improvement was largely attributable to a more profitable mix of projects in our subsea business, net of additional contract-related charges during 2009. On an absolute dollar basis, gross profit increased by \$43.1 million during the year ended December 31, 2009, as compared to the prior year. Excluding the impact of foreign currency translation, gross profit increased \$100.4 million in 2009 as compared to 2008.

Selling, general and administrative ( SG&A ) expense increased as a percentage of sales from 7.7% in 2008 to 8.8% in 2009. SG&A expense for 2009 included a \$13.9 million favorable impact from foreign currency translation. The improvement in our common stock price and other investments held in an employee benefit trust for our nonqualified deferred compensation plan resulted in \$8.5 million of compensation expense in 2009, compared to a gain of \$11.4 million in 2008. We also had increased pension expense of \$11.4 million year-over-year as a result of lower plan asset performance during 2008. Additionally, we had increased spending in our Energy Production businesses due to increased bid activity for projects to be awarded in 2010.

We increased our research and development activities in 2009 as we continue to advance new technologies for subsea processing capabilities.

Other income (expense), net, reflected non-operating losses of \$6.3 million and \$15.7 million on foreign currency exposures and derivative instruments, for which hedge accounting is not applied, for the years ended December 31, 2009 and 2008, respectively. Additionally, we recognized \$3.5 million in gains during 2009, compared to \$7.3 million in expense during 2008, associated with investments held in an employee benefit trust for our non-qualified deferred compensation plan. Further discussion of our derivative instruments is incorporated herein by reference from Note 14 to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Net interest expense was higher in 2009, primarily due to lower interest income in 2009, as compared to 2008, driven by lower yields on cash investments.

Our provision for income taxes reflected an effective tax rate of 30.0% in 2009. In 2008, our effective tax rate was 30.1%. The decrease in the effective rate in 2009 is primarily related to a favorable change in country mix of earnings, partially offset by a provision of U.S. tax on the earnings of certain foreign subsidiaries that we have determined are not indefinitely reinvested, an increase in the U.S. tax cost of deemed and actual dividends from foreign subsidiaries, and an increased provision of U.S. tax on unrecognized tax benefits. The difference between the effective tax rate and the statutory U.S. federal income tax rate related primarily to differing foreign and state tax rates and the impact of foreign earnings repatriation.

***2008 Compared With 2007***

Our total revenue for the year ended December 31, 2008, reflected growth in both business segments compared to the prior year. Our Energy Production Systems businesses provided \$788.5 million of the \$902.0 million increase. We benefited from high demand for equipment and systems during 2007, especially subsea systems, used in major oil and gas producing regions throughout the world. The favorable market conditions during 2007

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produced a strong backlog position at December 31, 2007, and subsequently, higher revenues for the year ended December 31, 2008, compared to the year ended December 31, 2007. Energy Processing Systems revenues grew by \$115.5 million from the prior year largely reflecting continued infrastructure investment related to metering systems and coal-fired power generation.

Gross profit (revenue less cost of sales) increased \$200.8 million, and as a percentage of sales from 19.9% in 2007 to 20.4% in 2008. The increase was largely attributable to higher sales volume and to a lesser extent, higher margins in our Energy Production businesses, reflecting more complex subsea projects.

Selling, general and administrative ( SG&A ) expense for 2008 increased compared to 2007, but declined as a percentage of sales from 8.5% in 2007 to 7.7% in 2008 as we continued to leverage our SG&A spending. The majority of our increased SG&A spending in 2008 was for Energy Production Systems relating to increased sales volumes.

We increased our research and development activities in 2008 as we advanced new technologies for subsea processing capabilities.

Other income (expense), net, reflected non-operating losses of \$15.7 million and gains of \$27.9 million on foreign currency exposures and derivative instruments, for which hedge accounting was not applied, for the years ended December 31, 2008 and 2007, respectively. Additionally, we had \$7.3 million in compensation expense during 2008 associated with investments held in an employee benefit trust for our non-qualified deferred compensation plan. Further discussion of our derivative instruments is incorporated herein by reference from Note 14 to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K.

Net interest expense was lower in 2008, reflective of lower average debt levels and lower borrowing costs during 2008.

Our provision for income taxes reflected an effective tax rate of 30.1% in 2008. In 2007, our effective tax rate was 34.0%. The decrease in the effective tax rate was largely attributable to a favorable change in the country mix of earnings, partially offset by an increase in U.S. tax cost of deemed and actual dividends from foreign subsidiaries, and an increased provision of U.S. tax on unrecognized tax benefits. The difference between the effective rate and the statutory U.S. federal income tax rate related primarily to differing foreign and state tax rates and the impact of foreign earnings repatriation.

### ***Discontinued Operations***

Income from discontinued operations, net of income taxes, for the year ended December 31, 2008, primarily reflected \$25.7 million, net of tax, in operating results of JBT for the seven months ended July 31, 2008, partially offset by \$17.8 million, net of tax, of expenses related to the spin-off of JBT. These expenses consist primarily of non-deductible legal, accounting and professional fees to complete activities associated with the spin-off.

### **Operating Results of Business Segments**

Segment operating profit is defined as total segment revenue less segment operating expenses. The following items have been excluded in computing segment operating profit: corporate staff expense, interest income and expense associated with corporate debt facilities and investments, income taxes and other expense, net.

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The following table summarizes our operating results for the years ended December 31, 2009, 2008 and 2007:

(\$ in millions)	Year Ended December 31,			Favorable/(Unfavorable)				
	2009	2008	2007	2009 vs. 2008		2008 vs. 2007		
<b>Revenue</b>								
Energy Production Systems	\$ 3,721.9	\$ 3,670.7	\$ 2,882.2	\$ 51.2	1%	\$ 788.5	27%	
Energy Processing Systems	698.4	883.2	767.7	(184.8)	(21)	115.5	15	
Other revenue and intercompany eliminations	(14.9)	(3.0)	(1.0)	(11.9)	*	(2.0)	*	
<b>Total revenue</b>	<b>\$ 4,405.4</b>	<b>\$ 4,550.9</b>	<b>\$ 3,648.9</b>	<b>\$ (145.5)</b>	<b>(3)%</b>	<b>\$ 902.0</b>	<b>25%</b>	
<b>Net income</b>								
<b>Segment operating profit</b>								
Energy Production Systems	\$ 516.1	\$ 420.7	\$ 287.9	\$ 95.4	23%	\$ 132.8	46%	
Energy Processing Systems	102.4	165.5	142.5	(63.1)	(38)	23.0	16	
<b>Total segment operating profit</b>	<b>618.5</b>	<b>586.2</b>	<b>430.4</b>	<b>32.3</b>	<b>6</b>	<b>155.8</b>	<b>36</b>	
<b>Corporate items:</b>								
Corporate expense	(35.4)	(37.5)	(35.1)	2.1	6	(2.4)	(7)	
Other revenue and other (expense), net	(57.2)	(42.3)	9.1	(14.9)	(35)	(51.4)	*	
Net interest expense	(9.5)	(1.5)	(9.3)	(8.0)	*	7.8	84	
<b>Total corporate items</b>	<b>(102.1)</b>	<b>(81.3)</b>	<b>(35.3)</b>	<b>(20.8)</b>	<b>(26)</b>	<b>(46.0)</b>	<b>(130)</b>	
Income from continuing operations before income taxes	516.4	504.9	395.1	11.5	2	109.8	28	
Provision for income taxes	155.1	152.0	134.5	(3.1)	(2)	(17.5)	(13)	
Income from continuing operations	361.3	352.9	260.6	8.4	2	92.3	35	
Income from discontinued operations, net of income taxes	0.5	8.4	42.2	(7.9)	*	(33.8)	*	
<b>Net income attributable to FMC Technologies, Inc.</b>	<b>\$ 361.8</b>	<b>\$ 361.3</b>	<b>\$ 302.8</b>	<b>\$ 0.5</b>	<b>%\$</b>	<b>58.5</b>	<b>19%</b>	

\* Not meaningful

We report our results of operations in U.S. dollars; however, our earnings are generated in a number of currencies worldwide. We generate a significant amount of revenue, and incur a significant amount of costs, in Norwegian Krone, Brazilian Real, and the Euro, for example. The earnings of subsidiaries functioning in their local currencies are translated into U.S. dollars based upon the average exchange rate for the period, in order to provide worldwide consolidated results. While the U.S. dollar results reported reflect the actual economics of the period reported upon, the variances from prior periods include the impact of translating earnings at different rates.

A summary of the translation impact on our consolidated results follows:

(In millions)	Year Ended December 31, 2009	Year Ended December 31, 2008	Year Ended December 31, 2007
<b>Revenue (decline) growth:</b>			
Reported	\$ (145.5)	\$ 902.0	\$ 733.5
Due to translation	\$ (355.0)	\$ 92.4	\$ 225.8
<b>Segment operating profit growth:</b>			
Reported	\$ 32.3	\$ 155.8	\$ 138.3
Due to translation	\$ (41.8)	\$ 15.3	\$ 17.9



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The revenue impacts are primarily reflected in Energy Production Systems 96%, 87% and 93% for the years ended December 31, 2009, 2008 and 2007, respectively. The operating profit impacts are primarily reflected in Energy Production Systems 95%, 84% and 95% for the years ended December 31, 2009, 2008 and 2007, respectively.

### ***Energy Production Systems***

#### **2009 Compared With 2008**

Energy Production Systems revenue was \$51.2 million higher for the year ended December 31, 2009, compared to the same period in 2008. Revenue for 2009 included a \$340.0 million unfavorable impact of foreign currency translation, as compared to 2008. Excluding the impact of foreign currency translation, total revenue grew by \$391.2 million during 2009, compared to the prior year. The increase was driven primarily by the conversion of subsea backlog to revenue during the year. Subsea volumes increased primarily as a result of progress on new and ongoing projects worldwide; notably projects located in the North Sea, in the Gulf of Mexico, West Africa and offshore Brazil. Further, international activity levels in our surface wellhead business have seen modest improvement, but this was more than offset by the decline in the North American surface wellhead markets.

Energy Production Systems operating profit totaled \$516.1 million, or 13.9% of revenue, for the year ended December 31, 2009, and was 2.4 percentage points above the operating profit generated in the prior year. The margin improvement resulted primarily from a more profitable mix of projects in our subsea business, net of additional contract-related charges during 2009. On an absolute dollar basis, operating profit increased by \$95.4 million in 2009, as compared to 2008. Excluding the impact of foreign currency translation, operating profit increased \$135.2 million during 2009, as compared to the prior year.

#### **2008 Compared With 2007**

Energy Production Systems revenue was \$788.5 million higher for the year ended December 31, 2008, compared to the same period in 2007, which included approximately \$80.5 million related to foreign currency translation. Segment revenue is affected by trends in land and offshore oil and gas exploration and production, including shallow and deepwater development. Higher demand for our products and services in prior periods has resulted in project-related subsea systems revenue of \$3.0 billion for the year ended December 31, 2008, compared to \$2.3 billion for the comparable period in 2007. Subsea volumes increased primarily as a result of progress on new and ongoing projects worldwide; notably projects located in the North Sea, in the Gulf of Mexico and offshore Brazil.

Energy Production Systems operating profit increased by \$132.8 million for the year ended 2008 compared to the same period in 2007, which includes approximately \$12.9 million related to foreign currency translation. The increase in sales volume accounted for \$120.8 million of the profit increase. We achieved approximately \$55.1 million in other margin improvements, primarily reflective of more complex, and higher margin, subsea projects. Offsetting these profit increases were \$38.9 million in increased selling, general and administrative costs resulting from higher staff levels, and \$3.4 million in higher costs for research and development of our subsea and surface technologies.

### ***Energy Processing Systems***

#### **2009 Compared With 2008**

Energy Processing Systems revenue decreased \$184.8 million for the year ended December 31, 2009, compared to the year ended December 31, 2008. The decrease was driven largely by reduced demand for fluid control products, resulting from weaker oil and gas prices which led to the decline in the North American oilfield activity experienced during the first half of 2009. Additionally, material handling revenues were negatively impacted due to a weakened demand for coal-fired power generation and, to a lesser extent, the measurement solutions business had several large product shipments during 2008 which did not repeat in 2009. The decreases also reflect the impact of a strengthening U.S. dollar in 2009, as compared to 2008.

Energy Processing Systems operating profit for the year ended December 31, 2009, decreased \$63.1 million compared to the same period of 2008, primarily reflecting the decline in product sales volumes.

**Table of Contents****2008 Compared With 2007**

Energy Processing Systems revenue increased \$115.5 million for the year ended December 31, 2008, compared to the year ended December 31, 2007. The increase was driven primarily by higher volume in the measurement solutions and material handling businesses, reflecting continued infrastructure investment related to metering systems and coal-fired power generation.

Energy Processing Systems operating profit for the year ended December 31, 2008, increased \$23.0 million compared to the same period of 2007. Higher product sales volumes contributed \$34.5 million of increased operating profit, primarily in the measurement solutions and material handling businesses, partially offset by an unfavorable product mix, increased headcount related selling and administrative costs, higher commission expense and higher research and development spending in support of improved sales volume.

**Corporate Items****2009 Compared With 2008**

Our corporate items reduced earnings by \$102.1 million in 2009, compared to \$81.3 million in 2008. We recognized \$5.0 million in expense during 2009, compared to \$4.1 million in gains during 2008, associated with investments held in an employee benefit trust for our non-qualified deferred compensation plan. We also had increased pension expense of \$8.6 million year-over-year as a result of lower plan asset performance during 2008 and an \$8.0 million increase in interest expense, net, primarily due to lower interest income in 2009, as compared to 2008, driven by lower yields on cash investments. These costs were partially offset by favorable adjustments to our LIFO reserve of \$5.3 million, attributable to lower inventory levels and lower cost indexes and a decrease in other corporate costs of \$2.1 million resulting from cost containment efforts to align staffing with current business activities.

**2008 Compared With 2007**

Our corporate items reduced earnings by \$81.3 million in 2008 compared to \$35.3 million in 2007. The increase in expense in 2008 primarily reflected mark-to-market losses on foreign currency forward contracts of \$8.7 million in 2008, compared to gains in the prior year of \$30.9 million, combined with increased stock-based compensation of \$6.5 million and other corporate staff costs of \$2.4 million. These costs were partially offset by a \$7.8 million decrease in interest expense, net, attributable to reduced borrowing levels and lower interest rates in 2008.

**Inbound Orders and Order Backlog**

Inbound orders represent the estimated sales value of confirmed customer orders received during the reporting period and the impact of translation on the previous year's backlog. Backlog translation positively affected orders by \$363.3 million in the year ended December 31, 2009, and negatively affected orders by \$593.1 million in the comparable period of 2008.

(In millions)	Inbound Orders	
	Year Ended December 31,	
	2009	2008
Energy Production Systems	\$ 2,709.4	\$ 2,853.2
Energy Processing Systems	606.4	865.9
Intercompany eliminations	(16.9)	(7.6)
<b>Total inbound orders</b>	<b>\$ 3,298.9</b>	<b>\$ 3,711.5</b>

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Order backlog is calculated as the estimated sales value of unfilled, confirmed customer orders at the reporting date.

(In millions)	Order Backlog December 31,	
	2009	2008
Energy Production Systems	\$ 2,332.6	\$ 3,345.0
Energy Processing Systems	221.1	313.2
Intercompany eliminations	(8.3)	(7.0)
<b>Total order backlog</b>	<b>\$ 2,545.4</b>	<b>\$ 3,651.2</b>

Order backlog for Energy Productions Systems at December 31, 2009, decreased by \$1.0 billion compared to year-end 2008, as new orders in 2009 did not fully replace the prior year backlog that was converted into revenue in 2009. Lower inbound orders are the result of the weak global economic climate and some lingering uncertainty regarding the recovery from the global economic recession and its impact on energy demand. Inbound orders are expected to improve during the last half of 2010. Backlog of \$2.3 billion at December 31, 2009, includes various projects for BP; Petrobras Cascade, Tambau and GLL-9; Shell's Gumusut; Statoil's Ormen Lange Phase II, Vega, Asgard, and Gjoa; Total's Pazflor; Tullow's Jubilee and Woodside's Pluto subsea projects. We expect to convert approximately 80% of December 31, 2009 backlog into revenue during 2010.

Order backlog for Energy Processing Systems at December 31, 2009, decreased by 29% compared to year-end 2008, due largely from the drawdown on significant projects in the material handling and loading systems businesses and decreased demand for fluid control products resulting from weaker oil and gas prices and lower year-over-year North American oilfield activity during early 2009. We are beginning to see some recovery in the oil and gas markets, and consequently, we anticipate an increase in orders in 2010. However, there is still some uncertainty as to the stability of the recovery. We expect to convert approximately 70% of the December 31, 2009 backlog into revenue during 2010.

**Liquidity and Capital Resources**

We generate our capital resources largely through operations and, when needed, through various credit facilities.

Our net cash at December 31, 2009, was \$40.6 million, compared with net debt of \$154.9 million at December 31, 2008. Net debt, or net cash, is a non-GAAP measure reflecting debt, net of cash and cash equivalents. Management uses this non-GAAP measure to evaluate our capital structure and financial leverage. We believe that net debt, or net cash, is a meaningful measure which will assist investors in understanding our results and recognizing underlying trends. This measure supplements disclosures required by GAAP. The following table provides details of the balance sheet classifications included in net debt.

(In millions)	December 31,	December 31,
	2009	2008
Cash and cash equivalents	\$ 460.7	\$ 340.1
Short-term debt and current portion of long-term debt	(28.5)	(23.0)
Long-term debt, less current portion	(391.6)	(472.0)
Net cash (debt)	\$ 40.6	\$ (154.9)

The change in our net cash (debt) position reflects cash generated from operations, which more than offset repurchases of our common stock of \$155.7 million, capital expenditures of \$110.0 million, and payments for acquisitions of \$162.6 million.

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Cash flows for each of the years in the three-year period ended December 31, 2009, were as follows:

(In millions)	Year Ended December 31,		
	2009	2008	2007
Cash provided by operating activities of continuing operations	\$ 596.6	\$ 261.7	\$ 542.8
Cash required by investing activities of continuing operations	(253.7)	(282.9)	(181.0)
Cash provided (required) by financing activities	(237.6)	252.7	(355.6)
Cash provided (required) by discontinued operations	(2.1)	(15.8)	29.0
Effect of exchange rate changes on cash and cash equivalents	17.4	(5.1)	14.8
Increase (decrease) in cash and cash equivalents	\$ 120.6	\$ 210.6	\$ 50.0

**Operating Cash Flows**

During the year ended December 31, 2009, we generated \$596.6 million in cash flows from operating activities of continuing operations, which represented a \$334.9 million increase compared to the prior year. The year-over-year improvement is largely attributable to lower working capital investment associated with our portfolio of projects. Our working capital balances can vary significantly depending on the payment terms and timing of delivery on key contracts.

Our cash flows from operating activities in 2008 were \$281.1 million lower than the prior year. The decrease is due primarily to the higher investments in working capital resulting from required investments in accounts receivable and inventory in the Energy Production segment.

**Investing Cash Flows**

Our cash requirements for investing activities of continuing operations were \$253.7 million and \$282.9 million during 2009 and 2008, respectively, primarily consisting of amounts to fund acquisitions and capital expenditures. Acquisition funding in 2009, which largely related to the purchase of DDS and MPM, resulted in cash outflows, net of cash acquired of \$120.2 million and \$32.4 million, respectively. We spent \$121.3 million on investments in 2008, related primarily to our purchase of a 45% interest in Schilling Robotics, LLC. Capital expenditures, net of cash proceeds associated with certain asset and investment disposals, decreased year-over-year, reflecting lower spending on subsea capacity additions and offshore tooling and the completion of intervention assets in early 2009 for Energy Production Systems.

Cash required by investing activities in 2007 was \$181.0 million, primarily reflecting the investment in subsea intervention assets, offshore tooling and subsea capacity additions. Additionally, we spent \$64.4 million for acquisitions, including \$59.7 million for the purchase of the remaining interest in CDS Engineering BV, partially offset by proceeds from the sale and leaseback of land and property in Houston, Texas.

**Financing Cash Flows**

Cash required by financing activities was \$237.6 million in 2009, compared to cash provided of \$252.7 million for 2008. We reduced our net borrowings by \$80.2 million in 2009, compared to increased net borrowings of \$369.4 million in 2008. Additionally, we received proceeds from JBT of \$196.2 million in 2008, in conjunction with the spin-off of JBT. Cash was used for both years to repurchase common stock under our share repurchase authorization program.

Cash outflows in 2007 related primarily to the reduction in net borrowings of \$98.4 million and the repurchase of common stock under our share repurchase authorization program.

**Discontinued Operations Cash Flows**

We reported an immaterial amount of cash required by discontinued operations in 2009, related to the spin-off of JBT which occurred in July 2008. Cash required by and provided by discontinued operations in 2008 and 2007, respectively, primarily reflected the operating and investing activities of JBT.



**Table of Contents****Debt and Liquidity**

Total borrowings at December 31, 2009 and 2008, comprised the following:

(In millions)	December 31,	
	2009	2008
Revolving credit facilities	\$ 100.0	\$ 407.0
Commercial paper	278.7	52.0
Uncommitted credit facilities	28.1	19.1
Property financing	8.1	8.5
Other	5.2	8.4
Total borrowings	\$ 420.1	\$ 495.0

The following is a summary of our credit facilities at December 31, 2009:

(In millions)	Description	Amount	Debt Outstanding	Commercial Paper			Unused Capacity	Maturity
				Outstanding (a)	Letters of Credit			
	Five-year committed revolving credit facility	\$ 600.0	\$ 100.0	\$ 278.7	\$ 27.8	\$ 193.5	December 2012	
	364-day revolving committed credit agreement	350.0				350.0	January 2010	
		\$ 950.0	\$ 100.0	\$ 278.7	\$ 27.8	\$ 543.5		

(a) Under our commercial paper program, we have the ability to access up to \$500.0 million of financing through our commercial paper dealers. Our available capacity under our revolving credit facilities is reduced by any outstanding commercial paper.

Committed credit available under our five-year revolving credit facility maturing in December 2012 provides the ability to issue our commercial paper obligations on a long-term basis. We had \$278.7 million of commercial paper issued under this facility at December 31, 2009. Since we had both the ability and intent to refinance these obligations on a long-term basis, our commercial paper borrowings were classified as long-term on the consolidated balance sheets at December 31, 2009.

Our \$600 million five-year revolving credit agreement maturing in December 2012, with JPMorgan Chase Bank, N.A., as Administrative Agent, accrues interest at a rate equal to, at our option, either (a) a base rate determined by reference to the higher of (1) the agent's prime rate and (2) the federal funds rate plus 1/2 of 1% or (b) an interest rate of 45 basis points above the London Interbank Offered Rate (LIBOR). The margin over LIBOR is variable and is determined based on our debt rating.

In January 2009, we entered into a \$350 million 364-day revolving committed credit agreement maturing in January 2010, with Bank of America, N.A., as Administrative Agent. Under the credit agreement interest accrues at a rate equal to, at our option, either (a) a base rate determined by reference to the higher of (1) the agent's prime rate, (2) the federal funds rate plus 1/2 of 1% or (3) the London Interbank Offered Rate (LIBOR) plus 1.00%; or (b) LIBOR plus 2.25%. The margin over LIBOR is variable and is determined based on our credit rating.

Among other restrictions, the terms of the credit agreements include negative covenants related to liens and a financial covenant related to the debt-to-earnings ratio. We are in compliance with all restrictive covenants as of December 31, 2009.

On January 13, 2010, we entered into a \$350 million revolving credit agreement with Bank of America, N.A., as Administrative Agent. The new facility matures in January 2013 and replaces, in kind, the \$350 million 364-day revolving credit agreement that matured on January 13, 2010.



**Table of Contents****Outlook for 2010**

Historically, we have generated our capital resources primarily through operations and, when needed, through credit facilities. We continue to witness volatility in the credit, equity and commodity markets that began in 2008. While this creates some degree of uncertainty for our business, management believes we have secured sufficient credit capacity to mitigate potential negative impacts on our operations. We expect to continue to meet our cash requirements with a combination of cash on hand, cash generated from operations and our credit facilities.

We are projecting to spend approximately \$140.0 million during 2010 for capital expenditures, largely for enhancements to our manufacturing and service capabilities. We anticipate contributing approximately \$14.5 million to our pension plans in 2010. Further, we expect to continue our stock repurchases authorized by our Board, with the timing and amounts of these repurchases dependent upon market conditions and liquidity.

We have \$543.5 million in capacity available under our bank lines that we expect to utilize if working capital temporarily increases in response to market demand, and when opportunities for business acquisitions meet our standards. Our intent is to maintain a level of financing sufficient to meet this objective. We continue to evaluate acquisitions, divestitures and joint ventures in the ordinary course of business.

**Contractual Obligations and Off-Balance Sheet Arrangements**

The following is a summary of our contractual obligations at December 31, 2009:

(In millions)	Payments Due by Period				
	Total payments	Less than 1 year	1-3 years	3-5 years	After 5 years
<b>Contractual obligations</b>					
Long-term debt (a)	\$ 392.0	\$ 0.4	\$ 385.3	\$	\$ 6.3
Short-term debt	28.1	28.1			
Operating leases	405.8	57.0	95.2	75.4	178.2
Unconditional purchase obligations (b)	593.3	568.0	25.3		
Pension and other postretirement benefits (c)	14.5	14.5			
Unrecognized tax benefits (d)	5.3	5.3			
<b>Total contractual obligations</b>	<b>\$ 1,439.0</b>	<b>\$ 673.3</b>	<b>\$ 505.8</b>	<b>\$ 75.4</b>	<b>\$ 184.5</b>

(a) Our available long-term debt is dependent upon our compliance with covenants, including negative covenants related to liens, and a financial covenant related to the debt-to-earnings ratio. Any violation of covenants or other events of default, which are not waived or cured, or changes in our credit rating could have a material impact on our ability to maintain our committed financing arrangements. Interest on long-term debt is not included in the table. As of December 31, 2009, we have commercial paper borrowings with short-term maturities that we have both the ability and intent to refinance on a long-term basis. However, we are uncertain as to the level of commercial paper or other borrowings and market interest rates that will be applicable throughout 2010. During 2009, we paid \$10.4 million for interest expense.

(b) In the normal course of business, we enter into agreements with our suppliers to purchase raw materials or services. These agreements include a requirement that our supplier provide products or services to our specifications and require us to make a firm purchase commitment to our supplier. As substantially all of these commitments are associated with purchases made to fulfill our customers' orders, the costs associated with these agreements will ultimately be reflected in cost of sales on our consolidated statements of income.

(c) We expect to make \$14.5 million in contributions to our pension and other postretirement benefit plans during 2010. This amount does not include discretionary contributions to our U.S. qualified pension plan. Required contributions for future years depend on factors that cannot be determined at this time.



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(d) As of December 31, 2009, we have a liability for unrecognized tax benefits of \$41.2 million. It is reasonably possible that \$5.3 million of the liability will be settled during 2010, and this amount is reflected in income taxes payable in our consolidated balance sheet as of December 31, 2009. Due to the high degree of uncertainty regarding the timing of potential future cash flows associated with the remaining \$35.9 million in liabilities, we are unable to make a reasonable estimate of the period in which such liabilities might be paid. The following is a summary of other off-balance sheet arrangements at December 31, 2009:

(In millions)	Amount of Commitment Expiration per Period				
	Total amount	Less than 1 year	1-3 years	3-5 years	After 5 years
<b>Other off-balance sheet arrangements</b>					
Letters of credit and bank guarantees	\$ 569.1	\$ 208.2	\$ 221.6	\$ 58.2	\$ 81.1
Surety bonds	62.5	46.9	15.6		
<b>Total other off-balance sheet arrangements</b>	<b>\$ 631.6</b>	<b>\$ 255.1</b>	<b>\$ 237.2</b>	<b>\$ 58.2</b>	<b>\$ 81.1</b>

As collateral for our performance on certain sales contracts or as part of our agreements with insurance companies, we are contingently liable under letters of credit, surety bonds and other bank guarantees. In order to obtain these financial instruments, we pay fees to various financial institutions in amounts competitively determined in the marketplace. Our ability to generate revenue from certain contracts is dependent upon our ability to obtain these off-balance sheet financial instruments. These off-balance sheet financial instruments may be renewed, revised or released based on changes in the underlying commitment. Historically, our commercial commitments have not been drawn upon to a material extent; consequently, management believes it is not likely that there will be claims against these commitments that will have a negative impact on our key financial ratios or our ability to obtain financing.

In connection with the spin-off of JBT, we retained liability for various contingent obligations totaling \$12.8 million at December 31, 2009. Contingent obligations include guarantees on certain performance bonds issued by JBT. We are fully indemnified by JBT pursuant to the terms and conditions of the Separation and Distribution Agreement, dated July 31, 2008, between FMC Technologies and JBT. Management does not expect any of these financial instruments to result in losses that if incurred, would have a material effect on our consolidated financial position, results of operations or cash flows. The majority of these obligations will expire before the end of 2012.

**Qualitative and Quantitative Disclosures about Market Risk**

We are subject to financial market risks, including fluctuations in foreign currency exchange rates and interest rates. In order to manage and mitigate our exposure to these risks, we may use derivative financial instruments in accordance with established policies and procedures. We do not use derivative financial instruments where the objective is to generate profits solely from trading activities. At December 31, 2009 and 2008 our derivative holdings consisted of foreign currency forward contracts and foreign currency instruments embedded in purchase and sale contracts. At December 31, 2009, our derivative portfolio also held interest rate swap agreements.

These forward-looking disclosures only address potential impacts from market risks as they affect our financial instruments. They do not include other potential effects which could impact our business as a result of changes in foreign currency exchange rates, interest rates, commodity prices or equity prices.

***Foreign Currency Exchange Rate Risk***

We conduct operations around the world in a number of different currencies. Most of our significant foreign subsidiaries have designated the local currency as their functional currency. Our earnings are therefore subject to change due to fluctuations in foreign currency exchange rates when the earnings in foreign currencies are translated into U.S. Dollars. We do not hedge these fluctuations in earnings. A 10% increase or decrease in the average exchange rates of all foreign currencies in 2009 would have changed our revenue and income from continuing operations by approximately 5% and 4%, respectively.

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When transactions are denominated in currencies other than our subsidiaries respective functional currencies, we manage these exposures through the use of derivative instruments to mitigate our risk. We use foreign currency forward contracts to hedge the foreign currency fluctuation associated with firmly committed and forecasted foreign currency denominated payments and receipts. The derivative instruments are designated and qualify as cash flow hedges, and as such their gains and losses are recorded in other comprehensive income until such time that the underlying transactions are recognized. When a forecasted transaction in a currency other than the functional currency of an entity is recognized as an asset or liability on the balance sheet, we also hedge the foreign currency fluctuation with derivative instruments after netting our exposures worldwide. These derivative instruments do not qualify as cash flow hedges.

Occasionally, we enter into contracts or other arrangements that are subject to foreign exchange fluctuations that qualify as embedded derivative instruments. In those situations, we enter into derivative foreign exchange contracts that hedge the price fluctuations due to movements in the foreign exchange rates. These hedges are not treated as cash flow hedges.

We have prepared a sensitivity analysis of our foreign currency forward contracts hedging anticipated transactions that are accounted for as cash flow hedges. This analysis assumes that each foreign currency rate would change 10% against a stronger and then weaker U.S. Dollar. A 10% increase in the value of the U.S. Dollar would result in a loss of \$50.0 million in the net fair value of cash flow hedges reflected on our balance sheet at December 31, 2009. Changes in the derivative fair value will not have an immediate impact on our results of operations since their gains and losses are recorded in other comprehensive income unless these contracts are deemed to be ineffective. When the anticipated transactions occur, these changes in value of derivatives instrument positions will be offset against changes in the value of the underlying transaction.

### ***Interest Rate Risk***

Our debt instruments subject us to market risk associated with movements in interest rates. In March 2009, we entered into three floating-to-fixed interest rate swaps hedging interest payments on \$100.0 million of our variable rate revolving debt. The effect of these interest rate swaps is to fix the effective annual interest rate on these borrowings at an average rate of 2.1%.

We use a sensitivity analysis to measure the impact on fair values (for interest rate swaps) of an immediate adverse movement in the interest rates of 50 basis points. This analysis was based on a modeling technique that measures the hypothetical market value resulting from a 50 basis point change in interest rates. This adverse change in the applicable interest rates would result in a decrease of \$1.8 million in the net fair value of our interest rate swaps at December 31, 2009.

At December 31, 2009 we had unhedged variable rate debt of \$307.0 million. Using sensitivity analysis to measure the impact of a 10% adverse movement in the interest rate, or 12 basis points, would result in an immaterial increase to interest expense.

We assess effectiveness of forward foreign currency contracts designated as cash flow hedges based on changes in fair value attributable to changes in spot rates. We exclude the impact attributable to changes in the difference between the spot rate and the forward rate for the assessment of hedge effectiveness, and recognize the change in fair value of this component immediately in earnings. The difference between the spot rate and the forward rate is generally related to the differences in the interest rates of the countries of the currencies being traded. Consequently, we have exposure to relative changes in interest rates between countries in our results of operations. To the extent the U.S. interest rate decreases by 10%, or 12 basis points, and other countries interest rates remain fixed, we would expect to recognize an increase of \$0.3 million in earnings in the period of change. Based on our portfolio as of December 31, 2009, we have exposure to the interest rates in the U.S., Brazil, the United Kingdom, Australia, the European Community and Norway.

### **Critical Accounting Estimates**

We prepare our consolidated financial statements in conformity with United States generally accepted accounting principles. As such, we are required to make certain estimates, judgments and assumptions about matters that are

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inherently uncertain. On an ongoing basis, our management re-evaluates these estimates, judgments and assumptions for reasonableness because of the critical impact that these factors have on the reported amounts of assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the periods presented. Management has discussed the development and selection of these critical accounting estimates with the Audit Committee of our Board of Directors and the Audit Committee has reviewed this disclosure. We believe that the following are the critical accounting estimates used in preparing our financial statements.

### ***Percentage of Completion Method of Accounting***

We record revenue on construction-type manufacturing projects using the percentage of completion method, where revenue is recorded as work progresses on each contract. There are several acceptable methods of measuring progress toward completion. Most frequently, we use the ratio of costs incurred to date to total estimated contract costs at completion to measure this progress.

We execute contracts with our customers that clearly describe the equipment, systems and/or services that we will provide and the amount of consideration we will receive. After analyzing the drawings and specifications of the contract requirements, our project engineers estimate total contract costs based on their experience with similar projects and then adjust these estimates for specific risks associated with each project, such as technical risks associated with a new design. Costs associated with specific risks are estimated by assessing the probability that conditions will arise that will affect our total cost to complete the project. After work on a project begins, assumptions that form the basis for our calculation of total project cost are examined on a monthly basis and our estimates are updated to reflect new information as it becomes available.

Revenue recorded using the percentage of completion method amounted to \$2,731.3 million, \$2,999.9 million and \$1,890.7 million for the years ended December 31, 2009, 2008 and 2007, respectively.

A significant portion of our total revenue recorded under the percentage of completion method relates to the Energy Production Systems business segment, primarily for subsea petroleum exploration equipment projects that involve the design, engineering, manufacturing and assembly of complex, customer-specific systems. The systems are not entirely built from standard bills of material and typically require extended periods of time to design and construct.

Total estimated contract cost affects both the revenue recognized in a period as well as the reported profit or loss on a project. The determination of profit or loss on a contract requires consideration of contract revenue, change orders and claims, less costs incurred to date and estimated costs to complete. Anticipated losses on contracts are recorded in full in the period in which they are identified. Profits are recorded based on the estimated project profit multiplied by the percentage complete.

The total estimated contract cost in percentage of completion accounting is a critical accounting estimate because it can materially affect revenue and cost of sales, and it requires us to make judgments about matters that are uncertain. There are many factors, including but not limited to resource price inflation, labor availability, productivity and weather, that can affect the accuracy of our cost estimates and ultimately our future profitability. In the past, we have realized both lower and higher than expected margins and have incurred losses as a result of unforeseen changes in our project costs.

The amount of revenue recognized using the percentage of completion method is sensitive to our changes in estimates of total contract costs. If we had used a different estimate of total contract costs for each contract in progress at December 31, 2009, a 1% increase or decrease in the estimated margin earned on each contract would have increased or decreased total revenue and pre-tax income for the year ended December 31, 2009 by \$36.4 million.

### ***Inventory Valuation***

Inventory is recorded at the lower of cost or net realizable value. In order to determine net realizable value, we evaluate each component of inventory on a regular basis to determine whether it is excess or obsolete. We record

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the decline in the carrying value of estimated excess or obsolete inventory as a reduction of inventory and as an expense included in cost of sales in the period in which it is identified. Our estimate of excess and obsolete inventory is a critical accounting estimate because it is highly susceptible to change from period to period. In addition, it requires management to make judgments about the future demand for inventory.

In order to quantify excess or obsolete inventory, we begin by preparing a candidate listing of the components of inventory that have a quantity on hand in excess of usage within the most recent two-year period. This list is then reviewed with sales, engineering, production and materials management personnel to determine whether this list of potential excess or obsolete inventory items is accurate. Management considers as part of this evaluation whether there has been a change in the market for finished goods, whether there will be future demand for on-hand inventory items and whether there are components of inventory that incorporate obsolete technology. As a result, our estimate of excess or obsolete inventory is sensitive to changes in assumptions about future usage of the inventory.

### ***Impairment of Long-Lived and Intangible Assets***

Long-lived assets, including property, plant and equipment, identifiable intangible assets being amortized and capitalized software costs are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the long-lived asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. The determination of future cash flows as well as the estimated fair value of long-lived assets involves significant estimates on the part of our management. If it is determined that an impairment loss has occurred, the loss is measured as the amount by which the carrying amount of the long-lived asset exceeds its fair value.

### ***Goodwill and Other Intangible Assets***

We record the excess of purchase price over fair value of the tangible and the identifiable intangible assets acquired as goodwill. Goodwill is not subject to amortization but is tested for impairment on an annual basis (or more frequently if impairment indicators arise). We have established October 31 as the date of our annual test for impairment of goodwill. Impairment losses are calculated at the reporting unit level, and represent the excess of the carrying value of reporting unit goodwill over its implied fair value. The implied fair value of goodwill is determined by a two-step process. The first compares the fair value of the reporting unit (measured as the present value of expected future cash flows) to its carrying amount. The determination of the fair value of a reporting unit is a matter of judgment and often involves the use of significant estimates and assumptions. If the fair value of the reporting unit is less than its carrying amount, a second step is performed. In this step, the fair value of the reporting unit is allocated to its assets and liabilities to determine the implied fair value of goodwill, which is used to measure the impairment loss. We have not recognized any impairment for the years ended December 31, 2009 or 2008, as the fair values of our reporting units with goodwill balances exceed our carrying amounts. In addition, there were no negative conditions, or triggering events, that occurred in 2009 or 2008 requiring us to perform additional impairment reviews.

### ***Accounting for Income Taxes***

Our income tax expense, deferred tax assets and liabilities, and reserves for uncertain tax positions reflect management's best assessment of estimated future taxes to be paid. We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgments and estimates are required in determining our consolidated income tax expense.

In determining our current income tax provision, we assess temporary differences resulting from differing treatments of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are recorded in our consolidated balance sheets. When we maintain deferred tax assets, we must assess the likelihood that these assets will be recovered through adjustments to future taxable income. To the extent we believe recovery is not likely, we establish a valuation allowance. We record an allowance reducing the asset to a

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value we believe will be recoverable based on our expectation of future taxable income. We believe the accounting estimate related to the valuation allowance is a critical accounting estimate because it is highly susceptible to change from period to period as it requires management to make assumptions about our future income over the lives of the deferred tax assets, and the impact of increasing or decreasing the valuation allowance is potentially material to our results of operations.

Forecasting future income requires us to use a significant amount of judgment. In estimating future income, we use our internal operating budgets and long-range planning projections. We develop our budgets and long-range projections based on recent results, trends, economic and industry forecasts influencing our segments' performance, our backlog, planned timing of new product launches, and customer sales commitments. Significant changes in the expected realizability of the deferred tax asset would require that we adjust the valuation allowance applied against the gross value of our total deferred tax assets, resulting in a change to net income.

As of December 31, 2009, we estimated that it is not more likely than not that we will generate future taxable income in certain foreign jurisdictions in which we have cumulative net operating losses and, therefore, we have provided a valuation allowance against the related deferred tax assets. As of December 31, 2009, we estimated that it is more likely than not that we will have future taxable income in the United States to utilize our domestic deferred tax assets. Therefore, we have not provided a valuation allowance against any domestic deferred tax assets.

The need for a valuation allowance is sensitive to changes in our estimate of future taxable income. If our estimate of future taxable income was 15% lower than the estimate used, we would still generate sufficient taxable income to utilize such domestic deferred tax assets.

The calculation of our income tax expense involves dealing with uncertainties in the application of complex tax laws and regulations in numerous jurisdictions in which we operate. We recognize tax benefits related to uncertain tax positions when, in our judgment, it is more likely than not that such positions will be sustained on examination, including resolutions of any related appeals or litigation, based on the technical merits. We adjust our liabilities for uncertain tax positions when our judgment changes as a result of new information previously unavailable. Due to the complexity of some of these uncertainties, their ultimate resolution may result in payments that are materially different from our current estimates. Any such differences will be reflected as adjustments to income tax expense in the periods in which they are determined.

***Retirement Benefits***

Our retirement (pension) and postretirement (health care and life insurance) obligations are described in Note 11 to our consolidated financial statements included in Item 8 of this Annual Report on Form 10-K. In order to measure the expense and obligations associated with our retirement benefits, management must make a variety of estimates, including discount rates used to value certain liabilities, expected return on plan assets set aside to fund these costs, rate of compensation increase, employee turnover rates, retirement rates, mortality rates and other factors. We update these estimates on an annual basis or more frequently upon the occurrence of significant events. These accounting estimates bear the risk of change due to the uncertainty associated with the estimate as well as the fact that these estimates are difficult to measure. Different estimates used by management could result in our recognizing different amounts of expense over different periods of time.

We use third-party specialists to assist management in evaluating our assumptions as well as appropriately measuring the costs and obligations associated with these retirement benefits. The discount rate and expected return on plan assets are based primarily on investment yields available and the historical performance of our plan assets. These elements are critical accounting estimates because they are subject to management's judgment and can materially affect net income.

Pension expense was \$45.4 million, \$34.0 million and \$26.6 million for the years ended December 31, 2009, 2008 and 2007, respectively.

The discount rate used affects the interest cost component of net periodic pension cost. The discount rate is based on rates at which the pension benefit obligation could effectively be settled on a present value basis. To determine the weighted average discount rate, we review long-term, high quality (AA-rated) corporate bonds at

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our determination date and use a model that matches the projected benefit payments for our plans to coupons and maturities from high quality bonds. Significant changes in the discount rate, such as those caused by changes in the yield curve, the mix of bonds available in the market, the duration of selected bonds, and the timing of expected benefit payments may result in volatility in pension expense and pension liabilities. The weighted average discount rate used to compute net periodic benefit cost decreased from 6.02% in 2008 to 5.92% in 2009.

Our pension expense is sensitive to changes in our estimate of discount rate. Holding other assumptions constant, for a 50 basis point reduction in the discount rate, annual pension expense would increase by approximately \$6.7 million before taxes. Holding other assumptions constant, for a 50 basis point increase in the discount rate, annual pension expense would decrease by approximately \$6.3 million before taxes.

Net periodic pension cost includes an underlying expected long-term rate of asset return. Our estimate of the expected rate of return on plan assets is based primarily on the historical performance of plan assets, current market conditions, our asset allocation and long-term growth expectations. We assumed a weighted average expected rate of return for our pension plans of 8.35% and 8.21% in 2009 and 2008, respectively. The expected return on plan assets is recognized as part of the net periodic pension cost. The difference between the expected return and the actual return on plan assets is amortized over the expected remaining service life of employees, so there is a lag time between the market's performance and its impact on plan results. Holding other assumptions constant, an increase of 50 basis points in the expected rate of return on plan assets would decrease annual pension expense by approximately \$3.0 million before taxes. Holding other assumptions constant, a decrease of 50 basis points in the expected rate of return on plan assets would increase annual pension expense by approximately \$2.8 million before taxes.

**Recently Issued Accounting Standards**

In October 2009, the Financial Accounting Standards Board ( FASB ) issued an update to existing guidance on revenue recognition for arrangements with multiple deliverables. This update will allow companies to allocate consideration received for qualified separate deliverables based on estimated selling price for both delivered and undelivered items when vendor-specific or third-party evidence is unavailable. Additionally, disclosure of the nature of multiple element arrangements, the types of deliverables under the arrangements, the general timing of their delivery, and significant factors and estimates used to determine estimated selling prices are required. We will adopt this update for new revenue arrangements entered into or materially modified beginning January 1, 2011. We are currently evaluating the provisions of the update and have not yet determined the impact, if any, on our consolidated financial statements.

In June 2009, the FASB issued a new accounting standard which provides amendments to previous guidance on the consolidation of variable interest entities. This standard clarifies the characteristics that identify a variable interest entity ( VIE ) and changes how a reporting entity identifies a primary beneficiary that would consolidate the VIE from a quantitative risk and rewards calculation to a qualitative approach based on which variable interest holder has controlling financial interest and the ability to direct the most significant activities that impact the VIE's economic performance. This statement requires the primary beneficiary assessment to be performed on a continuous basis. It also requires additional disclosures about an entity's involvement with a VIE, restrictions on the VIE's assets and liabilities that are included in the reporting entity's consolidated balance sheet, significant risk exposures due to the entity's involvement with the VIE, and how its involvement with a VIE impacts the reporting entity's consolidated financial statements. The standard is effective for fiscal years beginning after November 15, 2009. We will adopt the standard on January 1, 2010 and have not yet determined the impact on our consolidated financial statements.

Management believes that other recently issued accounting standards, which are not yet effective, will not have a material impact on our consolidated financial statements upon adoption.

**ITEM 7A. QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK**

Information regarding market risks is incorporated herein by reference from the section entitled "Qualitative and Quantitative Disclosures about Market Risk" in Item 7 of this Annual Report on Form 10-K.

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**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA  
REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of FMC Technologies, Inc.:

We have audited FMC Technologies, Inc.'s internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). FMC Technologies, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the FMC Technologies, Inc.'s internal control over financial reporting based on our audit.

We conducted our audit 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 effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, FMC Technologies, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of FMC Technologies, Inc. and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of income, cash flows, and changes in stockholders' equity for each of the years in the three-year period ended December 31, 2009, and our report dated March 1, 2010 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Houston, Texas

March 1, 2010

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders of FMC Technologies, Inc.:

We have audited the accompanying consolidated balance sheets of FMC Technologies, Inc. and subsidiaries (the Company) as of December 31, 2009 and 2008, and the related consolidated statements of income, cash flows, and changes in stockholders' equity for each of the years in the three-year period ended December 31, 2009. In connection with our audits of the consolidated financial statements, we also have audited financial statement schedule II. 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 the Company as of December 31, 2009 and 2008, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule II, 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.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated March 1, 2010 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Houston, Texas

March 1, 2010

**Table of Contents****FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES****CONSOLIDATED STATEMENTS OF INCOME**

(In millions, except per share data)	Year Ended December 31,		
	2009	2008	2007
Revenue	\$ 4,405.4	\$ 4,550.9	\$ 3,648.9
Costs and expenses:			
Cost of sales	3,434.5	3,623.1	2,921.9
Selling, general and administrative expense	389.5	351.7	310.6
Research and development expense	51.3	45.3	40.8
Total costs and expenses	3,875.3	4,020.1	3,273.3
Other income (expense), net	(2.7)	(23.0)	29.9
Income before interest income, interest expense and income taxes	527.4	507.8	405.5
Interest income	2.4	6.6	6.8
Interest expense	(11.9)	(8.1)	(16.1)
Income from continuing operations before income taxes	517.9	506.3	396.2
Provision for income taxes	155.1	152.0	134.5
Income from continuing operations	362.8	354.3	261.7
Income from discontinued operations, net of income taxes (Note 3)	0.5	8.4	42.2
Net income	363.3	362.7	303.9
Less: net income attributable to noncontrolling interests	(1.5)	(1.4)	(1.1)
Net income attributable to FMC Technologies, Inc.	\$ 361.8	\$ 361.3	\$ 302.8
Basic earnings per share attributable to FMC Technologies, Inc. (Note 2):			
Income from continuing operations	\$ 2.91	\$ 2.76	\$ 1.98
Income from discontinued operations	-	0.07	0.33
Basic earnings per share	\$ 2.91	\$ 2.83	\$ 2.31
Diluted earnings per share attributable to FMC Technologies, Inc. (Note 2):			
Income from continuing operations	\$ 2.87	\$ 2.72	\$ 1.95
Income from discontinued operations	0.01	0.06	0.31
Diluted earnings per share	\$ 2.88	\$ 2.78	\$ 2.26
Weighted average shares outstanding (Note 2):			
Basic	124.3	127.8	131.3
Diluted	125.7	129.7	133.8
Net income attributable to FMC Technologies, Inc.:			
Income from continuing operations	\$ 361.3	\$ 352.9	\$ 260.6
Income from discontinued operations, net of income taxes	0.5	8.4	42.2
Net income attributable to FMC Technologies, Inc.	\$ 361.8	\$ 361.3	\$ 302.8

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The accompanying notes are an integral part of the consolidated financial statements.

**Table of Contents****FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

<b>(In millions, except per share data)</b>	<b>December 31,</b>	
	<b>2009</b>	<b>2008</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 460.7	\$ 340.1
Trade receivables, net of allowances of \$8.0 in 2009 and \$9.4 in 2008	879.2	996.1
Inventories, net (Note 5)	591.8	559.3
Derivative financial instruments (Note 14)	108.0	354.6
Prepaid expenses	20.5	24.2
Other current assets	165.4	151.2
Income taxes benefit		12.8
<b>Total current assets</b>	<b>2,225.6</b>	<b>2,438.3</b>
Investments	141.8	151.2
Property, plant and equipment, net (Note 6)	581.9	494.9
Goodwill (Note 7)	272.7	128.7
Intangible assets, net (Note 7)	154.6	70.2
Deferred income taxes (Note 10)	69.8	123.4
Derivative financial instruments (Note 14)	28.5	142.4
Other assets	34.6	31.8
<b>Total assets</b>	<b>\$ 3,509.5</b>	<b>\$ 3,580.9</b>
<b>Liabilities and equity</b>		
Current liabilities:		
Short-term debt and current portion of long-term debt (Note 9)	\$ 28.5	\$ 23.0
Accounts payable, trade	343.9	439.8
Advance payments and progress billings	670.4	770.3
Accrued payroll	139.8	102.4
Derivative financial instruments (Note 14)	111.5	444.4
Income taxes payable	49.7	
Current portion of accrued pension and other postretirement benefits (Note 11)	2.0	20.8
Deferred income taxes (Note 10)	59.3	0.1
Other current liabilities	272.3	159.0
Liabilities of discontinued operations (Note 3)	1.1	3.5
<b>Total current liabilities</b>	<b>1,678.5</b>	<b>1,963.3</b>
Long-term debt, less current portion (Note 9)	391.6	472.0
Accrued pension and other postretirement benefits, less current portion (Note 11)	140.0	182.1
Other liabilities	158.0	89.0
Derivative financial instruments (Note 14)	29.6	175.8
Commitments and contingent liabilities (Note 18)		
<b>Stockholders' equity (Note 13):</b>		
Preferred stock, \$0.01 par value, 12.0 shares authorized; no shares issued in 2009 or 2008		
Common stock, \$0.01 par value, 300.0 and 195.0 shares authorized in 2009 and 2008, respectively; 143.2 shares issued in 2009 and 2008; 121.8 and 124.9 shares outstanding in 2009 and 2008, respectively	1.4	1.4
Common stock held in employee benefit trust, at cost; 0.1 and 0.1 shares in 2009 and 2008, respectively	(5.7)	(6.3)
Common stock held in treasury, at cost, 21.2 and 18.1 shares in 2009 and 2008, respectively	(816.1)	(706.0)
Capital in excess of par value of common stock	710.1	728.7
Retained earnings	1,438.9	1,081.0
Accumulated other comprehensive loss	(225.8)	(408.4)

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Total FMC Technologies, Inc. stockholders' equity	1,102.8	690.4
Noncontrolling interests	9.0	8.3
<b>Total equity</b>	<b>1,111.8</b>	<b>698.7</b>
<b>Total liabilities and equity</b>	<b>\$ 3,509.5</b>	<b>\$ 3,580.9</b>

The accompanying notes are an integral part of the consolidated financial statements.

**Table of Contents****FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(In millions)	Year Ended December 31,		
	2009	2008	2007
<b>Cash provided (required) by operating activities of continuing operations:</b>			
Net income attributable to FMC Technologies, Inc.	\$ 361.8	\$ 361.3	\$ 302.8
Income from discontinued operations, net of income taxes	(0.5)	(8.4)	(42.2)
Income from continuing operations	361.3	352.9	260.6
Adjustments to reconcile income to cash provided (required) by operating activities of continuing operations:			
Depreciation	78.3	57.7	46.9
Amortization	14.7	14.9	14.9
Net gain (loss) on disposal of assets	(0.2)	0.1	(2.0)
Employee benefit plan costs	78.9	57.0	56.5
Deferred income tax provision	3.9	63.4	5.5
Unrealized loss (gain) on derivative instruments	15.0	8.8	(30.9)
Other	3.8	7.6	6.1
Changes in operating assets and liabilities, net of effects of acquisitions:			
Trade receivables, net	211.3	(322.7)	21.9
Inventories, net	7.5	(77.1)	(25.6)
Accounts payable, trade	(142.8)	140.9	31.5
Advance payments and progress billings	(182.4)	207.6	268.0
Other assets and liabilities, net	142.1	(101.8)	(83.5)
Income taxes payable	71.5	(48.2)	19.5
Accrued pension and other postretirement benefits, net	(66.3)	(99.4)	(46.6)
<b>Cash provided by operating activities of continuing operations</b>	<b>596.6</b>	<b>261.7</b>	<b>542.8</b>
Cash provided (required) by discontinued operations - operating	(2.1)	(11.1)	41.1
<b>Cash provided by operating activities</b>	<b>594.5</b>	<b>250.6</b>	<b>583.9</b>
<b>Cash provided (required) by investing activities:</b>			
Capital expenditures	(110.0)	(165.0)	(179.6)
Acquisitions, net of cash and cash equivalents acquired	(152.6)		(64.4)
Noncontrolling equity investments	(10.0)	(121.3)	
Proceeds from disposal of assets	18.9	3.4	63.0
<b>Cash required by investing activities of continuing operations</b>	<b>(253.7)</b>	<b>(282.9)</b>	<b>(181.0)</b>
Cash required by discontinued operations - investing		(4.7)	(12.1)
<b>Cash required by investing activities</b>	<b>(253.7)</b>	<b>(287.6)</b>	<b>(193.1)</b>
<b>Cash provided (required) by financing activities:</b>			
Net increase in short-term debt and current portion of long-term debt	4.0	14.5	0.8
Net increase (decrease) in commercial paper	226.6	(51.0)	103.0
Net increase (decrease) in long-term debt	(310.8)	405.9	(202.2)
Proceeds from exercise of stock options	3.1	4.8	19.2
Purchase of treasury stock	(155.7)	(324.0)	(287.4)
Excess tax benefits	2.0	24.0	20.6
Proceeds on spin-off of JBT Corporation and affiliates		196.2	
Other	(6.8)	(17.7)	(9.6)

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<b>Cash provided (required) by financing activities</b>	(237.6)	252.7	(355.6)
Effect of exchange rate changes on cash and cash equivalents	17.4	(5.1)	14.8
<b>Increase in cash and cash equivalents</b>	<b>120.6</b>	<b>210.6</b>	<b>50.0</b>
Cash and cash equivalents, beginning of year	340.1	129.5	79.5
<b>Cash and cash equivalents, end of year</b>	<b>\$ 460.7</b>	<b>\$ 340.1</b>	<b>\$ 129.5</b>
<b>Supplemental disclosures of cash flow information:</b>			
Cash paid for interest (net of interest capitalized)	\$ 10.4	\$ 9.4	\$ 17.5
Cash paid for income taxes (net of refunds received)	\$ 71.4	\$ 132.3	\$ 93.5

The accompanying notes are an integral part of the consolidated financial statements.

**Table of Contents****FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY**

(In millions)	Common Stock	Common stock held in treasury and employee benefit trust	Capital in excess of par value of common stock	Retained earnings	Accumulated other comprehensive income (loss)	Total FMC Technologies Stockholders Equity	Non- controlling Interest	Total Stockholders Equity
<b>Balance at December 31, 2006</b>	\$ 0.7	\$ (200.4)	\$ 728.4	\$ 469.5	\$ (112.2)	\$ 886.0	\$ 8.3	\$ 894.3
Net income				302.8		302.8	1.1	303.9
Foreign currency translation adjustment					53.7	53.7		53.7
Net deferral of hedging gains (net of income taxes of \$9.6) (Note 14)					13.3	13.3		13.3
Change in pension and other postretirement benefit losses (net of income taxes of \$0.8) (Note 11)					(2.0)	(2.0)		(2.0)
Total comprehensive income				302.8	65.0	367.8	1.1	368.9
Issuance of common stock			19.2			19.2		19.2
Excess tax benefits on stock-based payment arrangements			20.6			20.6		20.6
Taxes withheld on issuance of stock-based awards			(8.7)			(8.7)		(8.7)
Purchases of treasury stock (Note 13)		(287.4)				(287.4)		(287.4)
Reissuances of treasury stock (Note 13)		60.6	(60.6)					
Net purchases of common stock for employee benefit trust		(0.9)				(0.9)		(0.9)
Stock-based compensation (Note 12)			25.5			25.5		25.5
Stock split	0.7		(0.7)					
Other			0.3	(0.7)		(0.4)	(1.8)	(2.2)
<b>Balance at December 31, 2007</b>	\$ 1.4	\$ (428.1)	\$ 724.0	\$ 771.6	\$ (47.2)	\$ 1,021.7	\$ 7.6	\$ 1,029.3
Net income				361.3		361.3	1.4	362.7
Foreign currency translation adjustment					(139.1)	(139.1)		(139.1)
Net deferral of hedging gains (net of income taxes of \$64.8) (Note 14)					(110.2)	(110.2)		(110.2)
Change in pension and other postretirement benefit losses (net of income taxes of \$77.7) (Note 11)					(137.9)	(137.9)		(137.9)
Changes in investments (net of income taxes of \$0.8)					(1.9)	(1.9)		(1.9)
Total comprehensive income				361.3	(389.1)	(27.8)	1.4	(26.4)
Issuance of common stock			4.8			4.8		4.8
Excess tax benefits on stock-based payment arrangements			24.0			24.0		24.0
Taxes withheld on issuance of stock-based awards			(17.5)			(17.5)		(17.5)
Purchases of treasury stock (Note 13)		(324.0)				(324.0)		(324.0)

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Reissuances of treasury stock (Note 13)	40.7	(40.7)							
Net purchases of common stock for employee benefit trust	(1.5)	3.2				1.7			1.7
Stock-based compensation (Note 12)		30.2				30.2			30.2
Spin-off of JBT	0.6	0.7	(52.2)	27.9		(23.0)			(23.0)
Other			0.3			0.3	(0.7)		(0.4)
<b>Balance at December 31, 2008</b>	\$ 1.4	\$ (712.3)	\$ 728.7	\$ 1,081.0	\$ (408.4)	\$ 690.4	\$ 8.3	\$	698.7

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(In millions)	Common stock	Common stock held in treasury and employee benefit trust	Capital in excess of par value of common stock	Retained earnings	Accumulated other comprehensive income (loss)	Total FMC Technologies Stockholders Equity	Non- controlling Interest	Total Stockholders Equity
<b>Balance at December 31, 2008</b>	\$ 1.4	\$ (712.3)	\$ 728.7	\$ 1,081.0	\$ (408.4)	\$ 690.4	\$ 8.3	\$ 698.7
Net income				361.8		361.8	1.5	363.3
Foreign currency translation adjustment					77.2	77.2		77.2
Net deferral of hedging gains (net of income taxes of \$41.1) (Note 14)					71.9	71.9		71.9
Change in pension and other postretirement benefit losses (net of income taxes of \$16.0) (Note 11)					31.6	31.6		31.6
Changes in investments (net of income taxes of \$0.8)					1.9	1.9		1.9
<b>Total comprehensive income</b>				<b>361.8</b>	<b>182.6</b>	<b>544.4</b>	<b>1.5</b>	<b>545.9</b>
Issuance of common stock			3.1			3.1		3.1
Excess tax benefits on stock-based payment arrangements			2.0			2.0		2.0
Taxes withheld on issuance of stock-based awards			(7.3)			(7.3)		(7.3)
Purchases of treasury stock (Note 13)		(155.7)				(155.7)		(155.7)
Reissuances of treasury stock (Note 13)		45.6	(45.6)					
Net purchases of common stock for employee benefit trust		0.6	0.2			0.8		0.8
Stock-based compensation (Note 12)			29.2			29.2		29.2
Spin-off of JBT				(3.5)		(3.5)		(3.5)
Other			(0.2)	(0.4)		(0.6)	(0.8)	(1.4)
<b>Balance at December 31, 2009</b>	<b>\$ 1.4</b>	<b>\$ (821.8)</b>	<b>\$ 710.1</b>	<b>\$ 1,438.9</b>	<b>\$ (225.8)</b>	<b>\$ 1,102.8</b>	<b>\$ 9.0</b>	<b>\$ 1,111.8</b>

The accompanying notes are an integral part of the consolidated financial statements.

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**FMC TECHNOLOGIES, INC. AND CONSOLIDATED SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of presentation* FMC Technologies, Inc. and consolidated subsidiaries ( FMC Technologies or we ) designs, manufactures and services sophisticated machinery and systems for our customers through our business segments: Energy Production Systems and Energy Processing Systems. Our consolidated financial statements have been prepared in United States dollars and in accordance with United States generally accepted accounting principles ( GAAP ). We have evaluated subsequent events through March 1, 2010, the date these financial statements were issued.

In October 2007, we announced the intention to spin-off 100% of our FoodTech and Airport Systems businesses which are now known as John Bean Technologies Corporation ( JBT ). On July 12, 2008, our Board of Directors approved the spin-off of the businesses to our shareholders. The spin-off was accomplished on July 31, 2008, through a tax-free dividend of all outstanding shares of JBT, which is now an independent public company traded on the New York Stock Exchange (symbol JBT). The results of JBT have been reported as discontinued operations for all periods presented.

*Use of estimates* The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. We base our estimates on historical experience and on other assumptions that we believe to be relevant under the circumstances. In particular, judgment is used in areas such as revenue recognition using the percentage of completion method of accounting, making estimates associated with the valuation of inventory and income tax assets, and accounting for retirement benefits and contingencies.

*Principles of consolidation* The consolidated financial statements include the accounts of FMC Technologies and its majority-owned subsidiaries and affiliates. Intercompany accounts and transactions are eliminated in consolidation. Investments in the common stock of affiliated companies in which our ownership is between 20% and 50% and in which we exercise significant influence over operating and financial policies, but do not have effective control, are accounted for using the equity method of accounting.

*Correction of an immaterial error* We have corrected an immaterial error in the accompanying consolidated balance sheet at December 31, 2008, related to tax items associated with the spin-off of JBT that duplicated certain amounts provided for in the loss on distribution of JBT. The correction decreased equity by \$6.2 million, with an offsetting decrease of \$5.4 million in other current assets and an increase in liabilities of discontinued operations of \$0.8 million. The correction of error is not material to our previously reported consolidated balance sheet.

*Revenue recognition* Revenue from equipment sales is recognized either upon transfer of title to the customer (which is upon shipment or when customer-specific acceptance requirements are met) or under the percentage of completion method. Service revenue is recognized as the service is provided. We record our sales net of any value added, sales or use tax.

The percentage of completion method of accounting is used for construction-type manufacturing and assembly projects that involve significant design and engineering efforts in order to satisfy detailed customer-supplied specifications. Under the percentage of completion method, revenue is recognized as work progresses on each contract. We primarily apply the ratio of costs incurred to date to total estimated contract costs at completion to measure this ratio. If it is not possible to form a reliable estimate of progress toward completion, no revenues or costs are recognized until the project is complete or substantially complete. Any expected losses on construction-type contracts in progress are charged to earnings, in total, in the period the losses are identified.

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Modifications to construction-type contracts, referred to as change orders, effectively change the provisions of the original contract, and may, for example, alter the specifications or design, method or manner of performance, equipment, materials, sites, and/or period for completion of the work. If a change order represents a firm price commitment from a customer, we account for the revised estimate as if it had been included in the original estimate, effectively recognizing the pro rata impact of the new estimate on our calculation of progress toward completion in the period in which the firm commitment is received. If a change order is unpriced: (1) we include the costs of contract performance in our calculation of progress toward completion in the period in which the costs are incurred or become probable; and (2) when it is determined that the revenue is probable of recovery, we include the change order revenue, limited to the costs incurred to date related to the change order, in our calculation of progress toward completion. Margin is not recorded on unpriced change orders unless realization is assured beyond a reasonable doubt. The assessment of realization may be based upon our previous experience with the customer or based upon our receipt of a firm price commitment from the customer.

Progress billings generally are issued contingent on completion of certain phases of the work as stipulated in the contract. Revenue in excess of progress billings on contracts accounted for under the percentage of completion method amounted to \$236.2 million and \$150.6 million at December 31, 2009 and 2008, respectively. These unbilled receivables are reported in trade receivables on the consolidated balance sheets. Progress billings and cash collections in excess of revenue recognized on a contract are classified as advance payments and progress billings within current liabilities on the consolidated balance sheets.

*Fair Value* We record our financial assets and financial liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the reporting date. The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. Level 1 provides the most reliable measure of fair value, whereas Level 3 generally requires significant management judgment. The three levels are defined as follows:

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

*Level 2:* Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.

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

*Cash equivalents* We consider investments in all highly-liquid debt instruments with original maturities of three months or less to be cash equivalents.

*Trade receivables* We provide an allowance for doubtful accounts on trade receivables equal to the estimated uncollectible amounts. This estimate is based on historical collection experience and a specific review of each customer's trade receivable balance.

*Inventories* Inventories are stated at the lower of cost or net realizable value. Inventory costs include those costs directly attributable to products, including all manufacturing overhead but excluding costs to distribute. Cost is determined on the last-in, first-out (LIFO) basis for all significant domestic inventories, except certain inventories relating to construction-type contracts, which are stated at the actual production cost incurred to date, reduced by the portion of these costs identified with revenue recognized. The first-in, first-out (FIFO) method is used to determine the cost for all other inventories.

*Impairment of long-lived and intangible assets* Long-lived assets, including property, plant and equipment, identifiable intangible assets being amortized and capitalized software costs are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the long-lived asset may not be recoverable. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the

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undiscounted cash flows expected to result from the use and eventual disposition of the asset. If it is determined that an impairment loss has occurred, the loss is measured as the amount by which the carrying amount of the long-lived asset exceeds its fair value.

Long-lived assets held for sale are reported at the lower of carrying value or fair value less cost to sell.

*Investments* Investments in the common stock of affiliated companies in which our ownership is between 20% and 50% and in which we exercise significant influence over operating and financial policies, but do not have effective control, are accounted for using the equity method of accounting. In December 2008, we acquired a 45% interest in Schilling Robotics, LLC ( Schilling ) for a total purchase price of \$116.0 million, less certain transaction expenses. The Securities Purchase Agreement between FMC Technologies and Schilling provided that FMC Technologies directly withhold \$10.0 million of the sale proceeds, pending the satisfactory completion of the audit of Schilling s 2008 financial statements. The audit was completed in 2009 and the additional cash consideration was paid to Schilling. We account for the investment using the equity method. The carrying value of the investment at December 31, 2009 and 2008, was \$116.6 million and \$116.1 million, respectively, and is reported in the Energy Production segment.

We determine the appropriate classification of investments in marketable equity securities at the time of purchase and re-evaluate such designation as of each subsequent reporting date. Securities classified as available-for-sale are carried at fair value with unrealized holding gains and losses on these securities recognized in accumulated other comprehensive income (loss), net of related income tax. We had no available-for-sale securities at December 31, 2009.

Securities classified as trading securities are carried at fair value with gains and losses on these securities recognized through other income (expense), net. Trading securities are comprised primarily of marketable equity mutual funds that approximate a portion of our liability under our Non-Qualified Savings and Investment Plan. Trading securities totaled approximately \$25.2 million and \$21.8 million at December 31, 2009 and 2008, respectively.

Investments are reviewed regularly to evaluate whether they have experienced an other than temporary decline in fair value. If we believe that an other than temporary decline exists, the investment is written down to the fair market value with a charge to earnings.

*Property, plant, and equipment* Property, plant, and equipment is recorded at cost. Depreciation for financial reporting purposes is provided principally on the straight-line basis over the estimated useful lives of the assets (land improvements 20 to 35 years, buildings 20 to 50 years; and machinery and equipment 3 to 20 years). Gains and losses are reflected in income upon the sale or retirement of assets. Expenditures that extend the useful lives of property, plant and equipment are capitalized and depreciated over the estimated new remaining life of the asset.

*Capitalized software costs* Other assets include the capitalized cost of internal use software (including Internet websites). The assets are stated at cost less accumulated amortization and totaled \$29.1 million and \$25.3 million at December 31, 2009 and 2008, respectively. These software costs include significant purchases of software and internal and external costs incurred during the application development stage of software projects. These costs are amortized on a straight-line basis over the estimated useful lives of the assets. For internal use software, the useful lives range from three to ten years. For Internet website costs, the estimated useful lives do not exceed three years.

*Goodwill and other intangible assets* Goodwill is not subject to amortization but is tested for impairment on an annual basis (or more frequently if impairment indicators arise). We have established October 31 as the date of our annual test for impairment of goodwill. Impairment losses are calculated at the reporting unit level, and represent the excess of the carrying value of reporting unit goodwill over its implied fair value. The implied fair

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value of goodwill is determined by a two-step process. The first compares the fair value of the reporting unit (measured as the present value of expected future cash flows) to its carrying amount. If the fair value of the reporting unit is less than its carrying amount, a second step is performed. In this step, the fair value of the reporting unit is allocated to its assets and liabilities to determine the implied fair value of goodwill, which is used to measure the impairment loss. We have not recognized any impairment for the years ended December 31, 2009 or 2008, as the fair values of our reporting units with goodwill balances exceed our carrying amounts. In addition, there were no negative conditions, or triggering events, that occurred in 2009 or 2008 requiring us to perform additional impairment reviews.

Our acquired intangible assets are being amortized on a straight-line basis over their estimated useful lives, which generally range from 7 to 40 years. None of our acquired intangible assets have indefinite lives.

*Income taxes* Current income taxes are provided on income reported for financial statement purposes, adjusted for transactions that do not enter into the computation of income taxes payable in the same year. Deferred tax assets and liabilities are measured using enacted tax rates for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. A valuation allowance is established whenever management believes that it is more likely than not that deferred tax assets may not be realizable.

U.S. income taxes are not provided on our equity in undistributed earnings of foreign subsidiaries or affiliates to the extent we have determined that the earnings are indefinitely reinvested. U.S. income taxes are provided on such earnings in the period in which we determine that the earnings are not indefinitely reinvested.

*Stock-based employee compensation* We measure compensation cost on restricted stock awards based on the market price at the grant date and the number of shares awarded. The compensation cost for each award is recognized ratably over the applicable service period, after taking into account estimated forfeitures.

*Common stock held in employee benefit trust* Shares of our common stock are purchased by the plan administrator of the FMC Technologies, Inc. Non-Qualified Savings and Investment Plan and placed in a trust owned by us. Purchased shares are recorded at cost and classified as a reduction of stockholders' equity in the consolidated balance sheets.

*Earnings per common share (EPS)* Basic EPS is computed using the weighted-average number of common shares outstanding. Diluted EPS gives effect to the potential dilution of earnings which could have occurred if additional shares were issued for stock option exercises and restricted stock under the treasury stock method. The treasury stock method assumes that proceeds that would be obtained upon exercise of common stock options and issuance of restricted stock are used to buy back outstanding common stock at the average market price during the period.

*Foreign currency* Financial statements of operations for which the U.S. dollar is not the functional currency, and are located in non-highly inflationary countries, are translated into U.S. dollars prior to consolidation. Assets and liabilities are translated at the exchange rate in effect at the balance sheet date, while income statement accounts are translated at the average exchange rate for each period. For these operations, translation gains and losses are recorded as a component of accumulated other comprehensive income (loss) in stockholders' equity until the foreign entity is sold or liquidated. For operations in highly inflationary countries and where the local currency is not the functional currency, inventories, property, plant and equipment, and other non-current assets are converted to U.S. dollars at historical exchange rates, and all gains or losses from conversion are included in net income. Foreign currency effects on cash, cash equivalents, and debt in hyperinflationary economies are included in interest income or expense.

*Derivative financial instruments* Derivatives are recognized in the consolidated balance sheets at fair value, with classification as current or non-current based upon the maturity of the derivative instrument. Changes in the

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fair value of derivative instruments are recorded in current earnings or deferred in accumulated other comprehensive income (loss), depending on the type of hedging transaction and whether a derivative is designated as, and is effective as, a hedge.

Hedge accounting is only applied when the derivative is deemed to be highly effective at offsetting changes in anticipated cash flows of the hedged item or transaction. Changes in fair value of derivatives that are designated as cash flow hedges are deferred in accumulated other comprehensive income (loss) until the underlying transactions are recognized in earnings. At such time, related deferred hedging gains or losses are also recorded in operating earnings on the same line as the hedged item. Effectiveness is assessed at the inception of the hedge and on a quarterly basis. Effectiveness of forward contract cash flow hedges are assessed based solely on changes in fair value attributable to the change in the spot rate. The change in the fair value of the contract related to the change in forward rates is excluded from the assessment of hedge effectiveness. Changes in this excluded component of the derivative instrument, along with any ineffectiveness identified, are recorded in operating earnings as incurred. We document our risk management strategy and hedge effectiveness at the inception of and during the term of each hedge.

We also use forward contracts to hedge foreign currency assets and liabilities, for which we do not apply hedge accounting. The changes in fair value of these contracts are recognized in other income (expense), net, as they occur and offset gains or losses on the remeasurement of the related asset or liability.

Cash flows from derivative contracts are reported in the consolidated statements of cash flows in the same categories as the cash flows from the underlying transactions.

*Accounting standards recently adopted* Effective July 1, 2009, we adopted the provisions of a new accounting standard issued by the Financial Accounting Standards Board ( FASB ) that established the Accounting Standards Codification ( Codification ). The codification is now the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP for SEC registrants. All guidance contained in the Codification carries an equal level of authority. The Codification supersedes all existing non-SEC accounting and reporting standards.

Effective June 30, 2009, we adopted the provisions of a new accounting standard issued by the FASB which establishes general standards of accounting for and disclosures of events that occur after the balance sheet date but before the financial statements are issued or are available to be issued. It requires the disclosure of the date through which an entity has evaluated subsequent events.

Effective January 1, 2009, we adopted a new accounting standard issued by the FASB that relates to the presentation and accounting for noncontrolling interests. In accordance with the new guidance, noncontrolling interests (previously shown as minority interest) are reported below net income under the heading Net income attributable to noncontrolling interests in the consolidated statements of income and shown as a component of equity in the consolidated balance sheets.

Effective January 1, 2009, we adopted a new accounting standard issued by the FASB that requires enhanced disclosures regarding derivative instruments and hedging activities, enabling a better understanding of their effects on an entity's financial position, financial performance and cash flows. See Note 6 for additional disclosures included in accordance with the standard.

Effective January 1, 2009, we adopted an update to existing accounting standards issued by the FASB for business combinations occurring on or after January 1, 2009, which revises the accounting and disclosure requirements for acquisition transactions. The standard differs from the previous standard in that it requires professional fees and other transaction-related costs to be expensed as incurred instead of capitalizing these costs as purchase price consideration. Additionally, the fair value for contingent assets, liabilities and transaction-related consideration must be estimated as of the purchase date, with future changes in the underlying estimates

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recognized in the consolidated statement of income. Finally, the standard requires any adjustments to deferred tax asset valuation allowances and income tax uncertainties associated with acquisitions to be reflected as income tax expense rather than an adjustment to goodwill.

Effective January 1, 2008, we adopted the provisions of the fair value measurement standard issued by the FASB with respect to recurring financial assets and liabilities. We adopted the provisions of the fair value measurement standard as they relate to nonrecurring fair value measurement requirements for nonfinancial assets and liabilities on January 1, 2009. The standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. Our adoption of the standard had no impact on our consolidated financial results. See Note 13 for additional disclosures included in accordance with the standard.

**NOTE 2. EARNINGS PER SHARE**

Basic earnings per share ( EPS ) is computed using the weighted average number of common shares outstanding during the period. Diluted EPS gives effect to the potential dilution of earnings that could have occurred if additional shares were issued for stock options and restricted stock awards under the treasury stock method. There were no outstanding stock-based awards excluded from the computation of diluted EPS for the years ended December 31, 2009, 2008 and 2007.

(In millions, except per share data)	Year Ended December 31,		
	2009	2008	2007
<b>Basic earnings per share attributable to FMC Technologies:</b>			
Income from continuing operations	\$ 361.3	\$ 352.9	\$ 260.6
Weighted average number of shares outstanding	124.3	127.8	131.3
Basic earnings per share from continuing operations	\$ 2.91	\$ 2.76	\$ 1.98
<b>Diluted earnings per share attributable to FMC Technologies:</b>			
Income from continuing operations	\$ 361.3	\$ 352.9	\$ 260.6
Weighted average number of shares outstanding	124.3	127.8	131.3
Effect of dilutive securities:			
Options on common stock	0.3	0.5	1.0
Restricted stock	1.1	1.4	1.5
Total shares and dilutive securities	125.7	129.7	133.8
Diluted earnings per share from continuing operations	\$ 2.87	\$ 2.72	\$ 1.95

**NOTE 3. DISCONTINUED OPERATIONS**

We report businesses or asset groups as discontinued operations when we commit to a plan to divest the business or asset group and the sale of the business or asset group is deemed probable within the next 12 months.

In October 2007, we announced the intention to spin-off 100% of our FoodTech and Airport Systems businesses which are now known as JBT. On July 12, 2008, our Board of Directors approved the spin-off of the businesses to our shareholders. The spin-off was accomplished on July 31, 2008, through a tax-free dividend to our shareholders of 0.216 shares of JBT common stock for every share of our stock outstanding as of the close of business on July 22, 2008. We did not retain any shares of JBT common stock. JBT is now an independent public company traded on the New York Stock Exchange (symbol JBT).

Prior to the spin-off, we received necessary regulatory approvals, including a private letter ruling from the Internal Revenue Service ( IRS ) regarding the tax-free status of the transaction for U.S. federal income tax purposes and a declaration of effectiveness from the SEC for JBT s registration statement on Form 10. The



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distribution resulted in a net decrease in our stockholders' equity of \$16.9 million which primarily represents a \$46.1 million decrease in retained earnings partially offset by a \$27.9 million decrease in accumulated other comprehensive loss. In connection with this transaction, JBT distributed \$196.2 million to us which was used to repurchase stock and reduce our outstanding debt, pursuant to certain terms of the IRS private letter ruling.

At the time of the spin-off of JBT, all outstanding stock options to purchase our common stock and all restricted stock shares awarded in 2007 and held by employees of JBT were cancelled. Restricted stock shares awarded prior to 2007 and held by employees of JBT were maintained by us and vested in 2009. At the completion of the spin-off of JBT, outstanding stock options to purchase our common stock and outstanding restricted stock units held by our directors and employees who remained with us were adjusted to preserve the intrinsic value of the shares held prior to the spin-off.

During 2007, we sold two units from our FoodTech segment, one of which generated an after-tax gain of \$3.1 million. During 2008, we sold certain tangible assets related to our FoodTech segment which generated an after-tax gain of \$0.5 million.

The results of the businesses, including the gains on disposition, have been reported as discontinued operations for all periods presented.

Liabilities of businesses reported as discontinued operations included in the accompanying consolidated balance sheets represent other liabilities of \$1.1 million and \$3.5 million at December 31, 2009 and 2008, respectively.

The consolidated statements of income include the following in discontinued operations:

(In millions)	Year Ended December 31,		
	2009	2008	2007
Revenue	\$	\$ 612.5	\$ 997.2
Income (loss) before income taxes	\$ (0.3)	\$ 35.3	\$ 66.3
Income tax provision (benefit)	(0.8)	26.9	24.1
Income from discontinued operations	\$ 0.5	\$ 8.4	\$ 42.2

**NOTE 4. BUSINESS COMBINATIONS**

*Direct Drive Systems, Inc. ( DDS ) and Multi Phase Meters AS ( MPM )* On October 30, 2009, we acquired all of the equity interests of California-based DDS, a leader in the development and manufacture of high-performance permanent magnet motors and bearings for the oil and gas industry, to leverage our experience as a systems integrator and technology leader and to further strengthen our capabilities in the subsea processing market. On October 20, 2009, we acquired 100 percent ownership of Norway-based MPM, a leader in the development and manufacture of high-performance multiphase flow meters, to further enhance and expand our portfolio of subsea technologies. The acquisitions have been recorded using the acquisition method of accounting and, accordingly, DDS and MPM have been included in the consolidated subsidiaries reported in the Energy Processing segment and Energy Production segment, respectively, since their acquisition dates.

The acquisition-date fair value of the consideration transferred totaled \$213.7 million which consisted of the following:

(In millions)	DDS	MPM	Total
Cash	\$ 120.4	\$ 33.1	\$ 153.5
Earn-out contingent consideration		56.1	56.1
Debt assumed		4.1	4.1
Total	\$ 120.4	\$ 93.3	\$ 213.7

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The contingent consideration arrangement requires us to pay additional consideration to MPM's former shareholders in 2013 and 2014, based on a multiple of 2012 and 2013 earnings before income taxes, depreciation and amortization (EBITDA), less net interest-bearing debt. We estimated the fair value of the contingent consideration using a discounted cash flow model. The key assumption in applying the income approach was a discount rate of 3.48% and 4.10% for 2012 and 2013, respectively, which reflects our debt credit rating. We have estimated that the total undiscounted payment required under the contingent consideration arrangement will approximate \$64.6 million, with no set maximum payment. The fair value measurement is based on significant inputs not observable in the market and thus represents a Level 3 measurement as defined by the FASB. As of December 31, 2009, there were no changes in the range of outcomes for the contingent consideration.

The following table summarizes the fair values of the assets acquired and liabilities assumed at the acquisition date.

(In millions)	DDS	MPM	Total
Cash	\$ 0.2	\$ 0.7	\$ 0.9
Accounts receivable	0.3	3.9	4.2
Inventory	0.1	4.1	4.2
Other current assets	0.1	0.9	1.0
Property, plant and equipment	2.8	2.1	4.9
Intangible assets (Note 7)	63.9	28.4	92.3
Other long-term assets	0.1	0.2	0.3
<b>Total identifiable assets acquired</b>	<b>67.5</b>	<b>40.3</b>	<b>107.8</b>
Current liabilities	(1.7)	(2.4)	(4.1)
Deferred tax liability	(12.4)	(6.0)	(18.4)
<b>Total liabilities assumed</b>	<b>(14.1)</b>	<b>(8.4)</b>	<b>(22.5)</b>
<b>Net identifiable assets acquired</b>	<b>53.4</b>	<b>31.9</b>	<b>85.3</b>
Goodwill (all non-deductible for tax purposes) (Note 7)	67.0	61.4	128.4
<b>Net assets acquired</b>	<b>\$ 120.4</b>	<b>\$ 93.3</b>	<b>\$ 213.7</b>

The goodwill recognized is attributable primarily to expected synergies and the assembled workforce of DDS and MPM. As of December 31, 2009, there were no changes in the recognized amounts of goodwill resulting from the acquisitions of DDS and MPM.

The acquired intangibles include the following:

(In millions)	DDS		MPM	
	Fair Value	Wgtd. Avg. Amort. Period	Fair Value	Wgtd. Avg. Amort. Period
Technology/patents	\$ 62.3	20	\$ 22.8	15
Trademarks/trade name	1.6	10	1.9	8
Customer relationships			2.8	10
Non-compete agreements			0.7	5
Backlog			0.2	1
<b>Total costs and expenses</b>	<b>\$ 63.9</b>	<b>19.7</b>	<b>\$ 28.4</b>	<b>13.7</b>

We recognized \$0.7 million and \$0.2 million of acquisition-related costs that were expensed in 2009 for DDS and MPM, respectively. These costs were recognized as selling, general and administrative expense in the consolidated statement of income.

The amounts of revenues and earnings of DDS and MPM included in our consolidated statement of income are not material. Pro forma schedules have not been included as the impact on the periods presented is not material.



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*CDS Engineering BV ( CDS )* In August 2003, we acquired 55% of CDS and retained a commitment to purchase the remaining 45% in 2009 from the original CDS owners. In the first quarter of 2007, CDS issued 18,000 shares to the minority interest shareholder of a CDS subsidiary in exchange for all of the minority interest outstanding of that subsidiary. This transaction resulted in the minority shareholder obtaining a 9% interest in CDS and diluted the original CDS owners' and our interest to 40.95% and 50.05%, respectively. In the second quarter of 2007, we amended the 2003 Sales and Purchase Agreement with the original CDS owners to allow for the purchase of their 40.95% interest immediately for cash of \$40.0 million plus a payment in 2009 consisting of a fixed amount of 11.2 million Euros and a variable component based on CDS earnings. During the fourth quarter of 2007, we settled both the fixed and variable commitments with a payment of 13.5 million Euros. We recorded \$35.6 million in intangible assets, \$27.6 million in goodwill and \$4.3 million in deferred tax liabilities. These transactions accelerated our planned buyout of the minority shareholders and allowed us to record 100% of CDS earnings beginning April 2, 2007. CDS has been a consolidated subsidiary reported in the Energy Production Systems segment since our initial investment in 2003.

**NOTE 5. INVENTORIES**

Inventories consisted of the following:

(In millions)	December 31,	
	2009	2008
Raw materials	\$ 105.9	\$ 124.8
Work in process	111.3	84.7
Finished goods	511.6	472.2
Gross inventories before LIFO reserves and valuation adjustments	728.8	681.7
LIFO reserves and valuation adjustments	(137.0)	(122.4)
Inventory, net	\$ 591.8	\$ 559.3

Net inventories accounted for under the LIFO method totaled \$147.0 million and \$154.3 million at December 31, 2009 and 2008, respectively. The current replacement costs of LIFO inventories exceeded their recorded values by \$80.9 million and \$78.7 million at December 31, 2009 and 2008, respectively. In 2009, we reduced certain LIFO inventories which were carried at costs lower than current replacement costs. The result was a decrease in cost of sales by approximately \$0.2 million in 2009. There were no reductions to the base LIFO inventory in 2008 or 2007.

**NOTE 6. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment consisted of the following:

(In millions)	December 31,	
	2009	2008
Land and land improvements	\$ 22.3	\$ 19.7
Buildings	179.0	150.7
Machinery and equipment	768.3	551.0
Construction in process	37.5	105.7
	1,007.1	827.1
Accumulated depreciation	(425.2)	(332.2)
Property, plant and equipment, net	\$ 581.9	\$ 494.9

Depreciation expense was \$78.3 million, \$57.7 million, and \$46.9 million in 2009, 2008 and 2007, respectively.

The amount of interest cost capitalized was \$0.6 million, \$3.8 million and \$5.0 million in 2009, 2008 and 2007, respectively.



**Table of Contents****NOTE 7. GOODWILL AND INTANGIBLE ASSETS**

*Goodwill* The carrying amount of goodwill by business segment was as follows:

(In millions)	Energy Production Systems	Energy Processing Systems	Total
December 31, 2008	\$ 114.7	\$ 14.0	\$ 128.7
Additions due to business combinations (1)	61.4	67.0	128.4
Translation	15.6		15.6
December 31, 2009	\$ 191.7	\$ 81.0	\$ 272.7

(1) See additional disclosure related to business combinations in Note 4.

*Intangible assets* The components of intangible assets were as follows:

(In millions)	2009		December 31,		2008	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Customer lists	\$ 37.1	\$ 9.2	\$ 34.3	\$ 6.6	\$ 34.3	\$ 6.6
Patents and acquired technology	133.5	14.7	48.1	10.2	48.1	10.2
Trademarks	10.2	3.1	6.6	2.6	6.6	2.6
Other	2.8	2.0	2.0	1.4	2.0	1.4
Total intangible assets	\$ 183.6	\$ 29.0	\$ 91.0	\$ 20.8	\$ 91.0	\$ 20.8

Additions to our intangible assets during 2009 included \$63.9 million and \$28.4 million in assets associated with our acquisitions of DDS and MPM, respectively. There were no additions to our intangible assets during 2008. Refer to Note 4 for further disclosure related to business combinations.

All of our acquired identifiable intangible assets are subject to amortization and, where applicable, foreign currency translation adjustments. We recorded \$7.8 million, \$7.2 million and \$6.5 million in amortization expense related to acquired intangible assets during the years ended December 31, 2009, 2008 and 2007, respectively. In the fourth quarter of 2007, management revised their estimate of the remaining lives of the intangible assets related to the acquisition of CDS. Therefore, we effected a change in estimate to reduce the remaining life for customer lists from 25 years to 15 years; for patents and acquired technology from 20 years to 15 years; and for trademarks from 20 years to 10 years. We accounted for this change in estimate in the fourth quarter of 2007 and the impact was not material. During the years 2010 through 2014, annual amortization expense is expected to be as follows: \$12.3 million in 2010, \$12.0 million in 2011, \$11.8 million in 2012, \$11.5 million in 2013, \$11.4 million in 2014 and \$95.6 million thereafter.

**NOTE 8. SALE LEASEBACK TRANSACTION**

In March 2007, we sold and leased back property in Houston, Texas consisting of land, corporate offices and production facilities primarily related to the Energy Production Systems segment. We received proceeds of \$58.1 million in connection with the sale. The carrying value of the property sold was \$20.3 million. We accounted for the transaction as a sale leaseback resulting in (i) first quarter 2007 recognition of \$1.3 million of the \$37.4 million gain on the transaction and (ii) the deferral of the remaining \$36.1 million of the gain, which will be amortized to rent expense over a noncancellable ten-year lease term. The deferred gain is presented in other liabilities in the consolidated balance sheet. The lease expires in 2022 and provides for two 5-year optional extensions as well as the option to terminate the lease in 2017, subject to a \$3.3 million fee. Annual rent of \$4.2 million escalates 2% per year. The lease has been recorded as an operating lease.



**Table of Contents****NOTE 9. DEBT**

*Revolving credit facilities* We have a \$600 million five-year revolving credit agreement which matures in December 2012 with JPMorgan Chase Bank, N.A., as Administrative Agent. Under the credit agreement interest accrues at a rate equal to, at our option; either (a) a base rate determined by reference to the higher of (1) the agent's prime rate and (2) the federal funds rate plus 1/2 of 1% or (b) an interest rate of 45 basis points above the London Interbank Offered Rate ( LIBOR ). The margin over LIBOR is variable and is determined based on our debt rating. Available capacity under the credit facility is reduced by outstanding letters of credit associated with the facility, which totaled \$27.8 million as of December 31, 2009, and any outstanding commercial paper.

In January 2009, we entered into a \$350 million 364-day revolving committed credit agreement maturing in January 2010 with Bank of America, N.A., as Administrative Agent. Under the credit agreement interest accrues at a rate equal to, at our option; either (a) a base rate determined by reference to the higher of (1) the agent's prime rate, (2) the federal funds rate plus 1/2 of 1% or (3) the London Interbank Offered Rate ( LIBOR ) plus 1.00%; or (b) LIBOR plus 2.25%. The margin over LIBOR is variable and is determined based on our credit rating.

Unused capacity under the credit facilities at December 31, 2009 totaled \$543.5 million.

Among other restrictions, the terms of the credit agreements include negative covenants related to liens and a financial covenant related to the debt-to-earnings ratio. We are in compliance with all restrictive covenants as of December 31, 2009.

*Commercial paper* Under our commercial paper program, we have the ability to access \$500.0 million of short-term financing through our commercial paper dealers subject to the limit of unused capacity of the \$600 million five-year revolving credit facility. Commercial paper borrowings are issued at market interest rates.

*Property financing* In September 2004, we entered into agreements for the sale and leaseback of an office building having a net book value of \$8.5 million. Under the terms of the agreement, the building was sold for \$9.7 million in net proceeds and leased back under a 10-year lease. We have subleased this property to a third party under a lease agreement that is being accounted for as an operating lease. We have accounted for the transaction as a financing transaction and are amortizing the related obligation using an effective annual interest rate of 5.37%.

*Uncommitted credit* We have uncommitted credit lines at many of our international subsidiaries for immaterial amounts. We utilize these facilities to provide a more efficient daily source of liquidity. The effective interest rates depend upon the local national market.

*Short-term debt and current portion of long-term debt* Short-term debt and current portion of long-term debt consisted of the following:

(In millions)	December 31,	
	2009	2008
Property financing	\$ 0.4	\$ 0.4
Foreign uncommitted credit facilities	28.1	19.1
Other		3.5