

OSHKOSH CORP  
Form DEF 14A  
December 18, 2009

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.        )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Oshkosh Corporation**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- No fee required.
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    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
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-

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## Oshkosh Corporation

**December 18, 2009**

Dear Fellow Oshkosh Corporation Shareholder:

You are cordially invited to attend our Annual Meeting of Shareholders on Thursday, February 4, 2010 at 10:00 a.m. (Central Standard Time) at the Oshkosh Convention Center, 2 North Main Street, Oshkosh, Wisconsin 54901.

At the Annual Meeting, we will ask you to: (1) elect twelve directors, (2) ratify the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending September 30, 2010, (3) vote on a shareholder proposal, if properly presented at the Annual Meeting, and (4) take action upon any other business as may properly come before the Annual Meeting.

We also will review our progress during the past year and answer your questions.

The accompanying materials include the Notice of Annual Meeting of Shareholders and Proxy Statement. The Proxy Statement describes the business that we will conduct at the Annual Meeting. It also provides information about us that you should consider when you vote your shares.

Again this year, we are furnishing proxy materials to our shareholders over the Internet. This process expedites the delivery of proxy materials, materials remain easily accessible to shareholders, and shareholders receive clear instructions for receiving materials and voting.

On December 18, 2009, we mailed our Notice of Internet Availability of Proxy Materials, which contains instructions for our shareholders' use of this process, including how to access our 2009 Proxy Statement and 2009 Annual Report and how to vote online. In addition, the Notice of Internet Availability of Proxy Materials contains instructions on how you may (i) receive a paper copy of the Proxy Statement and Annual Report, if you received only a Notice of Internet Availability of Proxy Materials this year, or (ii) elect to receive your Proxy Statement and Annual Report only over the Internet, if you received them by mail this year.

**It is important that your shares be represented at the Annual Meeting. Whether or not you plan to attend the Annual Meeting in person, we hope that you will vote on the matters to be considered. You may vote your shares over the Internet or by a toll-free telephone number. If you received a paper copy of the proxy card by mail, you may sign, date and mail the proxy card in the envelope provided. Instructions regarding all three methods of voting are contained in the Notice of Internet Availability of Proxy Materials.**

Sincerely,

Robert G. Bohn  
Chairman and Chief Executive Officer

Bryan J. Blankfield  
Executive Vice President,  
General Counsel and Secretary

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## Oshkosh Corporation

**December 18, 2009**

### NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The 2010 Annual Meeting of Shareholders of Oshkosh Corporation will be held at the **Oshkosh Convention Center, 2 North Main Street, Oshkosh, Wisconsin 54901**, on Thursday, February 4, 2010 at 10:00 a.m. (Central Standard Time) for the following purposes:

1. To elect twelve directors;
2. To ratify the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending September 30, 2010;
3. To vote on a shareholder proposal, if properly presented at the Annual Meeting; and
4. To consider and act upon such other business as may properly come before the Annual Meeting.

Shareholders of record at the close of business on December 10, 2009 are entitled to vote at the Annual Meeting.

Whether or not you plan to attend the meeting, we urge you to vote your shares over the Internet or via the toll-free telephone number, as we describe in the accompanying materials and the Notice of Internet Availability of Proxy Materials. As an alternative, if you received a paper copy of the proxy card by mail, you may sign, date and mail the proxy card in the envelope provided. No postage is necessary if mailed in the United States. Voting over the Internet, via the toll-free telephone number or mailing a proxy card will not limit your right to vote in person or to attend the Annual Meeting.

By Order of the Board of Directors,

Bryan J. Blankfield  
Executive Vice President, General Counsel  
and Secretary  
Oshkosh Corporation  
2307 Oregon Street  
Oshkosh, WI 54903-2566

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**PROXY STATEMENT**

We are providing these proxy materials in connection with the solicitation by the Board of Directors of Oshkosh Corporation of proxies to be voted at our 2010 Annual Meeting of Shareholders, which will take place at the Oshkosh Convention Center, 2 North Main Street, Oshkosh, Wisconsin 54901, on Thursday, February 4, 2010 at 10:00 a.m. (Central Standard Time).

We are mailing the Notice of Internet Availability of Proxy Materials to shareholders of record and beneficial owners of our Common Stock on or about December 18, 2009. The Notice of Internet Availability of Proxy Materials instructs shareholders and beneficial owners of our Common Stock on how they may access our proxy materials, which include our Proxy Statement and Annual Report, over the Internet. You will not receive a printed copy of the proxy materials unless you request to receive these materials in hard copy by following the instructions provided in the Notice of Internet Availability of Proxy Materials. Instead, the Notice of Internet Availability of Proxy Materials will instruct you on how you may access and review all of the important information contained in the proxy materials. The Notice of Internet Availability of Proxy Materials also instructs how you may submit your proxy via telephone or the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such proxy materials in the Notice of Internet Availability of Proxy Materials.

**VOTING PROCEDURES**

**Who Can Vote**

Only holders of record of our Common Stock at the close of business on December 10, 2009, the record date for voting at the Annual Meeting, are entitled to vote at the Annual Meeting. On the record date 89,511,389 shares of Common Stock were entitled to vote.

**Determining the Number of Votes You Have**

Your Notice of Internet Availability of Proxy Materials indicates the number of shares of Common Stock that you own. Each share of Common Stock has one vote.

**How to Vote**

**Via the Internet** Shareholders can simplify their voting by voting their shares via the Internet as instructed in the Notice of Internet Availability of Proxy Materials. The Internet procedures are designed to authenticate a shareholder's identity to allow shareholders to vote their shares and confirm that their instructions have been properly recorded.

Internet voting facilities for shareholders of record are available 24 hours a day and will close at 11:59 p.m. (EST) on February 3, 2010. You may access this Proxy Statement and related materials by going to <http://www.investoreconnect.com> and entering the control number as shown on your Notice of Internet Availability of Proxy Materials. You will then be directed to select a link to [www.proxyvote.com](http://www.proxyvote.com) where you will be able to vote on the proposals presented here.

**By Telephone** The Notice of Internet Availability of Proxy Materials includes a toll-free number you may call to request printed copies of proxy materials. The printed proxy materials include a different toll-free number that you can call for voting.



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**By Mail** Shareholders who receive a paper proxy card may elect to vote by mail and should complete, sign and date their proxy card and mail it in the pre-addressed envelope that accompanies the delivery of paper proxy cards. Proxy cards submitted by mail must be received by the time of the Annual Meeting in order for your shares to be voted. Shareholders who hold shares beneficially in street name may vote by mail by requesting a paper proxy card according to the instructions contained in the Notice of Internet Availability of Proxy Materials received from your broker or other agent, and then completing, signing and dating the voting instruction card provided by the brokers or other agents and mailing it in the pre-addressed envelope provided.

If you vote via the Internet, by telephone or by mailing a proxy card, we will vote your shares as you direct. For the election of directors, you can specify whether your shares should be voted for all, some or none of the nominees for director listed. With respect to the other items being submitted for shareholder vote, you may vote "for" or "against" any proposal or you may abstain from voting on any proposal.

If you submit a proxy via the Internet, by telephone or by mailing a proxy card without indicating your instructions, we will vote your shares consistent with the recommendations of our Board of Directors as stated in this Proxy Statement and in the Notice of Internet Availability of Proxy Materials, specifically in favor of our nominees for directors, in favor of the ratification of the appointment of Deloitte & Touche LLP as our independent auditors and against the shareholder proposal, if the shareholder proposal is properly presented at the Annual Meeting. If any other matters are properly presented at the Annual Meeting for consideration, then our officers named on your proxy will have discretion to vote for you on those matters. As of the date of the Notice of Internet Availability of Proxy Materials, we knew of no other matters to be presented at the Annual Meeting.

**At the Annual Meeting** Shares held in your name as the shareholder of record may be voted by you in person at the Annual Meeting. Shares held beneficially in street name may be voted by you in person at the Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares giving you the right to vote the shares and bring such proxy to the Annual Meeting.

**Revocation of Proxies**

You can revoke your proxy at any time before it is exercised at the Annual Meeting by doing any of the following: (1) you can submit a valid proxy with a later date; (2) you can notify our Secretary in writing at the address on the Notice of Annual Meeting of Shareholders that is part of these materials that you have revoked your proxy; or (3) you can vote in person by written ballot at the Annual Meeting.

**Quorum**

To carry on the business of the Annual Meeting, a minimum number of shares of Common Stock, constituting a quorum, must be present. The quorum for the Annual Meeting is a majority of the votes represented by the outstanding shares of our Common Stock. This majority may be present in person or by proxy. Abstentions and "broker non-votes" (when a broker has delivered a proxy that it does not have authority to vote on the proposal in question) are counted as present in determining whether or not there is a quorum.

**Required Vote**

*Proposal 1: Election of Directors.* The twelve nominees for director who receive the most votes of all votes cast for directors will be elected. If you do not vote for a particular nominee, or if you indicate via telephone, the Internet or on your proxy card that you want to withhold authority to vote for a

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particular nominee, then your vote will not count for the nominee. In addition, if you hold shares of our Common Stock through a broker-dealer, bank nominee, custodian or other securities intermediary, the intermediary will not vote those shares for the election of any nominee for director unless you give the intermediary specific voting instructions on a timely basis directing the intermediary to vote for such nominee.

Pursuant to our By-Laws, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election must promptly tender his or her resignation to the Chairman of the Board. The Governance Committee of our Board of Directors (or, under certain circumstances, another committee appointed by the Board) will promptly consider that resignation and will recommend to the Board whether to accept the tendered resignation or reject it based on all relevant factors. The Board must then act on that recommendation no later than 90 days following the date of the Annual Meeting. Within four days of the Board's decision, we must disclose the decision in a Current Report on Form 8-K filed with the SEC that includes a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation.

Also pursuant to our By-Laws, written notice by shareholders of qualifying nominations for election to our Board of Directors must have been received by our Secretary by November 4, 2009. We did not receive any such nominations, and no other nominations for election to our Board of Directors may be made by shareholders at the Annual Meeting.

If any director nominee decides that he or she does not want to stand for this election, then the persons you name as proxies via telephone, the Internet or on your proxy card will vote for substitute nominees. As of the date of the Notice of Internet Availability of Proxy Materials, we knew of no nominee who did not intend to stand for election.

*Proposal 2: Ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending September 30, 2010.* The votes cast "for" must exceed the votes cast "against" to approve the ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending September 30, 2010. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast."

*Proposal 3: Shareholder Proposal.* The votes cast "for" the proposal must exceed the votes cast "against" the proposal to pass. Abstentions and broker non-votes do not constitute a vote "for" or "against" the proposal and will be disregarded in the calculation of "votes cast." The proposal must be properly presented at the Annual Meeting in order to be voted upon.

**Voting by Employees Participating in the Oshkosh Corporation Employee Stock Purchase Plan**

If you are an employee of Oshkosh Corporation or one of our subsidiaries and participate in our Employee Stock Purchase Plan, your Notice of Internet Availability of Proxy Materials will indicate the aggregate number of shares of Common Stock credited to your account under that Plan as of December 10, 2009, the record date for voting at the Annual Meeting. If you timely submit a proxy via the Internet, by telephone or by mailing a proxy card, your shares will be voted as you have directed.

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**GOVERNANCE OF THE COMPANY**

**The Board of Directors**

Our Board of Directors is currently comprised of twelve directors. Ten of the directors are not employees of our company, although J. Peter Mosling, Jr. was an employee and officer of our company until his retirement in 1994. Robert G. Bohn, our Chairman and Chief Executive Officer, and Charles L. Szews, our President and Chief Operating Officer, also are directors. Our Board of Directors has determined that each of the ten non-employee directors does not have a material relationship with us and is independent under New York Stock Exchange ("NYSE") listing standards. Our Board of Directors has adopted standards to assist in determining the independence of directors. Under these standards, the following relationships that currently exist or that have existed, including during the preceding three years, will not be considered to be material relationships that would impair a director's independence:

1. A family member of the director is or was an employee (other than an executive officer) of our company.
2. A director, or a family member of the director, receives or received less than \$120,000 during any twelve-month period in direct compensation from us, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service with us). Compensation received by (a) a director for former service as an interim Chairperson or Chief Executive Officer or other executive officer of our company or (b) a family member of the director for service as a non-executive employee of our company need not be considered.
3. A director, or a family member of the director, is a former partner or employee of our internal or external auditor but did not personally work on our audit within the last three years; or a family member of a director is employed by an internal or external auditor of our company but does not participate in such auditor's audit, assurance or tax compliance practice.
4. A director, or a family member of the director, is or was an employee, other than an executive officer, of another company where any of our present executives serve on that company's compensation committee.
5. A director is or was an executive officer, employee or director of, or has or had any other relationship (including through a family member) with, another company that makes payments (other than contributions to tax exempt organizations) to, or receives payments from, us for property or services in an amount which, in any single fiscal year, does not exceed the greater of \$1 million or 2% of such other company's consolidated gross revenues. Both the payments and the consolidated gross revenues to be measured are those reported in the last completed fiscal year.
6. A director is or was an executive officer, employee or director of, or has or had any other relationship (including through a family member) with, a tax exempt organization to which our company's and its foundation's contributions in any single fiscal year do not exceed the greater of \$1 million or 2% of such organization's consolidated gross revenues.
7. A director is one of our shareholders.
8. A director has a relationship that currently exists or that has existed (including through a family member) with a company that has a relationship with us, but the director's relationship with the

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other company is through the ownership of the stock or other equity interests of that company that constitutes less than 10% of the outstanding stock or other equity interests of that company.

9.

A family member of the director, other than his or her spouse, is an employee of a company that has a relationship with us but the family member is not an executive officer of that company.

10.

A family member of the director has a relationship with us but the family member is not an immediate family member of the director. An "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-laws, and anyone (other than domestic employees) who shares such person's home.

11.

Any relationship that a director (or an immediate family member of the director) previously had that constituted an automatic bar to independence under NYSE listing standards after such relationship no longer constitutes an automatic bar to independence in accordance with NYSE listing standards.

Our Board of Directors met eleven times during fiscal 2009. Each director attended at least 80% of the meetings of the Board and committees on which he or she served during fiscal 2009 that were held when he or she was a director. Our Board of Directors has a policy that directors should attend our Annual Meeting of Shareholders. All who were directors at that time attended our 2009 Annual Meeting of Shareholders.

Our non-management directors, all of whom are independent directors, met in executive session, without the presence of our officers, on two occasions during fiscal 2009. Michael W. Grebe, the Chair of the Governance Committee and our Presiding Director, presided over executive meetings of the non-management directors. If a shareholder or other interested party wishes to communicate with our Board of Directors, the shareholder or other interested party may send correspondence to the Secretary, Oshkosh Corporation, 2307 Oregon Street, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566. Our Secretary will submit the shareholder's correspondence to the Board or the appropriate Committee as applicable. Pursuant to our Corporate Governance Guidelines, Michael W. Grebe, as Chair of the Governance Committee, acts as the Presiding Director of our Board of Directors. Shareholders or other interested parties may communicate directly with the Presiding Director by sending correspondence to Presiding Director, Board of Directors, c/o Secretary, Oshkosh Corporation, 2307 Oregon Street, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566.

The name, age, principal occupation and length of service of each nominee for election to our Board of Directors, together with certain other biographical information, is set forth below. On July 10, 2009, Timothy J. Roemer, a former member of our Board of Directors, advised us of his intention to resign as a member of the Board effective as of July 15, 2009 as a result of his nomination by President Obama as the United States Ambassador to India. With Mr. Roemer's resignation there were two vacancies on our Board of Directors, one of which was filled with the appointment of John J. Hamre to the Board effective November 2, 2009. Our Board of Directors has not at this time nominated a candidate to fill the remaining vacancy, but the Governance Committee will continue the process of identifying a qualified candidate. Because that process is not complete, there is one fewer nominee for election to the Board than there are available positions on the Board of Directors. Regardless of this vacancy, you may vote your shares only for the number of nominees for director named in this Proxy Statement.

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<b>Name</b>	<b>Age</b>	<b>Office, if any, held in our company</b>
J. William Andersen	71	
Robert G. Bohn	56	Chairman and Chief Executive Officer
Richard M. Donnelly	66	
Frederick M. Franks, Jr.	73	
Michael W. Grebe	69	
John J. Hamre	59	
Kathleen J. Hempel	59	
Harvey N. Medvin	73	
J. Peter Mosling, Jr.	65	
Craig P. Omtvedt	59	
Richard G. Sim	65	
Charles L. Szews	53	President and Chief Operating Officer

**J. WILLIAM ANDERSEN** Mr. Andersen has served as a director of our company since 1976 and had been the Executive Director of Development, University of Wisconsin-Oshkosh from 1980 through his retirement in 1994.

**ROBERT G. BOHN** Mr. Bohn joined our company in 1992 as Vice President-Operations. He was appointed President and Chief Operating Officer in 1994. He was appointed our President and Chief Executive Officer in 1997, and Chairman of the Board of Directors in 2000. Mr. Bohn's title was changed to Chairman and Chief Executive Officer in 2007. Prior to joining our company, Mr. Bohn held various executive positions with Johnson Controls, Inc. from 1984 until 1992. He has served as a director of our company since 1995 and is also a director of Carlisle Companies, Inc. and Menasha Corporation.

**RICHARD M. DONNELLY** Mr. Donnelly has served as a director of our company since 2001. From 1961 until his retirement in 1999, he held various positions with General Motors Corporation, a manufacturer of motor vehicles, including most recently as President and Group Executive of General Motors, Europe, a division of General Motors Corporation. From 2000 through September 2009, Mr. Donnelly served as an Industrial Partner at RHJ International where he was responsible for RHJ International's automotive supply portfolio. He is past Chairman of the Board of Niles Co., Ltd. of Japan, a global switch and sensor supplier, and Honsel International Technologies S.A. of Brussels, Belgium, a global supplier of light alloy castings. Mr. Donnelly is a past director of Asahi Tec Corporation, a Japanese casting company.

**FREDERICK M. FRANKS, JR.** Gen. (Ret.) Franks has served as a director of our company since 1997. He was the Commander of the U.S. Training and Doctrine Command from 1991 to 1994 and commanded the U.S. Army VII Corps during Operation Desert Storm. He retired from the Army in 1994. Gen. (Ret.) Franks is self-employed and co-author of *Into the Storm* with Tom Clancy, serves as Chairman of the Limb Loss Panel of the Defense Health Board, Chairman of the VII Corps Desert Storm Veterans Association, Army Consultant for MEB/PEB, and Advisor to the Home Base Program of Massachusetts General Hospital and Red Sox Foundation reaching out to veterans and families with PTSD and TBI. He also is the Class of 1966 Chair in the Simon Center at West Point.

**MICHAEL W. GREBE** Mr. Grebe has served as a director of our company since 1990. He was a partner in the national law firm of Foley & Lardner LLP from 1977 until his retirement in 2002. Mr. Grebe has served since 2002 as President and Chief Executive Officer of the Lynde and Harry Bradley Foundation, a private foundation based in Milwaukee. Mr. Grebe is also a director of the Lynde and Harry

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Bradley Foundation and Church Mutual Insurance Company. In addition, Mr. Grebe is a director and chairman of the Philanthropy Roundtable and director of the Charter School Growth Fund, both non-profit organizations.

**JOHN J. HAMRE** The Board of Directors elected Mr. Hamre as a director of our company in November 2009. Mr. Hamre currently serves as President and Chief Executive Officer of the Center for Strategic & International Studies, a bipartisan, nonprofit organization headquartered in Washington, D.C., that provides strategic insights and policy solutions to decision makers in government, international institutions, the private sector and civil society, a position he has held since 2000. Prior to joining the Center for Strategic & International Studies, Mr. Hamre served as the 26<sup>th</sup> Deputy Secretary of Defense from 1997 until 2000. In 2007, he was appointed to serve as chairman of the Defense Policy Board. From 1993 to 1997, he served as Under Secretary of Defense (Comptroller). As Comptroller, he was the principal assistant to the Secretary of Defense for the preparation, presentation, and execution of the defense budget and management improvement programs. Before serving in the U.S. Department of Defense, Mr. Hamre worked for 10 years as a professional staff member of the Senate Armed Services Committee. During that time, he was primarily responsible for the oversight and evaluation of procurement, research and development programs, defense budget issues, and relations with the Senate Appropriations Committee. From 1978 to 1984, he served in the Congressional Budget Office, where he became its deputy assistant director for national security and international affairs. In that position, he oversaw analysis and other support for committees in both the House of Representatives and the Senate. Mr. Hamre's nomination to our Board was recommended by the Governance Committee based upon a search performed by a third-party search firm at the direction of the Governance Committee. Mr. Hamre is also a director of ITT, Inc., Mitre Corporation and Science Applications International Corporation, Inc.

**KATHLEEN J. HEMPEL** Ms. Hempel has served as a director of our company since 1997. She was Vice Chairman and Chief Financial Officer of Fort Howard Corporation, a manufacturer of paper and paper products, from 1992 until its merger into Fort James Corporation in 1997. Ms. Hempel is also a director of Whirlpool Corporation.

**HARVEY N. MEDVIN** Mr. Medvin has served as a director of our company since 2004. Mr. Medvin was Executive Vice President and Chief Financial Officer of Aon Corporation (and its corporate predecessor), a provider of risk management services and insurance brokerage, from 1982 until his retirement in 2003. He is a director of The Warranty Group, Inc. (a subsidiary of Onex Corporation) and a director of Schwarz Supply Source. Mr. Medvin is also a director of two non-profit organizations: NorthShore University Health System and Ravinia Festival.

**J. PETER MOSLING, JR.** Mr. Mosling has served as a director of our company since 1976, having joined our company in 1969. He served in various senior executive capacities during his employment with our company through his retirement in 1994.

**CRAIG P. OMTVEDT** Mr. Omtvedt has served as a director of our company since 2008. Mr. Omtvedt currently serves as Senior Vice President and Chief Financial Officer for Fortune Brands, Inc., a leading consumer products company, a position he has held since 2000. He has been with Fortune Brands since 1989 serving in various capacities, including: Director, Audit; Deputy Controller; Vice President, Deputy Controller and Chief Internal Auditor; Vice President and Chief Accounting Officer; and Senior Vice President and Chief Accounting Officer. Mr. Omtvedt previously served in financial positions of increasing responsibility at both The Pillsbury Company and Sears, Roebuck & Company. In addition, Mr. Omtvedt serves as a director and audit committee chair for General Cable Corp. and is a member of the Standard & Poor's CFO Advisory Council. Mr. Omtvedt is also actively involved with the Boys & Girls Club of America, serving as a National Trustee.

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**RICHARD G. SIM** Mr. Sim has served as a director of our company since 1997. From 1998 until 2003, he was Chairman, President and Chief Executive Officer of APW, Ltd., an electronics contract manufacturer. Mr. Sim served as Chairman and a member of the board of directors of Actuant Corporation, a manufacturer of hydraulic equipment, from 1987 until 2002.

**CHARLES L. SZEWS** Mr. Szews has served as a director of our company since 2007. Mr. Szews joined our company in 1996 as Vice President and Chief Financial Officer. He was appointed Executive Vice President in 1997, a position in which he served until his appointment to his current position as President and Chief Operating Officer in 2007. Prior to joining our company, Mr. Szews spent eight years at Fort Howard Corporation holding a series of executive positions. Prior to Fort Howard Corporation, Mr. Szews was an auditor with Ernst & Young serving in various offices and capacities over a ten-year period. Mr. Szews is also a director of Gardner Denver, Inc.

None of our directors or executive officers has any family relationship with any other director or executive officer.

**Committees of the Board of Directors**

Our Board of Directors has four standing committees: the Audit Committee, the Executive Committee, the Governance Committee and the Human Resources Committee. The members and responsibilities of these Committees as of the date of the Notice of Internet Availability of Proxy Materials are set forth below.

**Committee Membership (\*Indicates Chair)**

**Audit Committee**

J. William Andersen  
Harvey N. Medvin  
Craig P. Omtvedt\*  
Richard G. Sim

**Governance Committee**

Richard M. Donnelly  
Frederick M. Franks, Jr.  
Michael W. Grebe\*  
J. Peter Mosling, Jr.

**Executive Committee**

Robert G. Bohn\*  
Michael W. Grebe  
Kathleen J. Hempel  
Craig P. Omtvedt

**Human Resources Committee**

Richard M. Donnelly  
Frederick M. Franks, Jr.  
Michael W. Grebe  
Kathleen J. Hempel\*

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**Audit Committee**

The Audit Committee oversees the fulfillment by management of its financial reporting and disclosure responsibilities and its maintenance of an appropriate internal control system. It assists Board oversight of the integrity of our financial statements, our compliance with legal and regulatory requirements and our independent registered public accounting firm's qualifications and independence. The Audit Committee is responsible for the appointment, compensation, retention and oversight of the work of our independent registered public accounting firm, which reports directly to the Audit Committee. It oversees the activities of our internal audit function, which currently is provided under contract by Ernst & Young, LLP. The Audit Committee has a charter that specifies its responsibilities and the Audit Committee believes it fulfills its charter. All members of the Audit Committee are independent directors as defined under NYSE listing standards and SEC rules. All members of the Audit Committee are financially literate under the applicable NYSE listing standards. Our Board of Directors has determined that Harvey N. Medvin, Craig P. Omtvedt and Richard G. Sim are "audit committee financial experts" as defined under SEC rules.

The Audit Committee met nine times during fiscal 2009. Our independent registered public accounting firm and internal auditors met with the Audit Committee with and without representatives of management present. See "Report of the Audit Committee" on page 12.

**Executive Committee**

The Executive Committee exercises certain delegated powers and authority to act when a decision is essential and it is not possible to convene a meeting of the full Board in a timely manner. Actions of the Executive Committee require unanimous consent of all members and do not require ratification by the Board, but may be amended, rescinded or revoked by the Board. The Executive Committee did not meet during fiscal 2009. With the exception of Mr. Bohn, the members of the Executive Committee are independent directors as defined under NYSE listing standards.

**Governance Committee**

The Governance Committee identifies individuals qualified to become Board members and recommends nominees to the Board for election as directors. It also oversees the evaluation of the performance of the Board, makes recommendations to the Board regarding Board and Committee structure, including Committee charters and corporate governance, and is responsible for conducting an annual Board self-evaluation. The Governance Committee has developed, and the Board adopted, a set of corporate governance guidelines applicable to our company. The Governance Committee met two times during fiscal 2009. All members of the Governance Committee are independent directors as defined under NYSE listing standards and SEC rules.

The Governance Committee will consider candidates for nomination as a director recommended by shareholders, directors, officers, third-party search firms and other sources. In evaluating candidates, the Governance Committee considers attributes of the candidate (including strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge) and the needs of the Board. However, the Board and the Governance Committee believe the following minimum qualifications must be met by a director candidate to be recommended as a director nominee by the Governance Committee: (i) each director nominee must display the highest personal and professional ethics, integrity and values; (ii) each director nominee must have the ability to make independent analytical inquiries and to exercise sound business judgment; (iii) each director nominee must have relevant expertise and experience and an understanding of our business environment and be able to offer advice and guidance to our Board of Directors and executives based on that expertise, experience and understanding; (iv) director nominees generally should be active or former chief or other senior executive officers of public companies or leaders of major complex organizations, including commercial, scientific, government, educational and



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other non-profit institutions; (v) each director nominee must be independent of any particular constituency, be able to represent all shareholders of our company and be committed to enhancing long-term shareholder value; (vi) each director nominee must have sufficient time available to devote to activities of the Board and to enhance his or her knowledge of our business; and (vii) unless otherwise determined by the Governance Committee, a director nominee may not have attained the age of 72. Our Board and the Governance Committee also believe that at least one director should have the requisite experience and expertise to be designated as an "audit committee financial expert" as defined by applicable rules of the SEC.

The Governance Committee will review all candidates in the same manner, regardless of the source of the recommendation. The Governance Committee will consider individuals recommended by shareholders for nomination as a director for available seats on the Board if the shareholder complies with the procedures for recommendations described under "Other Matters." Our By-Laws require that shareholders give advance notice and furnish certain information to us if they wish to nominate a person for election as a director.

**Human Resources Committee**

The Human Resources Committee's basic responsibility is to assure that the non-employee members of our Board of Directors, the Chief Executive Officer, other executive officers and key management are compensated effectively and in a manner consistent with our stated compensation philosophy and objectives, internal equity considerations, competitive practices and the requirements of the appropriate regulatory bodies. The Human Resources Committee oversees our organizational, personnel, compensation, and benefits policies and practices. It establishes the compensation for executive officers and oversees the administration of other executive compensation and benefit plans. The Human Resources Committee met seven times in fiscal 2009. All members of the Human Resources Committee are independent directors as defined under NYSE listing standards.

The Human Resources Committee has retained the services of an external compensation consultant, Towers Perrin. The mandate of the consultant is to serve us and work for the Human Resources Committee in its review of executive and director compensation practices, including the competitiveness of pay levels, executive compensation design issues, market trends and technical considerations. The nature and scope of services rendered by Towers Perrin on the Human Resources Committee's behalf is described below:

Analyses of general industry compensation data and updates of trends in executive compensation;

Ongoing support with regard to the latest relevant regulatory, technical, and/or accounting considerations impacting executive compensation and benefit programs;

Guidance on overall compensation program structure, executive compensation levels, and executive employment agreement terms;

Preparation for and attendance at selected management, committee or Board of Directors meetings; and

Recommend competitive positioning of outside director compensation.

The Human Resources Committee has the final authority to hire and terminate the consultant, and the Human Resources Committee evaluates the consultant periodically.

In addition to Towers Perrin's work for the Human Resources Committee during fiscal 2009, management purchased compensation survey products directly from Towers Perrin and retained Towers Perrin to perform senior executive retirement plan calculations for our subsidiary, JLG Industries, Inc. We paid Towers Perrin at its standard rates for all services it provided to us. Neither the purchase of the survey products nor the retention to perform retirement plan calculations for JLG was

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related to or connected with the work that Towers Perrin performed for the Human Resources Committee. Billings for work performed for the Human Resources Committee were approximately 60% of the total amount we paid to Towers Perrin in fiscal year 2009.

In fiscal 2009, management retained Hewitt Associates, LLC to perform senior executive retirement plan calculations for JLG and discontinued the service of Towers Perrin in this role. Hewitt Associates did not perform any work for the Human Resources Committee in fiscal 2009.

We provide additional information regarding the Human Resources Committee and our policies and procedures regarding executive compensation, including the role of executive officers in recommending executive compensation, below under "Executive Compensation Discussion and Analysis."

**Corporate Governance Documents**

We make our Corporate Governance Guidelines and the written charters of the Audit Committee, the Governance Committee and the Human Resources Committee of our Board of Directors available, free of charge, on our website at [www.oshkoshcorporation.com](http://www.oshkoshcorporation.com).

We have adopted the Oshkosh Corporation Code of Ethics applicable to directors and senior executives that applies to our directors and senior executives, including our Chairman and Chief Executive Officer, our President and Chief Operating Officer, our Executive Vice President and Chief Financial Officer, our Senior Vice President Finance and Controller and other persons performing similar functions. We have also adopted a Code of Ethics and Standards of Conduct that apply to all of our employees. We make both of such Codes available on our website at [www.oshkoshcorporation.com](http://www.oshkoshcorporation.com), and each such Code is available in print to any shareholder who requests it from our Secretary at the address above.

We are not including the information contained on our website as part of, or incorporating it by reference into, this Proxy Statement.

**Policies and Procedures Regarding Related Person Transactions**

Our Board of Directors adopted a written code of ethics and standards of conduct, known as "The Oshkosh Way", for all employees. Further, the Board approved and distributed to our directors and named executive officers a Code of Ethics applicable to directors and senior executives. Our named executive officers are required to acknowledge in writing that they have received, reviewed and understand the requirements of the latter Code of Ethics and further acknowledge that failure to fully comply with this Code of Ethics can subject them to discipline, up to and including removal from our Board of Directors or termination of employment.

The Code of Ethics requires the prompt disclosure to our General Counsel or the Chair of the Audit Committee of any proposed transaction or relationship that could create or appear to create a conflict of interest. The Code of Ethics provides, "the phrase 'actual or apparent conflict of interest' shall be broadly construed and include, for example, direct conflicts, indirect conflicts, potential conflicts, apparent conflicts and any other personal, business or professional relationship or dealing that has a reasonable possibility of creating even the mere appearance of impropriety."

Consistent with its fiduciary duties, the Audit Committee's decision whether or not to approve or ratify a transaction is based on its review of the facts involved to determine whether a conflict of interest exists.

**Certain Transactions**

In March 2009, R. Andrew Hove joined our company as Executive Vice President and President, Defense Segment. In connection with our offer of employment to Mr. Hove, we agreed to purchase Mr. Hove's residence located in the Detroit, Michigan metropolitan area, at its current appraised value. A

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third party appraisal established a value of \$487,500 for the residence, and we completed the purchase at that price in May 2009. In addition, we compensated Mr. Hove for the loss he incurred on the sale of his residence, which we describe in more detail in Footnotes to the Summary Compensation Table on page 30.

**REPORT OF THE AUDIT COMMITTEE**

The Audit Committee of our Board of Directors is responsible for providing independent, objective oversight of our financial reporting and disclosure responsibilities, accounting functions and internal controls. The Audit Committee acts under a written charter, which our Board of Directors first adopted in 1997 and last amended in September 2007. Each of the members of the Audit Committee is independent as defined by the NYSE's listing standards and SEC rules.

**Audit and Non-Audit Fees**

The following table presents fees for professional audit services rendered by Deloitte & Touche LLP for the audit of our annual consolidated financial statements for the fiscal years ended September 30, 2009 and September 30, 2008 and fees billed for other services rendered by Deloitte & Touche LLP during those periods.

	<b>2009</b>	<b>2008</b>
Audit fees (1)	\$ 3,045,700	\$ 3,089,100
Audit-related fees (2)	72,000	66,000
Total	\$ 3,117,700	\$ 3,155,100

(1) Audit fees consisted principally of fees for the audit of our annual consolidated financial statements, for reviews of the interim condensed consolidated financial statements included in our Forms 10-Q, for review of a registration statement and issuance of comfort letters in connection with our equity offering during fiscal 2009 and for work in connection with the attestations required by Section 404 of the Sarbanes-Oxley Act of 2002 related to our internal control over financial reporting.

(2) Audit-related fees consisted of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements or internal control over financial reporting and are not reported under "Audit fees." These services include employee benefit plan audits, accounting consultations in connection with potential transactions, and consultations concerning financial accounting and reporting standards.

**Pre-approval of Services by the Independent Registered Public Accounting Firm**

The Audit Committee has adopted a policy for pre-approval of audit and permitted non-audit services by our independent registered public accounting firm. The Audit Committee will consider annually and, if appropriate, approve the provision of audit services by our independent registered public accounting firm and consider and, if appropriate, pre-approve the provision of certain defined audit and non-audit services. The Audit Committee will also consider on a case-by-case basis and, if appropriate, approve specific engagements that are not otherwise pre-approved.

Any proposed engagement that does not fit within the definition of a pre-approved service may be presented to the Audit Committee for consideration at its next regular meeting or, if earlier consideration is required, to the Audit Committee Chair or one or more of its members. The member or members to whom such authority is delegated report any specific approval of services at its next regular meeting. The Audit Committee will regularly review summary reports detailing all services being provided to us by our independent registered public accounting firm.

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The Audit Committee pre-approved the provision of all of the services described above and has considered and determined that the provision of such services is compatible with maintaining the independence of Deloitte & Touche LLP.

The Audit Committee reviews our financial reporting process on behalf of our Board of Directors. In fulfilling its responsibilities, the Audit Committee has reviewed and discussed our audited consolidated financial statements contained in the Annual Report on Form 10-K for the fiscal year ended September 30, 2009 with our management and independent registered public accounting firm. Management is responsible for the consolidated financial statements and the reporting process, including the system of internal control. The independent registered public accounting firm is responsible for expressing an opinion on the conformity of those audited consolidated financial statements with accounting principles generally accepted in the United States and the effectiveness of the internal controls over financial reporting based upon the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

The Audit Committee discussed with the independent registered public accounting firm matters required to be discussed by Statement on Auditing Standards No. 61, *Communication with Audit Committees*, as amended, and Rule 2-07 of SEC Regulation S-X. In addition, the independent registered public accounting firm provided to the Audit Committee the written disclosures required by Public Company Accounting Oversight Board (PCAOB) Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, and the Audit Committee discussed with the independent registered public accounting firm their independence.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to our Board of Directors that our audited consolidated financial statements be included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2009, for filing with the SEC.

#### AUDIT COMMITTEE

Craig P. Omtvedt, Chair  
J. William Andersen  
Harvey N. Medvin  
Richard G. Sim

### **STOCK OWNERSHIP**

#### **Stock Ownership of Directors, Executive Officers and Other Large Shareholders**

The following table shows the "beneficial" ownership of Common Stock of each director, each named executive officer appearing in the Summary Compensation Table on page 30, each other shareholder owning more than 5% of our outstanding Common Stock and the directors and executive officers (including the named executive officers) as a group.

"Beneficial Ownership" means more than "ownership" as that term commonly is used. For example, a person "beneficially" owns stock if he or she owns it in his or her name or if he or she has (or shares) the power to vote or sell the stock as trustee of a trust. Beneficial ownership also includes shares the directors and executive officers have a right to acquire within 60 days after November 30, 2009 as, for example, through the exercise of a stock option.

Except as otherwise stated in the footnotes to the following table, information about Common Stock ownership is as of November 30, 2009. At the close of business on November 30, 2009, there were 89,477,724 shares of Common Stock outstanding. Unless stated otherwise in the footnotes to the table,

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each person named in the table owns his or her shares directly and has sole voting and investment power over such shares.

Name of Beneficial Owner	Shares of Common Stock Beneficially Owned	Percent of Common Stock Beneficially Owned
J. William Andersen (1)(2)	38,872	*
Robert G. Bohn (1)(3)	1,146,667	1.27%
Richard M. Donnelly (1)	46,985	*
Frederick M. Franks, Jr. (1)(4)	74,483	*
Michael W. Grebe (1)	66,699	*
John J. Hamre(1)	463	*
Kathleen J. Hempel (1)	78,699	*
R. Andrew Hove	0	*
Joseph H. Kimmitt(1)	94,502	*
Harvey N. Medvin (1)	21,523	*
J. Peter Mosling, Jr. (1)	203,575	*
Craig P. Omtvedt (1)	12,587	*
David M. Sagehorn (1)	48,021	*
Richard G. Sim (1)(5)	88,666	*
Charles L. Szews (1)(6)	481,239	*
All directors and executive officers as a group(1)	3,237,805	3.52%
Columbia Wanger Asset Management, L.P. (7)	3,722,000	4.16%
Fidelity Management & Research Company (8)	9,077,561	10.15%

\* The amount shown is less than 1% of the outstanding shares of Common Stock.

(1) Amounts shown include 25,049 shares for J. William Andersen, 866,500 shares for Robert G. Bohn, 36,049 shares for Richard M. Donnelly, 67,049 shares for Frederick M. Franks, Jr., 55,049 shares for Michael W. Grebe, 67,049 shares for Kathleen J. Hempel, 74,866 shares for Joseph H. Kimmitt, 8,249 shares for Harvey N. Medvin, 67,049 shares for J. Peter Mosling, Jr., 650 shares for Craig P. Omtvedt, 45,533 shares for David M. Sagehorn, 55,049 shares for Richard G. Sim, 354,566 shares for Charles L. Szews, and 2,415,670 shares for all directors and executive officers as a group that such persons have the right to acquire pursuant to stock options exercisable within 60 days of November 30, 2009. Amounts also include shares of restricted Common Stock, which are subject to forfeiture until they vest, in the following amounts to the following individuals listed in the table: 367 shares for J. William Andersen, 366 shares for Richard M. Donnelly, 367 shares for Frederick M. Franks, Jr., 367 shares for Michael W. Grebe, 367 shares for Kathleen J. Hempel, 367 shares for Harvey N. Medvin, 367 shares for J. Peter Mosling, Jr., 367 shares for Richard G. Sim, and 2,935 shares for all directors and executive officers as a group. Amounts shown also include restricted stock units under our Deferred Compensation Plan for Directors and Executive Officers, a portion which are subject to forfeiture until they vest, in the following amounts to the following individuals listed in the table: 4,206 units for J. William Andersen, 2,103 units for Richard M. Donnelly, 1,112 units for Craig P. Omtvedt, and 7,421 units for all directors and executive officers as a group. Amounts shown also include units deemed to be invested in shares of our Common Stock that are credited to the following individuals' accounts in the following amounts under the Deferred Compensation Plan: 188 units for John J. Hamre, 7,624 units for Harvey N. Medvin, 17,989 units for Richard G. Sim, and 28,427 units for all directors and executive officers as a group. Restricted stock units and units held under the Deferred Compensation Plan will be distributed in the form of shares of our Common Stock.

(2) Amounts shown do not include 540 shares owned by Dulce W. Andersen, Mr. Andersen's wife, as to which he disclaims beneficial ownership.

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- (3) Amounts shown do not include 35,407 shares owned by Joyce M. Bohn, Mr. Bohn's wife, as to which he disclaims beneficial ownership.
- (4) Amounts shown include 1,296 shares as to which ownership is shared with Denise L. Franks, Mr. Frank's wife.
- (5) Amounts shown do not include 10,000 shares owned by Cynthia J. Robinson-Sim, Mr. Sim's wife, as to which he disclaims beneficial ownership.
- (6) Amounts shown include 9,200 shares as to which ownership is shared with Rochelle A. Szews, Mr. Szews' wife.
- (7) Amount shown is as described in the Schedule 13G that Columbia Wanger Asset Management, L.P. filed with the SEC on February 5, 2009. Columbia Wanger Asset Management, L.P. is located at 227 West Monroe Street, Suite 3000, Chicago, Illinois 60606.
- (8) Amount shown is as described in the Schedule 13G that Fidelity Management & Research Company filed with the SEC on November 10, 2009. Fidelity Management & Research Company is located at 82 Devonshire Street, Boston, Massachusetts 02109.

**Section 16(a) Beneficial Ownership Reporting Compliance**

The Securities and Exchange Act of 1934 requires our directors, executive officers, controller and any persons owning more than 10% of our Common Stock to file reports with the SEC regarding their ownership of our Common Stock and any changes in such ownership. Based upon our review of copies of these reports and certifications given to us by such persons, we believe that our directors, executive officers and controller have complied with their filing requirements for fiscal 2009. However, forms reporting two transactions on behalf of Michael J. Wuest and one transaction on behalf of Thomas J. Polnaszek were not timely filed, each reporting a rebalancing of deferred compensation accounts. In addition, one untimely filing on behalf of Thomas D. Fenner reported an exercise of stock options.

**REPORT OF THE HUMAN RESOURCES COMMITTEE**

The Human Resources Committee of our Board of Directors has reviewed and discussed the following "Compensation Discussion and Analysis" for fiscal 2009 and has further discussed and reviewed it with management. Based on their review and analysis, the Human Resources Committee recommended to our Board of Directors that the "Compensation Discussion and Analysis" be included in this Proxy Statement, and also be incorporated by reference in our Annual Report on Form 10-K for the fiscal year ended September 30, 2009.

HUMAN RESOURCES COMMITTEE

Kathleen J. Hempel, Chair  
Richard M. Donnelly,  
Frederick M. Franks, Jr.  
Michael W. Grebe

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**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

**Introduction**

"Honesty, Accountability, Respect and Citizenship" are the four cornerstone values of our Code of Ethics. These values serve as our compass, guiding our decisions as we develop, market, sell and service our products, and when we recruit, hire and develop employees. We are particularly mindful of the value of accountability as we make decisions regarding compensation.

It is important that our compensation philosophy, programs and practices support our Board of Directors, executive officers and employees as they work to meet and exceed both customer and shareholder expectations.

We have four distinct business segments: Defense, Access Equipment, Fire & Emergency, and Commercial. Each of these segments markets products globally in diverse customer channels. In addition to the growth of each of these business operations, we are committed to diversifying our product lines through new product development and, when we have further reduced our leverage, selective acquisitions. We have designed this business model to help us achieve long-term growth that we believe will in turn lead to increased shareholder value. Successful execution of this model requires building an executive team that has exceptional strategic vision and leadership skills developed through significant experience, in-depth product knowledge, and noteworthy personal accomplishments. We have developed our compensation philosophy, programs and practices to support our strategy.

It is important that we disclose our compensation philosophy and strategies to our shareholders so that they will have confidence in the integrity and goals of our compensation programs. This Compensation Discussion and Analysis explains our compensation programs and policies for fiscal year 2009, and in certain instances our plans for fiscal year 2010, and how those programs and policies affected the compensation we paid to the following, who are our named executive officers:

Robert G. Bohn, Chairman and Chief Executive Officer  
David M. Sagehorn, Executive Vice President and Chief Financial Officer  
Charles L. Szews, President and Chief Operating Officer  
R. Andrew Hove, Executive Vice President and President, Defense Segment  
Joseph H. Kimmitt, Executive Vice President, Government Operations and Industry Relations

**Oversight**

Our fiscal year 2009 ended September 30, 2009. During fiscal year 2009, the Human Resources Committee of our Board of Directors, which we refer to in this Compensation Discussion and Analysis as the Committee, consisted of the following independent directors: Mr. Richard M. Donnelly, Mr. Frederick M. Franks, Jr., Mr. Michael W. Grebe, and Ms. Kathleen J. Hempel (Chairperson). As its charter provides, the Committee establishes, oversees, and approves the compensation programs, awards, practices and procedures for our executive officers.

The Committee has the authority to engage the services of outside advisors, experts and others to assist it in performing its responsibilities. In fiscal year 2009, the Committee retained Towers Perrin as its advisor on issues related to the Committee's responsibilities. Throughout the year, the Committee regularly evaluated Towers Perrin's performance. See "Governance of the Company Committees of the Board of Directors Human Resources Committee" for more information on the processes and

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procedures of the Committee, including the role of Towers Perrin in assisting the Human Resources Committee as it sets executive officer and outside director compensation.

**Compensation Philosophy and Objectives**

We believe it is important that our compensation programs directly link a significant portion of our executives' compensation to defined performance standards so that we:

Give executives an incentive to perform with the interests of our shareholders in mind;

Build a senior leadership team with the skills needed to successfully execute our strategy, be competitive in the relevant marketplace, and increase the long-term market value of our company;

Retain key executives, recognizing that our size and record of growth have made our executives frequent targets of executive search firms;

Motivate our senior leaders to perform at their highest level; and

Provide a balance between rewards that executives earn for short-term results and those that they earn for strategic decisions that we expect will ensure sustainable long-term company performance.

Consistent with these objectives, the Committee has designed compensation programs that have varying time frames for earning and payment and involve both cash and equity awards. These include:

Annual Compensation: Base salary, annual cash incentive awards tied to annual performance goals, and certain limited perquisites and employee benefits;

Long-Term Compensation: Equity-based long-term incentive awards; and

Compensation Following Service: Benefits under qualified pension plans, retirement plans for senior executives, non-qualified deferred compensation plans, and employment and severance agreements.

Because we want our executives' compensation to vary with our financial and share price performance, we designed our incentive compensation programs to reward growth in earnings per share, improvement in efficiency of use of net working capital, improvement of operating income, and appreciation of our share price. For fiscal year 2009, we replaced return on invested capital as a performance measure for incentive compensation with a days net working capital improvement performance measure to more directly promote cash generation and debt reduction in light of our leverage and the impacts of the global recession and tight credit markets on our ability to comply with our financial covenants under our credit agreement, as we discuss more fully below under " Annual Cash Incentive Awards."

**Annual Compensation Plans Design Review**

The Committee annually evaluates our compensation plans to determine if it is appropriate to make changes in plan design, types of awards or levels of pay. This evaluation includes a review of Towers Perrin's analyses of general industry compensation data, which provides comparative references for the Committee that we describe in more detail below. These analyses give the Committee an understanding of each executive's total direct compensation package so the Committee can determine if our compensation structure is consistent with our goals.





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Towers Perrin also provides the Committee with updates regarding trends in executive compensation, recommendations for outside director and executive officer compensation as well as summaries of new or proposed regulations affecting executive compensation and special reports responding to specific inquiries from the Committee. The Committee also solicits Towers Perrin's recommendations for changes to our methods of compensating executive officers in light of these general developments as well as factors specifically affecting our company.

This information has led the Committee to change the performance measures we use for our annual cash incentive awards and the elements of our equity-based long-term incentive awards.

As an example of this process, the Committee decided to change the performance measures for the annual cash incentive plan for 2010 to Consolidated Operating Income and Return on Invested Capital for corporate executives, and to Consolidated Operating Income, segment Days Net Working Capital Improvement and segment Operating Income for business unit or segment presidents. These changes were designed to place greater emphasis on maximizing operating income and further debt reduction through strong balance sheet management.

**Determining Pay Levels**

On an annual basis, Towers Perrin provides the Committee various analyses of general industry compensation data from its Executive Compensation Database, a survey of over 900 companies. We use this database because we believe the size ensures consistent and statistically valid data that is representative of the market in which we compete for executive talent.

Towers Perrin compiles data regarding base salary, target and actual annual cash incentive awards and long-term incentive awards for these companies. The data reflects the individual responsibilities of each position and company revenue size. Through a regression analysis, Towers Perrin adjusts the base salary and annual cash incentive data to match our revenue size using our estimates of our annual revenues for the then current fiscal year.

For long-term incentive awards, Towers Perrin compiles a long-term incentive report, which is a subset of its Executive Compensation Database. This report includes long-term incentive values for executives who perform duties that correspond to the duties performed by each of our named executive officers at a subset of companies whose revenue is both higher and lower than ours. For fiscal year 2009, Towers Perrin used all companies within its Long-Term Incentive Plan Report with revenues between \$6 billion and \$10 billion in revenue in this report. We believe this report reflects long-term incentive award values and practices at companies similar to us in revenue size.

The Committee requests the Towers Perrin data at the 25<sup>th</sup>, 50<sup>th</sup>, 60<sup>th</sup>, 70<sup>th</sup> and 75<sup>th</sup> percentile levels for base salary, target and actual annual cash incentive awards, and long-term incentive awards for each of our executive positions at companies whose total revenue, as reported, corresponds to our total revenue and whose executive positions have responsibilities that correspond to the responsibilities of our executive officers. The Committee made compensation decisions for fiscal years 2009 and 2010 at the Committee's meetings in September of 2008 and 2009, respectively, and used survey data that Towers Perrin provided to us in August 2008 and August 2009, respectively.

The Committee considers contributions of the executive officers by a review of their performance for the current year as compared to objectives that the Committee established the previous year. In setting performance objectives, the Committee considers the recommendations of Mr. Bohn for each executive reporting to him. These performance objectives can emphasize the following financial and operational goals: earnings per share, revenue growth, cash flow improvement, earnings growth,

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return on invested capital, operating income, operating income growth, operating income as a percent of revenue, operational efficiency, international expansion, successful acquisition integration, debt reduction, cost containment, process improvement and implementation of lean manufacturing principles. Specific objectives for each executive reflect the responsibilities of their individual positions. The Committee independently sets similar performance objectives for Mr. Bohn. In addition, the Committee evaluates in a subjective manner each executive's leadership, technical skills and personal growth and development.

**Base Salary**

For its review and adjustment of base salaries at its September 2008 meeting, the Committee used the information in the Towers Perrin Executive Compensation Database by position to evaluate the competitiveness of our named executives' base salaries. The Committee generally believes base salaries that are within a range of the 50<sup>th</sup> percentile for this database are competitive. To ensure the accuracy of this comparison, the Committee reviewed the position descriptions that Towers Perrin used to validate that the positions fully reflect our expectations for the corresponding position. Then, the Committee reviewed the performance objectives identified above to ensure that its base salary decisions for each executive reflected their performance and were otherwise consistent with all of our compensation goals.

After analyzing the data and performance information, the Committee initially made the following salary adjustments for fiscal year 2009, which were effective October 1, 2008:

<b>Named Executive Officer</b>	<b>Base Salary Adjustment as a Percentage of Base Salary</b>
Mr. Bohn	3.0%
Mr. Sagehorn	27.4%
Mr. Szews	3.0%
Mr. Hove	N/A
Mr. Kimmitt	3.0%

The Committee noted, for fiscal year 2009, that a 3% increase in the base salaries of our named executive officers, other than Mr. Sagehorn, was appropriate to maintain those executives close to the 50<sup>th</sup> percentile of similarly sized companies in the Towers Perrin database. The Committee noted that the approved salary increase for Mr. Sagehorn was intended to bring his base salary closer to the 25<sup>th</sup> percentile of the Towers Perrin database for his position. Mr. Sagehorn's salary in fiscal 2008 was at a level significantly below the 25<sup>th</sup> percentile due to it being his first year in his new role after more than eight years with our company in positions of increasing responsibility. The Committee determined an increase that brought Mr. Sagehorn's salary close to the 25<sup>th</sup> percentile was appropriate because it would be only the second year for him in the role of Chief Financial Officer. Mr. Hove did not receive an increase because his employment with our company did not begin until March 2, 2009. In approving the terms of the offer of employment for Mr. Hove, the Committee considered his predecessor's compensation and market conditions.

Due to the effects of the global recession and credit crisis on our financial performance during the first half of fiscal 2009, the Committee, based on the recommendation of our named executive officers, approved the following temporary reductions in the base salaries of our named executive officers:

Mr. Bohn recommended and agreed to a 15% reduction in base salary effective January 31, 2009, and an additional 9% reduction effective May 10, 2009 (and agreed to amend his

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employment agreement accordingly). Mr. Bohn also forfeited two weeks base salary as a result of unpaid furlough time in fiscal year 2009.

Mr. Sagehorn recommended and agreed to a 10% reduction in base salary effective January 31, 2009, and an additional 9% reduction effective May 10, 2009. Mr. Sagehorn also forfeited two weeks base salary as a result of unpaid furlough time in fiscal year 2009.

Mr. Szews recommended and agreed to a 10% reduction in base salary effective January 31, 2009, and an additional 9% reduction effective May 10, 2009 (and agreed to amend his employment agreement accordingly). Mr. Szews also forfeited four weeks base salary as a result of unpaid furlough time in fiscal year 2009.

Mr. Hove was subject to a 3% reduction in base salary effective May 10, 2009. Mr. Hove's base salary was not further reduced in fiscal 2009 due to the timing of his hiring on March 2, 2009 and the strong financial performance of our Defense segment for which Mr. Hove serves as President. Mr. Hove also forfeited one week of base salary as a result of unpaid furlough time in fiscal year 2009.

Mr. Kimmitt was subject to a 3% reduction in base salary effective March 15, 2009, and an additional 9% reduction effective May 10, 2009. Mr. Kimmitt also forfeited two weeks base salary as a result of unpaid furlough time in fiscal year 2009.

After an improvement in our financial outlook, coincident with our winning multiple Defense segment contract competitions including the MRAP All Terrain Vehicle contract, the Committee rescinded the base salary reductions and restored the named executive officers' pre-reduction base salaries prospectively effective August 30, 2009.

When reviewing executive base salaries for fiscal year 2010 at its September 2009 meeting, the Committee noted our estimates for 2009 revenues were lower than our reported 2008 revenues. The Committee also noted that Mr. Bohn, in his discussion with the Committee, recognized the impacts of the global recession and credit crisis on our financial results and expressed his desire to keep base salaries in fiscal year 2010 unchanged from levels effective at the end of fiscal year 2009. The Committee determined that maintaining executive salaries at existing levels was consistent with the current practice of similarly sized companies in the Towers Perrin database. As a result, the Committee approved no increases to the base salaries of our named executive officers for fiscal year 2010.

**Annual Cash Incentive Awards**

Our annual cash incentive plan links compensation to the achievement of specific short-term corporate performance goals that the Committee establishes each year at its September meeting. Under this plan, we tie a significant portion (in fiscal year 2009, up to a maximum 200% of base salary for Mr. Bohn, 160% of base salary for Mr. Szews and 120% of base salary for Messrs. Sagehorn, Hove and Kimmitt) of an executive's annual compensation to our performance.

For the named executive officers, the Committee used both an Earnings Per Share and a Days Net Working Capital Improvement (DNWCI), performance measure for fiscal year 2009. The Committee chose Earnings Per Share as a performance measure because Earnings Per Share significantly influences stock price appreciation. It used DNWCI as a performance measure to provide additional incentive to our executives to increase positive cash flow and debt reduction in light of our leverage and the impacts of the global recession and tight credit markets on our ability to comply with our financial covenants under our credit agreement. The Committee also used a segment Operating Income performance measure in fiscal 2009 to measure the performance of executives in charge of a particular segment who have the direct ability to influence operating income growth in that segment. The

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Committee used Defense segment Operating Income and a Defense segment specific DNWCI performance measure for Mr. Hove, who is the President of our Defense segment. In addition, in connection with our hiring of Mr. Hove, we provided Mr. Hove a guaranteed minimum annual cash incentive award at target performance for fiscal 2009. Because the Defense segment's actual Operating Income and DNWCI results for fiscal 2009 exceeded the maximum performance goal levels, Mr. Hove's earned annual cash incentive award exceeded the guaranteed amount.

The performance goal of Earnings Per Share represents our fully diluted Earnings Per Share before extraordinary items, non-recurring gains and losses, discontinued operations and cumulative effect of any accounting changes as generally accepted accounting principles for the United States have defined those terms. DNWCI represents our year over year improvement in Days Net Working Capital. Days Net Working Capital is based on average net working capital over the last five fiscal quarters and the average daily sales for the fiscal year. Net Working Capital is defined as current assets (less cash) minus current liabilities (less short term debt). Operating Income equals income before other income/expense, income taxes, and income/equity of our unconsolidated affiliates.

For the Earnings Per Share and consolidated DNWCI performance measures, the Committee established preliminary threshold, target and maximum performance levels at its September 2008 meeting. For the segment DNWCI and Operating Income performance measures, our Chief Executive Officer presented to the Committee, and the Committee considered, forecasts of our Earnings Per Share and consolidated DNWCI performance for fiscal 2009 that included estimates of the DNWCI and Operating Income performance levels required by each of our four business segments for us to achieve the Earnings Per Share and consolidated DNWCI forecasts. Based upon this discussion, our Chief Executive Officer established threshold, target and maximum DNWCI and Operating Income performance levels for each of our four business segments.

Threshold performance levels represented our view of an acceptable level of performance short of target that merited receipt of a partial annual cash incentive award in view of our overall performance and desire for improvement in shareholder value.

Using the 2008 Towers Perrin survey data, the Committee set the target payout level to be at approximately the 50<sup>th</sup> percentile of target annual cash incentive awards for similar executive positions as shown in the Towers Perrin Executive Compensation Database.

We set the maximum performance level to provide incentive to significantly enhance earnings, reduce debt, and grow the business and to ensure that executives would not receive a cash incentive award payment that is significantly above the market data for their positions as reflected in the Towers Perrin survey. Management initially recommended the threshold, target, and maximum performance levels for the consolidated DNWCI and Earnings Per Share performance measures and the Committee made final adjustments and determinations. When making its determinations in September 2008, the Committee looked at our fiscal year 2009 budget, anticipated industry trends by business, and timing issues relating to changes in regulations.

The Committee discussed the weighting between the Earnings Per Share and DNWCI performance measures and the Committee decided that the weighting for the executive officers, other than Mr. Hove, on Earnings Per Share would comprise 60% and DNWCI would comprise 40% of the targeted weighting. For business unit or segment officers, the Committee decided that the weighting on Earnings Per Share would comprise 20%, business unit or segment DNWCI would comprise 40%, and business unit or segment Operating Income would comprise 40% of the targeted weighting. At its September 2008 meeting, the Committee preliminarily set the threshold, target and maximum Earnings Per Share performance levels at \$1.70, \$2.25 and \$2.70, respectively, and the consolidated DNWCI at

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26%, 35% and 42%, respectively. The Committee approved the final fiscal year 2009 threshold, target and maximum Earnings Per Share and consolidated DNWCI performance levels without change at its November 2008 meeting after further analysis of the Company's 2009 business outlook.

The Committee structured the annual cash incentive plan for fiscal year 2009 for the named executive officers, other than Mr. Hove, to reflect the forecasted financial performance of our company as follows:

	<b>Weighting</b>	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>
<b>Earnings Per Share</b>	60%	\$1.70	\$2.25	\$2.70
<b>DNWCI</b>	40%	26%	35%	42%

The Committee structured the annual cash incentive plan for fiscal year 2009 for Defense segment officers to include Defense segment DNWCI and Operating Income. We informed Mr. Hove of the Defense segment's DNWCI and Operating Income goals and weighting at the time of his employment.

	<b>Weighting</b>	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>
<b>Earnings Per Share</b>	20%	\$1.70	\$2.25	\$2.70
<b>Defense Segment DNWCI</b>	40%	-5%	5%	10%
<b>Defense Segment Operating Income</b>	40%	\$242,000,000	\$248,000,000	\$258,000,000

We state annual cash incentive awards and payments as percentages of the executive's base salary. We compare the specific performance results that we achieve versus the performance goals we established, and we pro-rate payments for performance between the threshold and target and the target and maximum performance levels. The Committee assigned each executive officer a specific threshold, target and maximum annual cash incentive award payment level for fiscal year 2009 stated as a percentage of base salary in effect on October 1, 2008 (other than for Mr. Hove) as follows:

	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>
<b>Mr. Bohn</b>	50%	100%	200%
<b>Mr. Sagehorn</b>	30%	60%	120%
<b>Mr. Szews</b>	40%	80%	160%
<b>Mr. Hove (1)</b>	30%	60%	120%
<b>Mr. Kimmitt</b>	30%	60%	120%

(1) The Committee approved Mr. Hove's threshold, target and maximum annual cash incentive award payment levels for fiscal year 2009 as percentages of his base salary as of March 2, 2009 (the date on which Mr. Hove's employment with us began).

The maximum payout opportunity gave executives the ability to earn a higher payout of 120% to 200% of base salary, so that the executives had a strong incentive to achieve business results that were aligned with increasing shareholder value. Because this structure also places a considerable portion of the executives' pay at risk, it supports our performance-based compensation philosophy.

The results for fiscal year 2009 were Earnings Per Share of \$0.05 (compared to \$3.84, as restated, for fiscal year 2008), which was below threshold, and DNWCI of 35.8%, which was slightly better than target. The 2004 Incentive Stock and Awards Plan provides for exclusion of non-recurring

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gains and losses, unless the Committee determines otherwise. Accordingly, fiscal 2009 results for this purpose excluded impairment charges of \$1,176.1 million net of taxes, or \$15.38 per share, for purposes of calculating Earnings Per Share. The Committee did not find sufficient justification to provide a different result, but the exclusion did not affect payouts for named executive officers because Earnings Per Share after reflecting that exclusion were still below threshold. Based on these results, cash incentive award payouts were 44.6% of base salary for Mr. Bohn, 26.8% of base salary for Mr. Sagehorn, 35.6% of base salary for Mr. Szews and 26.8% of base salary for Mr. Kimmitt. For Mr. Hove, the Earnings Per Share result was below threshold, and the Defense segment's Operating Income of \$403,308,000 and DNWCI of 26.9% were above maximum. This resulted in a cash incentive award payout of 96.0% of base salary for Mr. Hove prorated based on his start date of March 2, 2009.

In September 2009, the Committee again assigned each executive a threshold, target and maximum annual cash incentive award payment level for fiscal year 2010 after a review of the competitive data from the Towers Perrin Executive Database. To maintain the annual incentive award opportunity at approximately the 50<sup>th</sup> percentile of the competitive data, the Committee maintained the fiscal year 2009 payout opportunity for fiscal year 2010 for each of the named executive officers as follows:

	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>
<b>Mr. Bohn</b>	50%	100%	200%
<b>Mr. Sagehorn</b>	30%	60%	120%
<b>Mr. Szews</b>	40%	80%	160%
<b>Mr. Hove</b>	30%	60%	120%
<b>Mr. Kimmitt</b>	30%	60%	120%

For fiscal year 2010, the Committee decided to replace the Earnings Per Share performance measure with a Consolidated Operating Income performance measure to place greater emphasis on maximizing the income that is taken into account for financial covenant compliance calculation purposes under our credit agreement. The Committee set the fiscal year 2010 Consolidated Operating Income goal at a level significantly higher than our consolidated operating income results for fiscal year 2009, largely reflecting the Committee's expectation of significantly improved results in the Defense segment due to the award of the MRAP All Terrain Vehicle (M-ATV) contract to our company in fiscal year 2009. When the Committee set the fiscal year 2010 Consolidated Operating Income goal in September 2009, the Committee determined that there was a reasonable likelihood that executives would receive cash incentive payments approximately at target payment levels. In light of our stronger balance sheet in September 2009, the Committee replaced the corporate DNWCI performance measure with a Return on Invested Capital performance measure that we had used prior to fiscal year 2009 to emphasize performance related to peer companies. The Committee recognized that Return on Invested Capital is a more commonly used performance measure for corporate executives than DNWCI and still places emphasis on debt reduction and strong balance sheet management. Return on Invested Capital also appealed to the Committee because it is a relative performance measure, not requiring targets, which are difficult to determine in this economic environment. The Committee assigned a weighting of 80% for Consolidated Operating Income and 20% for Return on Invested Capital. These performance measures will be applicable in fiscal 2010 for all of the named executives except Mr. Hove.

Return on Invested Capital equals our net income before extraordinary items, nonrecurring gains and losses, discontinued operations and accounting changes plus the after tax cost of interest expense for the four quarters ended June 30, 2010 divided by average debt plus shareholders' equity for the five quarters ended June 30, 2010.

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The Return on Invested Capital measure compares our results to a limited comparator group of companies. Threshold, target and maximum performance levels will be met if our Return on Invested Capital results are at the 25<sup>th</sup>, 50<sup>th</sup> and 75<sup>th</sup> percentiles, respectively, of comparator group Return on Invested Capital. We believe this group is representative of the industrial machinery, construction machinery, heavy truck, and defense industries in which we compete with our products. We believe this smaller and more focused universe of companies improves the reliability of the comparison for the Return on Invested Capital measure because these companies are more likely to have investment needs similar to ours both to support the maintenance and improvement of their infrastructure and to ensure continued growth. For fiscal year 2010, the specific companies in the Return on Invested Capital comparator group are:

**Return on Invested Capital  
Comparator Group of Companies**

<b>Industrial Machinery</b>	<b>Construction, Machinery, Heavy Truck</b>	<b>Defense</b>
Parker-Hannifin Corp.	Cummins Inc.	L-3 Communications Holdings Inc
Danaher Corp.	Terex Corp.	Goodrich Corp.
ITT Corp.	AGCO Corp.	Rockwell Collins, Inc.
Dover Corp.	NACCO Industries, Inc.	Precision Castparts Corp.
Timken Co (The)	Trinity Industries, Inc.	Alliant Techsystems Inc.
SPX Corp.	Manitowoc Company, Inc. (The)	DRS Technologies, Inc.
Pentair, Inc.	Joy Global Inc.	Teledyne Technologies Inc.
Harsco Corp.	Toro Co. (The)	Hexcel Corp.
Briggs & Stratton Corp.	Accuride Corp.	Curtiss Wright Corp.
Flowserve Corp.	Wabash National Corp.	Kaman Corp.
Kennametal Inc.	Federal Signal Corp	Moog Inc.
Crane Co.	Wabtec Corp.	
Pall Corp.	Greenbrier Companies Inc. (The)	
Tecumseh Products Co.		
Mueller Industries, Inc.		
Lincoln Electric Holdings, Inc.		
Barnes Group Inc.		
IDEX Corporation		

The Committee decided to maintain the Defense segment Operating Income and Defense segment DNWCI performance measures for Mr. Hove because Defense segment performance directly influences these measures. When the Committee set the fiscal year 2010 Defense segment Operating Income goal in September 2009, the Committee determined that there was a reasonable likelihood that the Defense segment executives would receive cash incentive payments in excess of the target payment level. However, the Committee recognized that achieving the goal at such a level would require a substantial increase in Defense segment Operating Income compared to fiscal year 2009 and that such operating performance would need to be driven by the Defense segment obtaining significant orders under our recently awarded M-ATV contract in addition to those orders in place when the Committee made such determination. At such time, the Committee also determined that there was a reasonable likelihood that the Defense executives would receive cash incentive payments in excess of the target payment level for the Defense Segment DNWCI component of the incentive compensation program. The Committee believed that achieving the goal at such level would require the Defense segment to exceptionally execute managing the significant ramp up in production of the M-ATV program, which was expected to increase production from 45 units in the month of July 2009 to 1,000 units per month starting in December 2009. The Committee assigned a weighting of 60% for Defense segment Operating Income, 20% for Consolidated Operating Income and 20% for Defense segment DNWCI.



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**Equity-Based Long-Term Incentive Awards**

We also grant equity-based long-term incentive awards. We structure these awards so that executives receive compensation when long-term shareholder value is increased. We believe these awards help ensure that executives consider the interests of our shareholders when they make long-term strategic decisions. We granted two kinds of equity-based long-term incentive awards to the named executive officers in fiscal year 2009: stock options and performance share awards. Each of these awards is subject to the terms of our 2009 Incentive Stock and Awards Plan.

The Committee believes these equity-based long-term incentive awards are key components of our compensation program. The Committee designs them to encourage a focus on our long-term growth and performance as well as to encourage and facilitate ownership of our Common Stock by those executives from whom a commitment to shareholders is most important. In addition to motivating key executives, we believe equity based awards have proven to be a valuable tool in hiring and retaining key executives so that they remain our employees over time and contribute to increased shareholder value. The Committee generally grants individual equity awards for executives on an annual basis at the September Board meeting prior to the start of our next fiscal year. The only exceptions to this timing for granting equity awards are in the event of a new hire or if an executive officer receives a promotion. For example, in March 2009, we awarded Mr. Hove 20,000 stock options as part of his hiring package.

In making equity-based long-term incentive awards in September 2009, the Committee reviewed the relevant data from the 2009 Towers Perrin survey, using an estimate of annual revenues for the current fiscal year and companies in the appropriate subset revenue range. The data identifies a competitive dollar value of long-term awards for each position between the 25th and 75th percentiles.

In determining these long-term incentive plan awards, the Committee reviewed alternatives that included various discounting approaches and long-term incentive plan mixes that resulted in award values below the competitive median. After this review and discussion, the Committee determined to make equity awards in fiscal year 2009 that were generally valued at or below the 50<sup>th</sup> percentile of competitive long-term incentive award data, while still providing retention value for key executives. In determining actual grants, the Committee decided to award on average 80% stock options and 20% performance shares which is a change from the 90% stock options and 10% performance shares that we awarded in fiscal year 2008. The Committee believed that, for long-term incentive awards, an increase in the percentage of performance shares awarded was consistent with comparable company trends.

**Stock Options**

The Committee believes stock options are a valuable tool that ties a portion of the executives' compensation to stock price appreciation. Because participants realize value from stock options only when and to the extent that the price of our Common Stock on the date of exercise exceeds the exercise price of the option, there is a strong link between executive decision-making and long-term shareholder value. The Committee also believes stock option grants enable us to attract highly skilled executives in the marketplace which is essential to our long-term success. This form of compensation provides executives with a competitive compensation package and an opportunity to create wealth by becoming owners of our Common Stock.

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Each stock option that the Committee granted in September 2009 permits executives, for a period of seven years, to purchase shares of our Common Stock at the exercise price which is equal to the closing price of our Common Stock on the date of the grant. The stock options that we granted in September 2009 generally vest in three equal annual installments beginning one year after the grant date.

**Performance Share Awards**

The Committee awarded performance shares to our named executive officers in fiscal 2009. Executives earn performance shares only if our total shareholder return, which is defined as stock price appreciation plus dividends, over three years compares favorably to a group of companies. The final number of shares awarded can be zero or can be doubled relative to the target for the award. Performance shares also support the Committee's objective of increasing executive's ownership interest in our company, but only if and to the extent that our total shareholder return reaches a specified level of performance relative to other companies.

Under this program, executives realize value by receiving performance shares at the end of a specified time period based upon the number of target performance shares for an executive at the start of the period, provided that we achieve the established performance criteria.

An executive will earn performance shares under the program that the Committee approved in fiscal year 2009 if we achieve a total shareholder return that is at least equal to the 40<sup>th</sup> percentile of the total shareholder return that the group of companies comprising the Standard & Poor's MidCap 400 Index achieves over the three-year vesting performance period. The Committee chose the Standard & Poor's MidCap 400 Index rather than a more targeted index because it reflects the Committee's view that there is a broad range of investment options available to shareholders.

The schedule below reflects the percent of target performance shares that an executive could earn at the end of the three-year period based on our performance:

<b>3 Year Total Shareholder Return Percentile</b>	<b>Percent of Target Shares Award Earned</b>
Below 40 <sup>th</sup> Percentile	0%
40 <sup>th</sup> Percentile	50%
60 <sup>th</sup> Percentile	100%
80 <sup>th</sup> Percentile	200%

The Committee believes the use of performance shares structured in this format will reward executives only if our performance results in our achieving shareholder return that is similar to companies in the Standard & Poor's MidCap 400 Index. It also reinforces our pay for performance philosophy by providing target (100%) payout only if we achieve at least the 60<sup>th</sup> percentile, and up to a 200% maximum payout for performance at or above the 80<sup>th</sup> percentile. Payments are prorated for performance between the 40<sup>th</sup> and 80<sup>th</sup> percentiles. We pay the awards that executives earn in shares of our Common Stock on a one-for-one basis and include credit for any dividends the Board approves during the performance period. However, we do not pay dividends or dividend equivalents with respect to unearned performance share awards. This approach adds the element of performance, rather than being a strictly time-based award.

**Retirement Benefits**

We have long offered a variety of plans that provide retirement benefits. The retirement plans for the named executive officers include a 401(k) plan with company matching contributions (which were suspended in fiscal year 2009 as a cost savings measure), which we offer to most employees. In addition, all of the named executive officers are eligible to participate in our qualified non-contributory defined benefit pension plan, which we also offer to the salaried employees in our corporate office and

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defense business segment. We also offer supplemental executive retirement plans that are only available to executives on Mr. Bohn's recommendation and Committee approval. See "Pension Benefits" for more information regarding our supplemental executive retirement plans and our pension plan.

**Deferred Compensation**

Our named executive officers are also eligible to participate in our Deferred Compensation Plan for Directors and Executive Officers, which is a non-qualified, unfunded retirement savings plan. This plan allows the deferral of base salary, annual cash incentive awards and performance shares into either an investment program, which pays a guaranteed rate of return based on the prime rate plus 1%, or a share program, which mirrors the performance of our Common Stock during the relevant time period, including dividends.

See "Nonqualified Deferred Compensation" for more information regarding our deferred compensation plans.

**Certain Perquisites and Benefit Programs**

During fiscal year 2009, we provided limited perquisites to certain executive officers. For Mr. Bohn, these included provision of an automobile and tax and legal assistance as his employment agreement requires. On two occasions, the company determined the attendance of Mr. Bohn's spouse at business events was both appropriate and necessary. Our company reimbursed Mr. Bohn for the travel and related expenses Mr. Bohn incurred for these events. Our company's Board of Directors has approved Mr. Bohn's service on other company boards in recognition of the valuable professional development opportunities this service presents our senior level management. Mr. Bohn traveled to these board of director meetings on our company's aircraft to minimize travel time and facilitate his service on these boards. Mr. Bohn recommended and agreed to a discontinuation of his use of the company-provided automobile during fiscal 2009. The executives are also eligible for or must have an annual executive physical examination at company expense. The Committee believes that annual physicals for these key individuals are necessary to protect the interests of our shareholders and customers by ensuring that these key individuals are healthy enough to perform their responsibilities at the highest level.

In connection with our hiring of Mr. Hove, we made certain commitments to incent him to join our company. We agreed to purchase Mr. Hove's residence at fair market value and compensate Mr. Hove for the loss he incurred on the sale of his residence to us. We also agreed to reimburse Mr. Hove for relocation expenses that he incurred in connection with his move from his former residence. In addition, we agreed to pay a one-time bonus in the amount of \$257,000 to compensate Mr. Hove for the value of various unvested long term stock and bonus awards from his previous employer. We also agreed to pay Mr. Hove a retention bonus of \$80,000 if Mr. Hove remains employed by our company on March 2, 2010, and a retention bonus of \$80,000 if Mr. Hove remains employed by our company on March 2, 2011.

We also provide health and welfare benefit plans to executives under the plans available to most of our employees. These include medical, dental, life insurance, and short- and long-term disability coverage. Under Mr. Bohn's employment agreement, he is entitled to life insurance equal to three times his base salary and target bonus, and he is entitled to long-term disability benefits of 60% of his base salary up to age sixty-five. Mr. Bohn receives the benefit of a life insurance policy, and our company pays the premiums.

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**Executive Employment and Severance Agreements and Other Agreements**

**Employment Agreements**

The only named executive officers with whom we have employment agreements are Mr. Bohn and Mr. Szews. We entered into the agreements for Mr. Bohn in 1998 and Mr. Szews in 2007 because both individuals hold critical positions that are highly visible to the investment community and other outside constituents. Our loss of these executives would result in concerns among external parties and could lead to an impact on our share price. Therefore, we want to retain their services and have protection in the form of various restrictive and protective covenants, such as an agreement not to compete with us for a certain time should they decide to terminate their employment with us.

The term of these employment agreements is renewed automatically for successive one-year periods unless either party gives notice of non-renewal. The employment agreements provide that the executives are entitled to participate in our annual incentive plan for senior management personnel and in stock-based compensation programs in effect for our other senior executives. In addition, Mr. Bohn and Mr. Szews are entitled to a base salary of a specified amount and a supplemental retirement benefit intended to compensate them upon retirement as more fully described under "Pension Plans". If the executive's employment with us is terminated during the term of the employment agreement by us without cause or by the executive for good reason, then we are obligated to continue to pay his salary and fringe benefits for the remainder of the term and/or make a cash termination payment. The employment agreements for Messrs. Bohn and Szews were amended in fiscal year 2009 to allow the previously described reduction of each of their base salaries for fiscal year 2009 as part of company-wide cost reduction efforts. The base salaries in effect prior to the reductions were reinstated by the Committee effective August 30, 2009.

See "Potential Payments upon Termination or Change in Control" for more information regarding these employment agreements and potential amounts that we may pay under them to our named executive officers.

**Severance Agreements**

We have severance agreements with Messrs. Bohn, Sagehorn, Szews, Hove and Kimmitt that we intend to provide each of them with reasonable compensation if their employment is terminated in certain defined circumstances, primarily following a change in control of our company. We entered into these agreements to provide us with certain protections, specifically to retain key executives prior to or following a change in control and to ensure key executives keep in mind the best interests of shareholders when making decisions during a potential or actual change in control. The Committee administers the severance agreements and selects executive officers who are eligible for these agreements. In March 2009, the Committee approved an agreement for Mr. Hove similar to agreements then in effect for our other named executive officers in connection with the commencement of Mr. Hove's employment as Executive Vice President and President, Defense Segment. After taking into account Mr. Hove's status as a senior executive officer of our company, the Committee determined that it was appropriate to enter into a severance agreement with Mr. Hove that was similar to the agreements we entered into previously with our other named executive officers.

Under the executive severance agreements, after a change in control of our company, if we terminate the executive's employment other than by reason of death, disability or for cause, then the executive is entitled to a cash termination payment of up to three times base salary and bonus (except for Mr. Hove, who is entitled to two times base salary and bonus) and other benefits, including additional pension benefits (except for Mr. Hove), outplacement services, legal services and continuation of welfare benefits for up to three years (except for Mr. Hove, who is entitled to up to two years of continuation of welfare benefits). The executive is also entitled to a cash termination payment and other benefits if the

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executive terminates his employment for good reason, as defined in the severance agreements, after a change in control. The agreements also provide for a tax gross-up payment to the executive (except for Mr. Hove, whose agreement does not provide for a tax gross up payment) if any payments in connection with the change in control are subject to the 20% excise tax imposed by the Internal Revenue Code for "excess parachute payments". The Committee has approved severance agreements for other officers with terms that are not as favorable to the officer (among other things, by not providing for a tax gross up payment), and the Committee carefully selects the appropriate agreement for a given executive after considering market conditions and other relevant circumstances in each case.

See "Potential Payments upon Termination or Change in Control" for more information regarding these severance agreements and potential amounts that we may pay under them to our named executive officers.

**Stock Ownership Guidelines**

The Committee has adopted executive officer stock ownership guidelines that apply to executive officers to align these individuals' interests with those of shareholders with respect to improving our stock performance in the long term. The Committee last changed these guidelines on February 4, 2008 to increase stock ownership levels to the following levels:

Chief Executive Officer	Five Times Annual Base Salary
Chief Financial Officer	Four Times Annual Base Salary
Chief Operating Officer	Four Times Annual Base Salary
Executive Vice Presidents	Three Times Annual Base Salary

These guidelines recommend that each named executive officer achieve the level of stock ownership set forth in these guidelines within five years of commencement of employment or promotion. Stock ownership includes stock that is not restricted in any way and exercisable stock options for which the exercise price is less than the current market value of a share of our stock.

As of the date the Committee last reviewed these guidelines, Mr. Bohn and Mr. Szews exceeded the stock ownership levels in these guidelines. Mr. Kimmitt's stock ownership level is currently two times his annual base salary. Mr. Sagehorn and Mr. Hove have not been in their current positions for five years.

**Tax Treatment of Compensation**

Section 162(m) of the Internal Revenue Code limits our income tax deduction for compensation paid in any taxable year to certain executive officers that exceeds \$1,000,000 unless such compensation falls within certain exceptions. It is the policy of the Committee that we should use our best efforts to cause any compensation paid to executive officers in excess of this dollar limit to qualify for such exceptions and thereby continue to be deductible by us. In particular, the 2009 Incentive Stock and Awards Plan was designed to permit awards made under it to qualify for the Code's exception for "performance-based compensation". The Committee views the tax deductibility of executive compensation as one of the many factors to be considered in the context of its overall compensation objectives. The performance shares we awarded in September 2007 and 2008 are not deductible under Section 162(m) since our shareholders had not yet approved the performance measure of total shareholder return under Section 162(m) at the time of the awards. However, as a result of our shareholders' approval of the 2009 Incentive Stock and Awards Plan, the performance shares awarded in September 2009, which were also based on total shareholder return, will be deductible for Section 162(m) purposes.

Our deferred compensation plan, SERP, certain awards under our 2009 Incentive Stock and Awards Plan and employment and severance agreements are subject to Section 409A of the Internal Revenue Code. We have updated these plans and agreements to ensure continued compliance.

Table of Contents**Conclusion**

We believe our executive compensation programs position us to compete when hiring and seeking to retain key executives. Further, we believe that our use of equity-based incentives aligns the interests of executive management with the interests of shareholders and that these incentives will motivate executives to create long-term shareholder value.

**Summary Compensation Table**

The table below summarizes for our last three fiscal years the compensation paid to or earned by our Chief Executive Officer, our Chief Financial Officer and our next three highest paid executive officers. We refer to such individuals in this Proxy Statement as our named executive officers. As we discuss more fully in the notes to the table, we calculated amounts for equity awards based on SEC rules. Therefore, the amounts shown are not necessarily actual amounts we paid to these officers or that these officers will receive in the future. Information is not included for Mr. Sagehorn for fiscal 2007 and for Mr. Hove for fiscal 2007 and 2008 because they did not become named executive officers until after those years.

Name and Principal Position	Year	Change in Pension Value and Non-Equity Non-Qualified Incentive Deferred						All Other Compensation (5)(6)	Total (\$)
		Salary (\$)(1)	Bonus (\$)	Stock Awards (\$)(2)	Option Awards (\$)(2)	Plan Compensation (\$)	Earnings (\$)(3)		
Robert G. Bohn, Chairman and Chief Executive Officer	2009	1,015,807		285,001	3,468,000	527,813	366,810	76,584	5,740,014
	2008	1,150,000		1,067,870	5,111,172	178,020	1,530,290	133,903	9,171,255
	2007	1,070,000		1,700,274	2,531,027	1,526,034	1,854,068	114,584	8,795,987
David M. Sagehorn, Executive Vice President and Chief Financial Officer	2009	411,021		26,855	315,550	124,434	45,590	2,191	925,641
	2008	365,000		31,339	171,994	33,945	20,342	7,275	629,895
Charles L. Szews, President and Chief Operating Officer	2009	583,377		129,526	839,257	244,116	432,342	3,873	2,232,491
	2008	665,000		379,432	846,043	82,394	276,855	6,900	2,256,624
	2007	518,950		494,421	601,439	444,117	230,261	3,375	2,292,563
R. Andrew Hove, Executive Vice President and President,	2009	179,939			34,927	190,487		629,438	1,034,791

Defense  
Segment

Joseph H. Kimmitt,	2009	361,265	34,756	424,830	104,601	190,955	11,869	1,128,276
Executive Vice President,	2008	379,500	40,355	208,696	35,294	101,079	31,933	796,857
Government Operations and Industry Relations	2007	345,000	46,683	413,085	246,123	52,581	25,114	1,128,586

(1) All amounts shown for Mr. Hove reflect compensation paid to him in connection with or following the commencement of his employment with our company on March 2, 2009.

(2) As applicable SEC rules require, amounts in this column are based on the dollar amount of the expense that we recognized in connection with awards to our named executive officers under our 1990 Incentive Stock Plan, our 2004 Incentive Stock and Awards Plan and our 2009 Incentive Stock and Awards Plan for financial statement reporting purposes for the fiscal year ended September 30, 2009 rather than actual amounts we paid to these officers or amounts that the officers actually realized or will realize as a result of these awards. We determined the amount of the expense in accordance with SFAS No. 123 (revised 2004), *Share Based Payments*, which we refer to as FAS 123R, except that, in compliance with SEC requirements, the amounts we report in our Summary Compensation Table do not take into account any estimates of forfeitures relating to service-based vesting. In general, FAS 123R requires us to expense the value of equity awards ratably over the vesting period of the equity award, or a shorter period based upon certain acceleration provisions of the awards. Therefore, the amounts in our

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Summary Compensation Table include amounts attributable to awards we granted in and prior to fiscal year 2009. The amounts we reported in the "Option Awards" column for fiscal 2008 for Mr. Bohn were substantially higher than the amounts for fiscal 2007 primarily due to Mr. Bohn becoming retirement eligible during fiscal 2008. Because our 2004 Incentive Stock and Awards Plan vests outstanding awards upon the recipient attaining retirement eligibility, FAS 123R required us to expense the full value of stock options that we granted to Mr. Bohn in fiscal 2008 and the unexpensed value of stock options that we granted to Mr. Bohn in fiscal 2007. If Mr. Bohn had not become retirement eligible during fiscal 2008, then the amount reported in the "Option Awards" column for Mr. Bohn for fiscal 2008 would have been \$2,568,724. Note 16 to our audited consolidated financial statements for the fiscal year ended September 30, 2009, which we included in our Annual Report on Form 10-K that we filed with the SEC on November 18, 2009, includes assumptions (other than estimates of forfeitures) that we used in the calculation of these amounts.

(3) The amounts in this column reflect the actuarial increase from the prior year in the present value of the named executive officer's benefits under our applicable retirement plans that apply determined using the assumptions set forth in footnote (2) to the Pension Benefits Table below.

(4) We paid \$45,390 in life insurance premiums on behalf of Mr. Bohn in fiscal year 2009. We also provided Mr. Bohn certain perquisites and personal benefits including tax preparation assistance, use of an automobile for 3 months, use of the corporate plane for travel to meetings of the other boards of directors on which he serves, reimbursement of tax expenses, and a yearly physical examination.

(5) We paid an aggregate of \$629,438 in relocation related costs for Mr. Hove in connection with our recruitment of Mr. Hove to join our company. These costs included reimbursement of the loss incurred by Mr. Hove on the sale of his former residence (\$372,500), a tax gross-up on the loss on the sale of his former residence (\$234,528), moving expenses, and temporary living expenses.

(6) We provided Mr. Kimmitt certain perquisites and personal benefits including use of an automobile. We also provided Mr. Kimmitt health benefits at no incremental cost to us.



Table of Contents**Grants of Plan Based Awards**

The table below sets forth information regarding all incentive plan awards that we granted to our named executive officers in fiscal 2009 under our 2009 Incentive Stock and Awards Plan.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards(3)			Grant Date Fair Value of Stock and Option Awards (\$)(3)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	Units	Options	Exercise Awards (\$/Sh)	
Robert G. Bohn	9/14/09	592,250	1,184,500	2,369,000	25,000	50,000	100,000	200,000	32.10	3,899,500	
David M. Sagehorn	9/14/09	139,500	279,000	558,000	5,000	10,000	20,000	42,500	32.10	823,250	
Charles L. Szews	9/14/09	273,980	547,960	1,095,920	10,000	20,000	40,000	82,000	32.10	1,594,480	
R. Andrew Hove	3/02/09 9/14/09	102,000	204,000	408,000	3,000	6,000	12,000	20,000 22,500	5.19 32.10	66,400 441,930	
Joseph H. Kimmitt	9/14/09	117,266	234,531	469,062	3,000	6,000	12,000	24,500	32.10	476,610	

(1) The amounts shown represent the threshold, target and maximum awards that each of our named executive officers can earn under our annual cash incentive plan for fiscal year 2010 as we describe more fully under "Compensation Discussion and Analysis Annual Cash Incentive Awards."

(2) The amounts shown represent the threshold, target and maximum amounts of performance share awards that we awarded in fiscal year 2009 to the named executive officers under our 2009 Incentive Stock and Awards Plan as we describe more fully under "Compensation Discussion and Analysis Equity-Based Long-Term Incentive Awards Performance Share Awards." The threshold amount is total shareholder return at or above the 40<sup>th</sup> percentile as compared to total shareholder return of the group of companies comprising the Standard & Poor's MidCap 400 Index over a three year performance period.

(3) The dollar amount shown reflects the grant date fair value of the stock options and performance shares that we granted in fiscal year 2009 calculated in accordance with FAS 123R, only a portion of which we expensed in fiscal year 2009.

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**Outstanding Equity Awards at September 30, 2009**

The table below sets forth information on outstanding stock options and awards and unvested stock awards that our named executive officers held on September 30, 2009.

Name	Option Awards				Stock Awards				
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (1)(2)	Equity Incentive Plan Awards Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date (1)(2)	Market Value of Shares or Units That Have Vested (#)	Market Value of Shares or Units That Have Vested (\$)(3)	Equity Incentive Plan Awards: Market Payout of Unearned Shares, Units or Rights That Have Vested (4)(5)	Equity Incentive Plan Awards: Market Payout of Unearned Shares, Units or Rights That Have Vested (\$)(3)(5)
Robert G. Bohn	240,000			19.75	10/15/13				
	122,000	0.1	\$ (1.5 )	158,341					

(1) Previously included in assets held for sale.

(2) Includes two properties.

(3) Repaid a mortgage note payable upon sale of \$1.1 million and incurred debt extinguishment costs of \$0.3 million.

**Subsequent Dispositions**

On July 15, 2013, the Company disposed of an inpatient rehabilitation facility located in Florida that was classified as held for sale and in which the Company had a \$7.4 million net investment at June 30, 2013. The base rent was approximately \$0.4 million per quarter as of June 30, 2013. The sales price was \$11.9 million. This property was sold pursuant to a purchase option contained in the lease which expired on July 15, 2013. The Company expects to record a \$4.3 million gain on the disposal.

On July 31, 2013, the Company expects to close on the disposition of an inpatient rehabilitation facility located in Alabama that was classified as held for sale and in which the Company had a \$11.2 million net investment at June 30, 2013. The base rent was approximately \$0.6 million per quarter as of June 30, 2013. The sales price is \$17.5 million. This property will be sold pursuant to a purchase option contained in the lease which expires on July 31, 2013. The Company expects to record a \$6.2 million gain on the disposal.

#### Potential Dispositions

The Company received notice in April 2013 that a tenant is exercising purchase options on two inpatient rehabilitation facilities located in Pennsylvania upon the expiration of the current leases on September 30, 2013. The purchase prices will be the greater of fair market value or \$17.6 million for each facility. The Company's aggregate net investment in the two facilities was approximately \$24.9 million, and base rent was approximately \$1.3 million per quarter as of June 30, 2013. Subsequent to providing notice of its exercise of the purchase options, the operator contacted the Company to continue long-term lease renewal discussions for these two properties. These discussions are on-going as of the date of this report. If the Company does not reach an agreement with the tenant to renew these two leases, the properties are expected to be sold on September 30, 2013 pursuant to the option terms.

#### Mortgage Note Fundings

During the six months ended June 30, 2013, the Company funded \$45.9 million on two outstanding construction mortgage notes for build-to-suit facilities leased to Mercy Health. The total amount outstanding on these facilities in Oklahoma and Missouri is approximately \$164.3 million at June 30, 2013. Details on the two projects are as follows:

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## Notes to Condensed Consolidated Financial Statements - Continued

The Company provided \$18.1 million in fundings during the six months ended June 30, 2013 on the medical office building under construction in Oklahoma, bringing cumulative fundings to date to \$74.9 million. This project, which was originally scheduled to be completed in July 2013, sustained tornado damage in late May 2013. The tornado damage has caused a delay in the completion date and an assessment is ongoing as to the total scope of the damage and the expected final completion date. While subject to change, the current estimated completion date is the middle of 2014. Builder's risk insurance is expected to fund the necessary repairs. Approximately \$16.3 million remains available under the loan.

The Company provided \$27.8 million in fundings during the six months ended June 30, 2013 on the orthopedic facility under construction in Missouri, bringing cumulative fundings to date to \$89.4 million. This project was scheduled to be completed in November 2013, but is ahead of schedule and is now expected to be completed in September 2013. The Company anticipates funding the remaining \$22.0 million under the loan and expects to acquire the facility for the outstanding loan balance during the third quarter of 2013.

## Company-Financed Mortgage Notes

During 2013, the Company:

originated a \$3.7 million seller-financed mortgage note receivable with the purchaser of the land parcel located in Texas that was sold by the Company as discussed in "Asset Dispositions" above.

originated a \$0.6 million seller-financed mortgage note receivable with the purchaser of a medical office building located in Tennessee that was sold by the Company as discussed in "Asset Dispositions" above.

## Noncontrolling Interest

In January 2013, the Company received a \$1.4 million capital contribution from a 40% noncontrolling interest holder in a partnership that owns a medical office building and parking garage in Texas included as a property in stabilization. The partnership owner (HRP MAC III, LLC), in which the Company holds a 60% majority controlling interest, is the borrower under a term loan from the Company of approximately \$10.3 million. These buildings were constructed by the Company and were previously subject to a construction mortgage note totaling \$13.7 million. The Company's equity in and loan to the partnership are eliminated in consolidation.

## Discontinued Operations and Assets Held for Sale

At June 30, 2013 and December 31, 2012, the Company had two and one properties, respectively, classified as held for sale.

(Dollars in thousands)	June 30, 2013	December 31, 2012
Balance Sheet data:		
Land	\$—	\$3,835
Buildings, improvements and lease intangibles	29,425	5,566
Personal property	—	207
	29,425	9,608
Accumulated depreciation	(10,780 )	(6,303 )
Assets held for sale, net	18,645	3,305
Other assets, net (including receivables)	43	32
Assets of discontinued operations, net	43	32
Assets held for sale and discontinued operations, net	\$18,688	\$3,337

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Accounts payable and accrued liabilities	\$23	\$99
Other liabilities	257	32
Liabilities of discontinued operations	\$280	\$131

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## Notes to Condensed Consolidated Financial Statements - Continued

(Dollars in thousands)	Three Months Ended		Six Months Ended	
	June 30, 2013	2012	June 30, 2013	2012
Statements of Operations data:				
Revenues				
Rental income	\$934	\$2,179	\$1,947	\$6,631
Other operating	—	5	—	10
	934	2,184	1,947	6,641
Expenses				
Property operating	120	611	458	1,741
General and administrative	—	—	1	5
Depreciation	25	699	114	1,648
Amortization	7	26	18	51
Bad debt, net of recoveries	—	—	—	(1 )
	152	1,336	591	3,444
Other Income (Expense)				
Loss on extinguishment of debt	(270 )	—	(270 )	—
Interest expense	(17 )	(25 )	(41 )	(49 )
Interest and other income, net	6	49	7	165
	(281 )	24	(304 )	116
Discontinued Operations				
Income from discontinued operations	501	872	1,052	3,313
Impairments	—	(167 )	(3,630 )	(4,336 )
Gain on sales of real estate properties	1,783	3	1,783	3,431
Income (Loss) from Discontinued Operations	\$2,284	\$708	\$(795 )	\$2,408

## Note 3. Notes and Bonds Payable

## Second Quarter

On April 18, 2013, the Company redeemed its 5.125% unsecured senior notes due 2014 at a redemption price equal to an aggregate of \$277.3 million, consisting of outstanding principal of \$264.7 million, accrued interest as of the redemption date of \$0.7 million, and a "make-whole" amount of approximately \$11.9 million for the early extinguishment of debt. The unaccreted discount on these notes of \$0.2 million and deferred financing costs of \$0.2 million were written off upon redemption. The Company recognized a loss on early extinguishment of debt of approximately \$12.3 million related to this redemption.

On June 3, 2013, the Company repaid a \$1.1 million mortgage note payable upon disposal of a property. In connection with the repayment, the Company incurred a \$0.3 million prepayment penalty which has been recorded as a loss on extinguishment of debt in discontinued operations. See Note 2 to the Condensed Consolidated Financial Statements for additional information on the property disposal.

On June 28, 2013, the Company prepaid in full a secured loan from Teachers Insurance and Annuity Association of America ("TIAA") bearing an interest rate of 7.25% at an amount equal to \$94.3 million, consisting of outstanding principal of \$77.0 million, accrued interest as of the redemption date of \$0.5 million and a prepayment penalty of approximately \$16.8 million. The unamortized deferred financing costs on this loan of \$0.5 million were written off upon repayment. The Company recognized a loss on early extinguishment of debt of approximately \$17.4 million related to this repayment.



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Notes to Condensed Consolidated Financial Statements - Continued

First Quarter

On February 15, 2013, the Company entered into an amendment that extended the original maturity date of the unsecured credit facility (the "Unsecured Credit Facility") from October 14, 2015 to April 14, 2017. The amendment also provides the Company with two six-month extension options that could extend the maturity date to April 14, 2018. Each option is subject to an extension fee of 0.075% of the aggregate commitments. Amounts outstanding under the Unsecured Credit Facility bear interest at LIBOR plus an applicable margin rate. The margin rate, which depends on the Company's credit ratings, ranges from 0.95% to 1.75% (currently at 1.4%). In addition, the Company pays a facility fee per annum on the aggregate amount of commitments ranging from 0.15% to 0.35% (currently at 0.30%). In connection with the amendment, the Company paid up-front fees to the lenders of approximately \$2.7 million, included in Other assets, which will be amortized over the term of the facility. The Company wrote-off certain unamortized deferred financing costs of the original facility of approximately \$0.3 million upon execution of the amendment. As of June 30, 2013, the Company had \$230.0 million outstanding under the Unsecured Credit Facility and had a remaining borrowing capacity of approximately \$470.0 million.

In February 2013, the Company repaid in full a mortgage note payable in the amount of \$14.9 million bearing interest at a rate of 6.55% per year.

On March 26, 2013, the Company issued \$250.0 million of unsecured senior notes due 2023 (the "Senior Notes due 2023") that bear interest at 3.75%, payable semi-annually in arrears on April 15 and October 15, commencing October 15, 2013, and mature on April 15, 2023, unless redeemed earlier by the Company. The Senior Notes due 2023 were issued at a discount of approximately \$2.1 million, which yielded a 3.85% interest rate per annum upon issuance. The Company incurred \$2.1 million in debt issuance costs that are included in Other assets which will be amortized to maturity. The Senior Notes due 2023 have various financial covenant provisions that are required to be met on a quarterly and annual basis. The Company was in compliance with the covenant provisions at June 30, 2013.

The Company's board of directors has authorized the repurchase of up to \$50 million of the Company's outstanding unsecured senior notes due 2017 in open market transactions from time to time. The Company currently has no specific timeframe within which to purchase these notes and has no obligation to repurchase any notes prior to maturity.

Note 4. Commitments and Contingencies

Legal Proceedings

The Company is, from time to time, involved in litigation arising in the ordinary course of business or which is expected to be covered by insurance. The Company is not aware of any pending or threatened litigation that, if resolved against the Company, would have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.



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## Notes to Condensed Consolidated Financial Statements - Continued

## Note 5. Stockholders' Equity

The following table provides a reconciliation of total stockholders' equity for the six months ended June 30, 2013:

(Dollars in thousands, except per share data)	Common Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Cumulative		Total Stockholders' Equity	Non-controlling Interests	Total Equity
				Net Income Attributable to Common Stockholders	Cumulative Dividends			
Balance at December 31, 2012	\$ 875	\$ 2,100,297	\$ (2,092 )	\$ 801,416	\$(1,779,552)	\$ 1,120,944	\$ —	\$ 1,120,944
Issuance of common stock	49	132,368	—	—	—	132,417	—	132,417
Common stock redemptions	—	(246 )	—	—	—	(246 )	—	(246 )
Stock-based compensation	1	2,984	—	—	—	2,985	—	2,985
Total comprehensive loss	—	—	—	(25,204 )	—	(25,204 )	(52 )	(25,256 )
Dividends to common stockholders (\$0.60 per share)	—	—	—	—	(54,061 )	(54,061 )	—	(54,061 )
Distributions to non-controlling interests	—	—	—	—	—	—	(3 )	(3 )
Proceeds from non-controlling interests	—	—	—	—	—	—	1,388	1,388
Balance at June 30, 2013	\$ 925	\$ 2,235,403	\$ (2,092 )	\$ 776,212	\$(1,833,613)	\$ 1,176,835	\$ 1,333	\$ 1,178,168

## Common Stock

The following table provides a reconciliation of the beginning and ending common stock outstanding for the six months ended June 30, 2013 and the year ended December 31, 2012:

	Six Months Ended June 30, 2013	Year Ended December 31, 2012
Balance, beginning of period	87,514,336	77,843,883
Issuance of common stock	4,904,646	9,275,895
Restricted stock-based awards, net of forfeitures	77,667	394,558
Balance, end of period	92,496,649	87,514,336

## Equity Offering

On July 19, 2013, the Company issued 3,000,000 shares of common stock, par value \$0.01 per share, at \$26.13 per share in an underwritten public offering pursuant to the Company's existing effective registration statement. The net proceeds of the offering were approximately \$78.4 million before offering expenses.

## At-The-Market Equity Offering Program

During the six months ended June 30, 2013, the Company sold 4,844,771 shares of common stock under its at-the-market equity offering program for approximately \$131.4 million in net proceeds at prices ranging from \$24.19 to \$30.49. Of this amount, the Company sold 3,245,500 shares of common stock during the second quarter of 2013 for \$91.8 million in net proceeds. In July 2013, the Company sold 363,100 shares of common stock, generating \$9.1 million in net proceeds.

The Company's existing sales agreements with four investment banks allow sales under this program of up to 9,000,000 shares of common stock of which 5,391,400 authorized shares remain available for issuance as of July 30, 2013.

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## Notes to Condensed Consolidated Financial Statements - Continued

## Common Stock Dividends

During the first six months of 2013, the Company declared and paid common stock dividends totaling \$0.60 per share.

On July 30, 2013, the Company declared a quarterly common stock dividend in the amount of \$0.30 per share payable on August 30, 2013 to stockholders of record on August 15, 2013.

## Earnings (Loss) Per Common Share

The following table sets forth the computation of basic and diluted earnings (loss) per common share for the three and six months ended June 30, 2013 and 2012.

(Dollars in thousands, except per share data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Weighted average Common Shares outstanding				
Weighted average Common Shares outstanding	90,988,589	77,977,278	89,859,083	77,961,391
Nonvested shares	(1,784,422 )	(1,515,012 )	(1,803,451 )	(1,516,904 )
Weighted average Common Shares outstanding—Basic	89,204,167	76,462,266	88,055,632	76,444,487
Weighted average Common Shares—Basic	89,204,167	76,462,266	88,055,632	76,444,487
Dilutive effect of restricted stock	—	1,127,522	—	1,108,456
Dilutive effect of employee stock purchase plan	—	122,705	—	125,419
Weighted average Common Shares outstanding—Diluted	89,204,167	77,712,493	88,055,632	77,678,362
Net Income (Loss)				
Income (loss) from continuing operations	\$(26,522 )	\$2,220	\$(24,461 )	\$3,654
Noncontrolling interests' share in net (income) loss	33	(20 )	52	(20 )
Income (loss) from continuing operations attributable to common stockholders	(26,489 )	2,200	(24,409 )	3,634
Discontinued operations	2,284	708	(795 )	2,408
Net income (loss) attributable to common stockholders	\$(24,205 )	\$2,908	\$(25,204 )	\$6,042
Basic Earnings (Loss) Per Common Share				
Income (loss) from continuing operations	\$(0.30 )	\$0.03	\$(0.28 )	\$0.05
Discontinued operations	0.03	0.01	(0.01 )	0.03
Net income (loss) attributable to common stockholders	\$(0.27 )	\$0.04	\$(0.29 )	\$0.08
Diluted Earnings (Loss) Per Common Share				
Income (loss) from continuing operations	\$(0.30 )	\$0.03	\$(0.28 )	\$0.05
Discontinued operations	0.03	0.01	(0.01 )	0.03
Net income (loss) attributable to common stockholders	\$(0.27 )	\$0.04	\$(0.29 )	\$0.08

The effect of nonvested stock totaling 1,320,412 and 1,303,441 shares, respectively, and options under the Employee Stock Purchase Plan to purchase the Company's stock totaling 158,930 and 185,281 shares, respectively, for the three and six months ended June 30, 2013 were excluded from the calculation of diluted loss per common share because the effect was anti-dilutive due to the net loss from continuing operations incurred during those periods.

## Incentive Plans

The Company has various stock-based incentive plans for its employees and directors. Awards under these plans include nonvested stock issued to employees and the Company's directors. During the six months ended June 30, 2013 and 2012, the Company issued 66,787 and 103,225 shares of nonvested common stock, respectively, to its employees under its stock-based incentive plans and withheld 9,376 shares and 2,342 shares of common stock, respectively, from its officers to pay estimated withholding taxes related to shares that vested.



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## Notes to Condensed Consolidated Financial Statements - Continued

A summary of the activity under the stock-based incentive plans for the three and six months ended June 30, 2013 and 2012 is included in the table below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Stock-based awards, beginning of period	1,813,073	1,518,512	1,770,061	1,430,675
Granted	20,256	27,864	87,043	131,089
Vested	(55,246	) (38,102	) (79,021	) (53,490
Forfeited	—	—	—	—
Stock-based awards, end of period	1,778,083	1,508,274	1,778,083	1,508,274

Under the Company's Employee Stock Purchase Plan, in January of each year, each eligible employee is granted an option to purchase up to \$25,000 of common stock at the lesser of 85% of the market price on the date of grant or 85% of the market price on the date of exercise of such option. The number of shares subject to each year's option becomes fixed on the date of grant. Options granted under the Employee Stock Purchase Plan expire if not exercised within 27 months after each such option's date of grant. The Company recorded approximately \$0.3 million in general and administrative expenses during the first quarter of 2013 relating to the grants of options to its employees under the Employee Stock Purchase Plan based on the Company's estimate of option exercises.

A summary of the activity under the Employee Stock Purchase Plan for the three and six months ended June 30, 2013 and 2012 is included in the table below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Outstanding and exercisable, beginning of period	458,694	530,070	433,452	425,196
Granted	—	—	246,717	327,936
Exercised	(13,490	) (8,787	) (53,005	) (21,368
Forfeited	(11,403	) (23,547	) (22,812	) (51,713
Expired	—	—	(170,551	) (182,315
Outstanding and exercisable, end of period	433,801	497,736	433,801	497,736

## Note 6. Defined Benefit Pension Plan

The Company's Executive Retirement Plan provides benefits upon retirement for three of the Company's founding officers. The plan is unfunded and benefits will be paid from cash flows of the Company. The maximum annual benefits payable to each individual under the Executive Retirement Plan is \$896,000, subject to cost-of-living adjustments. As of June 30, 2013, only the Company's Chief Executive Officer was eligible to retire under the Executive Retirement Plan.

Net periodic benefit cost recorded related to the Company's pension plans for the three and six months ended June 30, 2013 and 2012 is detailed in the following table.

(Dollars in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Service costs	\$22	\$19	\$43	\$38
Interest costs	149	181	298	363
Amortization of net gain/loss	344	248	690	496
Amortization of prior service cost	(297	) (181	) (594	) (362
Total recognized in net periodic benefit cost	\$218	\$267	\$437	\$535



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## Notes to Condensed Consolidated Financial Statements - Continued

## Note 7. Fair Value of Financial Instruments

The carrying amounts of cash and cash equivalents, receivables and payables are reasonable estimates of their fair value as of June 30, 2013 and December 31, 2012 due to their short-term nature. The fair value of notes and bonds payable is estimated using cash flow analyses, based on the Company's current interest rates for similar types of borrowing arrangements. The fair value of mortgage notes and notes receivable is estimated based either on cash flow analyses at an assumed market rate of interest or at a rate consistent with the rates on mortgage notes acquired by the Company recently or notes receivable entered into by the Company recently. The table below details the fair value and carrying values for notes and bonds payable, mortgage notes receivable and notes receivable at June 30, 2013 and December 31, 2012.

(Dollars in millions)	June 30, 2013		December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Notes and bonds payable <sup>(1)</sup>	\$1,301.4	\$1,356.8	\$1,293.0	\$1,437.2
Mortgage notes receivable <sup>(2)</sup>	\$212.3	\$212.4	\$162.2	\$158.3
Notes receivable, net of allowances <sup>(2)</sup>	\$0.1	\$0.1	\$0.1	\$0.1

(1) Level 3 - Fair value derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

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

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

#### Disclosure Regarding Forward-Looking Statements

This report and other materials the Company has filed or may file with the Securities and Exchange Commission, as well as information included in oral statements or other written statements made, or to be made, by senior management of the Company, contain, or will contain, disclosures that are "forward-looking statements."

Forward-looking statements include all statements that do not relate solely to historical or current facts and can be identified by the use of words such as "may," "will," "expect," "believe," "anticipate," "target," "intend," "plan," "estimate," "continue," "should," "could" and other comparable terms. These forward-looking statements are based on the current plans and expectations of management and are subject to a number of risks and uncertainties, including the risks, as described in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 that could significantly affect the Company's current plans and expectations and future financial condition and results.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Stockholders and investors are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in the Company's filings and reports, including, without limitation, estimates and projections regarding the performance of development projects the Company is pursuing.

For a detailed discussion of the Company's risk factors, please refer to the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2012.

The purpose of this Management Discussion and Analysis (MD&A) is to provide an understanding of the Company's consolidated financial condition, results of operations and cash flows by focusing on the changes in certain key measures from year to year. MD&A is provided as a supplement to, and should be read in conjunction with, the Company's Consolidated Financial Statements and accompanying notes. MD&A is organized in the following sections:

#### Overview

#### Liquidity and Capital Resources

- Trends and Matters Impacting Operating Results

#### Results of Operations

#### Overview

The Company's business is to own and operate medical office and other medical-related facilities that produce stable and growing rental income. Additionally, the Company provides a broad spectrum of services needed to own, develop, lease, finance and manage its portfolio of healthcare properties. The Company focuses its portfolio on outpatient-related facilities located on or near the campuses of large acute care hospitals and associated with leading health systems because management views these facilities as stable, lower-risk real estate investments. In addition to consistent growth in demand for outpatient services, management believes that the Company's diversity of tenants, which includes over 30 physician specialties, as well as surgery, imaging and diagnostic centers, lowers the Company's overall financial and operational risk. Substantially all of the Company's revenues are derived from operating leases on its real estate properties and interest earned on outstanding notes receivable.

#### Liquidity and Capital Resources

#### Sources and Uses of Cash

The Company's primary sources of cash include rent and interest receipts from its real estate and mortgage portfolio based on contractual arrangements with its tenants, sponsors, and borrowers, borrowings under its unsecured credit facility due 2017(the "Unsecured Credit Facility"), proceeds from the sales of real estate properties or the repayments



of mortgage notes receivable or proceeds from public or private debt or equity offerings.

The Company expects to continue to meet its liquidity needs, including funding additional investments, paying dividends, and funding debt service through cash on hand, cash flows from operations, and the cash flow sources addressed above. The Company also had unencumbered real estate assets with a book value of approximately \$2.6 billion at June 30, 2013, of which a portion could serve as collateral for secured mortgage financing. The Company believes that its liquidity and sources of capital are adequate to satisfy its cash requirements. The Company cannot, however, be certain that these sources of funds will be available at a time and upon terms acceptable to the Company in sufficient amounts to meet its liquidity needs. Dividends paid by the Company for the six months ended June 30, 2013 were funded from cash flows from operations and the Unsecured Credit Facility, as cash flows from operations were not adequate to fully fund dividends paid at the rate per quarter of \$0.30 per share. For the full year 2013, the Company may continue to use the Unsecured Credit Facility to supplement its cash flows from operations to fund dividends at the current rate. The Company expects that acquisitions occurring in the second half of

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2013 and the continued lease-up of its properties in the process of stabilization will generate additional cash flows from operations such that dividends can be fully funded with cash flows from operations.

### Investing Activities

Cash flows used in investing activities for the six months ended June 30, 2013 were approximately \$102.5 million. Below is a summary of the significant investing activity. See Note 2 to the Condensed Consolidated Financial Statements for more detailed information on these activities.

The Company acquired a 100% leased inpatient rehabilitation facility in Texas for a purchase price of \$16.3 million and acquired a 100% leased medical office building in Tennessee for a purchase price of \$16.2 million.

The Company disposed of 15.1 acres of land in Texas in which the Company had an aggregate net investment of approximately \$8.1 million for approximately \$5.0 million, which included \$1.1 million in net cash proceeds and the origination of a \$3.7 million Company-financed mortgage note receivable.

The Company disposed of five medical office buildings with an aggregate sales price of approximately \$12.0 million, generating net cash proceeds of \$11.1 million and the origination of a \$0.6 million seller-financed mortgage receivable. In connection with the sales, the Company repaid a mortgage note payable of \$1.1 million and incurred debt extinguishment costs of \$0.3 million. The Company recognized gains of approximately \$1.8 million related to these transactions.

At June 30, 2013, the Company had two ongoing development projects affiliated with Mercy Health under construction mortgage notes:

The Company provided \$18.1 million in fundings during the six months ended June 30, 2013 on the medical office building under construction in Oklahoma, bringing cumulative fundings to date to \$74.9 million. This project, which was originally scheduled to be completed in July 2013, sustained tornado damage in late May 2013. The tornado damage has caused a delay in the completion date and an assessment is ongoing as to the total scope of the damage and the expected final completion date. While subject to change, the current estimated completion date is the middle part of 2014. Builder's risk insurance is expected to fund the necessary repairs. Approximately \$16.3 million remains available under the loan.

The Company provided \$27.8 million in fundings during the six months ended June 30, 2013 on the orthopedic facility under construction in Missouri, bringing cumulative fundings to date to \$89.4 million. This project was scheduled to be completed in November 2013, but is ahead of schedule and is now expected to be completed in September 2013. The Company anticipates funding the remaining \$22.0 million under the loan and expects to acquire the facility for the outstanding loan balance during the third quarter of 2013.

For the six months ended June 30, 2013, the Company funded approximately \$13.5 million on 12 properties in the process of stabilization subsequent to construction in which the Company anticipates funding approximately \$11.3 million throughout the remainder of 2013.

Beyond the current commitments, the Company has no new developments planned. However, the Company is regularly in discussions with health systems, developers and others that could lead to attractive development opportunities. The Company will consider these projects in light of existing obligations, the acquisition environment, capital availability and cost, among other factors.

### Subsequent Dispositions

On July 15, 2013, the Company disposed of an inpatient rehabilitation facility located in Florida that was classified as held for sale and in which the Company had a \$7.4 million net investment at June 30, 2013. The base rent was approximately \$0.4 million per quarter as of June 30, 2013. The purchase price was \$11.9 million. This property was sold pursuant to a purchase option contained in the lease which expired on July 15, 2013. The Company expects to record a \$4.3 million gain on the disposal.

On July 31, 2013, the Company expects to close on the disposition of an inpatient rehabilitation facility located in Alabama that was classified as held for sale and in which the Company had a \$11.2 million net investment at June 30, 2013. The base rent was approximately \$0.6 million per quarter as of June 30, 2013. The purchase price is \$17.5 million. This property will be sold pursuant to a purchase option contained in the lease which expires on July 31, 2013. The Company expects to record a \$6.2 million gain on the disposal.

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## Potential Dispositions

The Company received notice in April 2013 that a tenant is exercising purchase options on two inpatient rehabilitation facilities located in Pennsylvania upon the expiration of the current leases on September 30, 2013. The purchase prices will be the greater of fair market value or \$17.6 million for each facility. The Company's aggregate net investment in the two facilities was approximately \$24.9 million, and base rent was approximately \$1.3 million per quarter as of June 30, 2013. Subsequent to providing notice of its exercise of the purchase options, the operator contacted the Company to continue long-term lease renewal discussions for these two properties. These discussions are on-going as of the date of this report. If the Company does not reach an agreement with the tenant to renew these two leases, the properties are expected to be sold on September 30, 2013 pursuant to the option terms.

The Company may from time to time sell additional properties and redeploy cash from property sales and mortgage repayments into investments. To the extent revenues related to the properties being sold and the mortgages being repaid exceed income from these investments, the Company's results of operations and cash flows could be adversely affected.

## Financing Activities

Cash flows provided by financing activities for the six months ended June 30, 2013 were approximately \$53.3 million. Significant inflows from accessing the public debt and equity markets totaled \$497.0 million, net of costs incurred. Aggregate cash outflows totaled approximately \$443.7 million associated with repayments of indebtedness and dividends paid to common stockholders. Below is a summary of the significant financing activity. See Notes 3 and 5 to the Condensed Consolidated Financial Statements for more information on the capital markets and financing activities.

## Changes in Debt Structure

On February 15, 2013, the Company amended the Unsecured Credit Facility, extending the maturity date to April 14, 2017, while providing the Company two six-month options to extend the maturity date to April 14, 2018. The amendment also reduced the applicable margin rate range to 0.95% to 1.75% (currently 1.4% based on the Company's credit rating) over LIBOR for purposes of determining interest and the annual facility fee to a range of 0.15% to 0.35% (currently at 0.30%). The Company paid up-front fees to the lenders of approximately \$2.7 million, which will be amortized over the term of the facility, and wrote-off \$0.3 million in certain unamortized deferred financing costs associated with the original facility in connection with the amendment. The Company had \$230.0 million outstanding under the Unsecured Credit Facility and had a remaining borrowing capacity of approximately \$470.0 million as of June 30, 2013. No significant changes were made to the covenant provisions.

On March 26, 2013, the Company issued \$250.0 million of unsecured senior notes due 2023 (the "Senior Notes due 2023"), bearing interest at 3.75%, payable semi-annually in arrears on April 15 and October 15, commencing October 15, 2013, and maturing on April 15, 2023 unless redeemed earlier by the Company. Proceeds received were net of a discount of approximately \$2.1 million, yielding a 3.85% interest rate per annum upon issuance. The Senior Notes due 2023 contain various financial covenant provisions that are required to be met on a quarterly and annual basis and are consistent with the Company's other outstanding senior notes.

The Company redeemed its 5.125% unsecured senior notes due 2014 (the "Senior Notes due 2014") on April 18, 2013, at a price of \$277.3 million consisting of the following:

outstanding principal of \$264.7 million,

accrued interest as of the redemption date of \$0.7 million; and

a "make-whole" amount of approximately \$11.9 million, resulting in a loss on extinguishment of debt totaling approximately \$12.3 million, including the write-off of unaccreted discount and unamortized costs.

On June 28, 2013, the Company prepaid in full a secured loan from Teachers Insurance and Annuity Association of America ("TIAA") bearing an interest rate of 7.25% at an amount equal to \$94.3 million consisting of the following:

outstanding principal of \$77.0 million

accrued interest as of the redemption date of \$0.5 million; and

a prepayment penalty of approximately \$16.8 million, resulting in a loss on extinguishment of debt totaling \$17.4 million, including the write-off of unamortized costs.

The Company believes these activities were warranted, including the costs incurred to execute the transactions, given the opportunities to refinance at lower interest rates that lower future costs of capital, improve the Company's debt and credit metrics and extend its debt maturities.

As of June 30, 2013, the Company's leverage ratio [debt divided by (debt plus stockholders' equity less intangible assets plus accumulated depreciation)] was approximately 42.3%.

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The Company's various debt agreements contain certain representations, warranties, and financial and other covenants customary in such debt agreements. Among other things, these provisions require the Company to maintain certain financial ratios and minimum tangible net worth and impose certain limits on the Company's ability to incur indebtedness and create liens or encumbrances. At June 30, 2013, the Company was in compliance with the financial covenant provisions under all of its various debt instruments.

### Common Stock Issuances

- The following summarizes the Company shares of common stock sold under its at-the-market equity program:

During the six months ended June 30, 2013, the Company sold 4,844,771 shares of common stock under this program at prices ranging from \$24.19 per share to \$30.49 per share, generating approximately \$131.4 million in net proceeds. In July 2013, the Company sold 363,100 shares of common stock, generating \$9,100 million in net proceeds, with 5,391,400 authorized shares remaining available to be sold under these agreements.

On July 19, 2013, the Company issued 3,000,000 shares of common stock, par value \$0.01 per share, at \$26.13 per share in an underwritten public offering pursuant to the Company's existing effective registration statement. The net proceeds of the offering were approximately \$78.4 million before offering expenses.

### Operating Activities

Cash flows provided by operating activities decreased from \$52.8 million for the six months ended June 30, 2012 to \$43.6 million for the six months ended June 30, 2013. Several items impact cash flows from operations including, but not limited to, cash generated from property operations, interest payments and the timing related to the payment of invoices and other expenses and receipts of tenant rent.

The Company may from time to time sell additional properties and redeploy cash from property sales and mortgage repayments into investments. To the extent revenues related to the properties being sold and the mortgages being repaid exceed income from these investments, the Company's results of operations and cash flows could be adversely affected.

### Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements that are reasonably likely to have a current or future material effect on the Company's financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### New Accounting Pronouncements

See Note 1 to the Condensed Consolidated Financial Statements for the impact of new accounting standards. The adoption of the new standard did not have a material impact on the Company's results of operations or financial position.

### Trends and Matters Impacting Operating Results

Management monitors factors and trends important to the Company and the REIT industry in order to gauge the potential impact on the operations of the Company. In addition to the matters discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, below are some of the factors and trends that management believes may impact future operations of the Company.

### Expiring Leases

The Company expects that approximately 15%-20% of the leases in its multi-tenanted portfolio will expire each year. There are 393 leases that have expired or will expire during 2013. Approximately 89% of the leases expiring in 2013 are located in buildings on hospital campuses, are distributed throughout the portfolio and are not concentrated with any one tenant, health system or location. The Company typically expects 75% to 85% of multi-tenant leases to renew upon expiration and the renewals for the first six months of the year are within this range.

Leases on six single tenant net lease properties have expired and will expire during 2013. Two of the properties are outpatient medical office buildings that the Company anticipates will be vacated by the existing tenants. One of the outpatient medical office buildings is located on a hospital campus and is 12,000 square feet, the other is located off campus and is 110,000 square feet. These properties generated approximately \$0.9 million in net operating income during the six months ended June 30, 2013. At the expiration of the current lease term, the properties will be converted to the multi-tenant portfolio and the Company is currently working to lease the properties. The remaining four properties are inpatient rehabilitation facilities and the operator has exercised purchase options for these properties. One of the properties sold on July 15, 2013 and one is expected to sell on July 31, 2013. The Company continues to have discussions with the operator about potentially extending the leases for the two

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remaining facilities in Pennsylvania. The exercise of these four purchase options is discussed in more detail in Note 2 to the Condensed Consolidated Financial Statements.

## Operating Expenses

The Company is experiencing an increase in property taxes throughout its portfolio as a result of increasing assessments and tax rates levied across the country. The effects of these increases are mitigated in leases that have operating expense reimbursement provisions. The Company continues its robust efforts to appeal all property tax increases. In addition, the Company anticipates a seasonal increase in utilities in the third quarter.

## Non-GAAP Financial Measures

## Same Store Net Operating Income

The following table reflects the Company's same store NOI for the three months ended June 30, 2013 and 2012.

(Dollars in thousands)	Number of Properties <sup>(1)</sup>	Investment at June 30, 2013	Same Store NOI for the Three Months Ended June 30,	
			2013 <sup>(2)</sup>	2012 <sup>(2)</sup>
Multi-tenant Properties	127	\$1,622,970	\$31,276	\$31,254
Single-tenant Net Lease Properties	35	497,895	12,534	12,387
Total	162	\$2,120,865	\$43,810	\$43,641

(1) Mortgage notes receivable, construction in progress, an investment in one unconsolidated joint venture, corporate property and assets classified as held for sale are excluded.

(2) Reconciliation of Same Store NOI:

(Dollars in thousands)	Three Months Ended June 30,	
	2013	2012
Rental income	\$79,119	\$74,184
Rental lease guaranty income <sup>(a)</sup>	1,332	1,185
Property operating expense	(31,732)	(29,150)
Exclude Straight-line rent revenue	(1,974)	(1,328)
NOI	46,745	44,891
NOI not included in same store	(2,935)	(1,250)
Same store NOI	\$43,810	\$43,641

(a) Other operating income reconciliation:

Rental lease guaranty income	\$1,332	\$1,185
Interest income	91	97
Management fee income	40	37
Other	45	51
	\$1,508	\$1,370

Net operating income ("NOI") and same store NOI are non-GAAP financial measures of performance. Management considers same store NOI an important supplemental measure because it allows investors, analysts and Company management to measure unlevered property-level operating results and to compare those results to other real estate companies and between periods on a consistent basis. The Company defines NOI as operating revenues (property operating revenue, single-tenant net lease revenue, and rental lease guaranty income) less property operating expenses related specifically to the property portfolio. NOI excludes straight-line rent, general and administrative expenses, interest expense, depreciation and amortization, gains and losses from property sales, property management fees and



other revenues and expenses not specifically related to the property portfolio. NOI may also be adjusted for certain expenses that are related to prior periods or are not considered to be part of the operations of the properties. Properties included in the same store analysis are stabilized properties that have been included in operations and were consistently reported as leased and stabilized properties for the duration of the year-over-year comparison period

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presented. Accordingly, properties that were recently acquired or disposed of, properties classified as held for sale, and properties in stabilization or conversion are excluded from the same store analysis.

## Funds from Operations

Funds from operations (“FFO”) and FFO per share are operating performance measures adopted by the National Association of Real Estate Investment Trusts, Inc. (“NAREIT”). NAREIT defines FFO as the most commonly accepted and reported measure of a REIT’s operating performance equal to “net income (computed in accordance with GAAP), excluding gains (or losses) from sales of property, plus depreciation and amortization, and after adjustments for unconsolidated partnerships and joint ventures.” The Company follows the NAREIT definition in calculating and presenting FFO and FFO per share.

Management believes FFO and FFO per share to be supplemental measures of a REIT’s performance because they provide an understanding of the operating performance of the Company’s properties without giving effect to certain significant non-cash items, primarily depreciation and amortization expense. Historical cost accounting for real estate assets in accordance with generally accepted accounting principles (“GAAP”) assumes that the value of real estate assets diminishes predictably over time. However, real estate values instead have historically risen or fallen with market conditions. The Company believes that by excluding the effect of depreciation, amortization and gains or losses from sales of real estate, all of which are based on historical costs and which may be of limited relevance in evaluating current performance, FFO and FFO per share can facilitate comparisons of operating performance between periods. The Company reports FFO and FFO per share because these measures are observed by management to also be the predominant measures used by the REIT industry and by industry analysts to evaluate REITs and because FFO per share is consistently reported, discussed, and compared by research analysts in their notes and publications about REITs. For these reasons, management has deemed it appropriate to disclose and discuss FFO and FFO per share. However, FFO does not represent cash generated from operating activities determined in accordance with GAAP and is not necessarily indicative of cash available to fund cash needs. FFO should not be considered as an alternative to net income attributable to common stockholders as an indicator of the Company’s operating performance or as an alternative to cash flow from operating activities as a measure of liquidity.

FFO for the three and six months ended June 30, 2013 compared to 2012 was primarily impacted by the various acquisitions and dispositions of the Company’s real estate portfolio, the results of operations of the portfolio from period to period and the loss on the extinguishments of debt of approximately \$29.9 million, or \$0.33 per common share. In addition, the Company completed an equity offering in the third quarter of 2012 of 9.2 million shares of common stock which negatively impacted the 2013 FFO per share by approximately \$0.03 per share.

The table below reconciles FFO to net income (loss) attributable to common stockholders for the three and six months ended June 30, 2013 and 2012:

(Amounts in thousands, except per share data)	Three Months Ended		Six Months Ended	
	June 30, 2013	2012	June 30, 2013	2012
Net Income (Loss) Attributable to Common Stockholders	\$ (24,205	) \$ 2,908	\$ (25,204	) \$ 6,042
Gain on sales of real estate properties	(1,783	) (3	) (1,783	) (3,431
Impairments	—	167	3,630	4,336
Real estate depreciation and amortization	24,002	23,467	47,960	46,896
Total adjustments	22,219	23,631	49,807	47,801
Funds from Operations	\$ (1,986	) \$ 26,539	\$ 24,603	\$ 53,843
Funds from Operations per Common Share—Basic	\$ (0.02	) \$ 0.35	\$ 0.28	\$ 0.70
Funds from Operations per Common Share—Diluted	\$ (0.02	) \$ 0.34	\$ 0.27	\$ 0.69
Weighted Average Common Shares Outstanding—Basic	89,204	76,462	88,056	76,444

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Weighted Average Common Shares Outstanding—Diluted	89,204	77,712	89,544	77,678
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The effect of nonvested stock totaling 1,320,412 shares and options under the Employee Stock Purchase Plan to purchase the Company's stock totaling 158,930 shares were excluded from the calculation of diluted loss per common share for the three months ended June 30, 2013 because the effect was anti-dilutive due to the negative FFO incurred during that period.

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Management believes that net income, as defined by GAAP, is the most appropriate earnings measurement. However, management considers certain non-GAAP financial measures to be useful supplemental measures of the Company's operating performance. A non-GAAP financial measure is generally defined as one that purports to measure historical or future financial performance, financial position or cash flows, but excludes or includes amounts that would not be so adjusted in the most comparable GAAP measure. Set forth below are descriptions of the non-GAAP financial measures management considers relevant to the Company's business and useful to investors, as well as reconciliations of these measures to the most directly comparable GAAP financial measures.

The non-GAAP financial measures presented herein are not necessarily identical to those presented by other real estate companies due to the fact that not all real estate companies use the same definitions. These measures should not be considered as alternatives to net income (determined in accordance with GAAP), as indicators of the Company's financial performance, or as alternatives to cash flow from operating activities (determined in accordance with GAAP) as measures of the Company's liquidity, nor are these measures necessarily indicative of sufficient cash flow to fund all of the Company's needs. Management believes that in order to facilitate a clear understanding of the Company's consolidated historical operating results, these measures should be examined in conjunction with net income as presented in the Condensed Consolidated Financial Statements and other financial data included elsewhere in this Quarterly Report on Form 10-Q.

## Results of Operations

Three Months Ended June 30, 2013 Compared to Three Months Ended June 30, 2012

The Company's results of operations for the three months ended June 30, 2013 compared to the same period in 2012 were significantly impacted by acquisitions, dispositions, properties in stabilization, gains on sales of real estate investments and extinguishments of debt.

## Revenues

Rental income increased \$4.9 million, or 6.7%, to approximately \$79.1 million compared to \$74.2 million in the prior year and is comprised of the following:

(Dollars in thousands, except per share data)	Three Months Ended June 30,		Change		
	2013	2012	\$	%	
Property operating	\$62,886	\$60,467	\$2,419	4.0	%
Single-tenant net lease	14,259	12,389	1,870	15.1	%
Straight-line rent	1,974	1,328	646	48.6	%
Total Rental income	\$79,119	\$74,184	\$4,935	6.7	%

Property operating income increased \$2.4 million, or 4.0%, from the prior year as a result of the following activity:

• Acquisitions in 2012 and 2013 contributed \$1.5 million.

• Additional leasing activity at properties in stabilization contributed \$2.4 million.

Net leasing activity including contractual rent increases and renewals contributed in a decrease of \$1.0 million as a result of rent abatements included in certain lease renewals. The effects are partially offset in the increase in straight-line rent revenue.

• Conversion to single-tenant net lease revenue caused a decrease of \$0.5 million.

Single-tenant net lease revenue increased \$1.9 million, or 15.1%, from the prior year as a result of the following activity:

• The Company's 2012 and 2013 acquisitions contributed \$1.4 million.

New leasing activity including contractual rent increases contributed \$0.1 million.

Lease conversions from property operating revenue contributed \$0.3 million.

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Straight-line rent increased \$0.6 million, or 48.6%, from the prior year as a result of the following activity:

• The Company's 2012 and 2013 acquisitions contributed \$0.2 million.

• New leasing activity including contractual rent increases and the effects of rent abatements contributed \$0.4 million.

Mortgage interest income increased \$1.4 million, or 68.1%, from the prior year. The continued funding of two mortgage construction notes receivable for the two build-to-suit facilities affiliated with Mercy Health contributed \$1.6 million. This amount was offset by payoffs of other mortgage notes.

#### Expenses

Property operating expenses increased \$2.6 million, or 8.9%, for the three months ended June 30, 2013 compared to the prior year period. Properties acquired in 2012 and 2013 accounted for an increase of \$0.6 million and properties that were previously under construction that commenced operations during 2012 accounted for an increase of \$0.4 million. Real estate taxes increased \$1.6 million.

General and administrative expenses increased approximately \$1.3 million, or 29.2%, for the three months ended June 30, 2013 compared to the prior year period because of an increase in compensation-related expenses totaling \$0.8 million, primarily non-cash stock-based compensation, and project costs of approximately \$0.2 million.

Depreciation expense increased \$1.3 million, or 6.4%, for the three months ended June 30, 2013 compared to the prior year period. Properties acquired in 2012 and 2013 and developments completed and commencing operations contributed a combined increase of \$1.0 million.

#### Other income (expense)

Loss on extinguishments of debt are associated with the redemption of the Senior Notes due 2014 of approximately \$12.3 million and the payoff of a secured loan with TIAA of approximately \$17.4 million. See Note 3 to the Condensed Consolidated Financial Statements for more detail.

Interest expense increased \$0.4 million for the three months ended June 30, 2013 compared to the prior year period.

The components of interest expense are as follows:

(Dollars in thousands)	2013	2012	Change	Percentage Change	
Contractual interest	\$17,917	\$19,103	\$(1,186)	(6.2)	%
Net discount accretion	306	245	61	24.9	%
Deferred financing costs amortization	766	792	(26)	(3.3)	%
Interest cost capitalization	(64)	(1,634)	1,570	(96.1)	%
Total Interest expense	\$18,925	\$18,506	\$419	2.3	%

Contractual interest decreased \$1.2 million primarily as a result of a lower average interest rate on the Unsecured Credit Facility, the lower interest on the Senior Notes due 2023 compared to the Senior Notes due 2014 and the repayment of a mortgage note payable. Capitalized interest expense decreased \$1.6 million from a decrease in development expenditures upon completion of various projects in progress.

#### Discontinued Operations

Results from discontinued operations for the three months ended June 30, 2013 was income of \$2.3 million compared to \$0.7 million for the three months ended June 30, 2012. These amounts include the results of operations, impairments and gains on sale related to assets classified as held for sale or disposed of as of June 30, 2013. See Note 2 to the Condensed Consolidated Financial Statements for more detail.

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## Six Months Ended June 30, 2013 Compared to Six Months Ended June 30, 2012

The Company's results of operations for the six months ended June 30, 2013 compared to the same period in 2012 were significantly impacted by acquisitions, dispositions, properties in stabilization, gains on sale and impairments of real estate investments and extinguishments of debt.

## Revenues

Rental income increased \$11.0 million to approximately \$157.1 million, or 7.5%, compared to \$146.1 million in the prior year and is comprised of the following:

(Dollars in thousands, except per share data)	Six Months Ended		Change		
	2013	2012	\$	%	
Property operating	\$125,378	\$118,951	\$6,427	5.4	%
Single-tenant net lease	27,957	24,153	3,804	15.7	%
Straight-line rent	3,813	3,018	795	26.3	%
Total Rental income	\$157,148	\$146,122	\$11,026	7.5	%

Property operating income increased \$6.4 million, or 5.4%, from the prior year as a result of the following activity:

• Acquisitions in 2012 and 2013 contributed \$3.0 million.

• Additional leasing activity at properties in stabilization contributed \$4.8 million.

Net leasing activity including contractual rent increases and renewals resulted in a decrease \$0.4 million as a result of rent abatements included in certain lease renewals. These effects are partially offset in the increase in straight-line rent revenue.

• Conversion to single-tenant net lease revenue caused a decrease of \$1.0 million.

Single-tenant net lease revenue increased \$3.8 million, or 15.7%, from the prior year as a result of the following activity:

• The Company's 2012 and 2013 acquisitions contributed \$2.4 million.

• New leasing activity including contractual rent increases contributed \$0.8 million.

• Lease conversions from property operating revenue contributed \$0.6 million.

Straight-line rent increased \$0.8 million, or 26.3% from the prior year as a result of the following activity:

• The Company's 2012 and 2013 acquisitions contributed \$0.6 million.

• New leasing activity including contractual rent increases and the effects of rent abatements contributed \$0.2 million.

Mortgage interest income increased \$2.0 million, or 46.9%, from the prior year. The continued funding of two mortgage construction notes receivable for the two build-to-suit facilities affiliated with Mercy Health contributed \$2.9 million. This amount was offset by payoffs of other mortgage notes.

## Expenses

Property operating expenses increased \$4.1 million, or 7.2%, for the six months ended June 30, 2013 compared to the prior year period. Properties acquired in 2012 and 2013 accounted for an increase of \$1.2 million and properties that were previously under construction that commenced operations during 2012 accounted for an increase of \$0.6 million. Real estate taxes increased \$2.6 million.

General and administrative expenses increased approximately \$2.6 million, or 26.6%, for the six months ended June 30, 2013 compared to the prior year period because of an increase in compensation-related expenses of approximately \$2.2 million, primarily non-cash stock-based compensation and project costs of approximately \$0.4 million.



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Depreciation expense increased \$2.7 million, or 6.6%, for the six months ended June 30, 2013 compared to the prior year period. Properties acquired in 2012 and 2013 and developments completed and commencing operations contributed a combined increase of \$2.0 million.

Amortization expense increased \$0.2 million for the six months ended June 30, 2013 compared to the prior year period primarily as a result of properties acquired during 2012 and 2013.

## Other income (expense)

Loss on extinguishments of debt are associated with the redemption of the Senior Notes due 2014 of approximately \$12.3 million and the payoff of a secured loan with TIAA of approximately \$17.4 million. See Note 3 to the Condensed Consolidated Financial Statements for more detail.

Interest expense decreased \$1.8 million for the six months ended June 30, 2013 compared to the prior year period. The components of interest expense are as follows:

(Dollars in thousands)	2013	2012	Change	Percentage Change	
Contractual interest	\$36,535	\$38,259	\$(1,724)	(4.5)	)%
Net discount accretion	536	486	50	10.3	%
Deferred financing costs amortization	1,795	1,584	211	13.3	%
Interest cost capitalization	(171)	(3,469)	) 3,298	(95.1)	)%
Total Interest expense	\$38,695	\$36,860	\$1,835	5.0	%

Contractual interest decreased \$1.7 million primarily as a result of a lower average interest rate on the Unsecured Credit Facility, the lower interest on the Senior Notes due 2023 compared to the Senior Notes due 2014 and the repayment of a mortgage note payable. Capitalized interest expense decreased \$3.3 million from a decrease in development expenditures upon completion of various projects in progress.

## Discontinued Operations

Results from discontinued operations for the six months ended June 30, 2013 were a loss of \$0.8 million compared to income of \$2.4 million for the six months ended June 30, 2012. These amounts include the results of operations, impairments and gains on sale related to assets classified as held for sale or disposed of as of June 30, 2013. See Note 2 to the Condensed Consolidated Financial Statements for more detail.

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

The Company is exposed to market risk in the form of changing interest rates on its debt and mortgage notes and other notes receivable. Management uses regular monitoring of market conditions and analysis techniques to manage this risk. During the six months ended June 30, 2013, there were no material changes in the quantitative and qualitative disclosures about market risks presented in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

## Item 4. Controls and Procedures

## Disclosure Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the period covered by this report. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports it files or submits under the Exchange Act.



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Changes in Internal Control over Financial Reporting

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## PART II—OTHER INFORMATION

## Item 1. Legal Proceedings

The Company is, from time to time, involved in litigation arising in the ordinary course of business or which is expected to be covered by insurance. The Company is not aware of any pending or threatened litigation that, if resolved against the Company, would have a material adverse effect on the Company's consolidated financial position, results of operations, or cash flows.

## Item 1A. Risk Factors

In addition to the other information set forth in this report, an investor should carefully consider the factors discussed in Part I, "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, which could materially affect the Company's business, financial condition or future results. The risks, as described in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, are not the only risks facing the Company. Additional risks and uncertainties not currently known to management or that management currently deems immaterial also may materially, adversely affect the Company's business, financial condition, operating results or cash flows.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the six months ended June 30, 2013, the Company withheld shares of Company common stock to satisfy employee tax withholding obligations payable under the vesting of restricted stock, as follows:

Period	Total Number of Shares Purchased	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
January 1 - January 31	(745	)\$24.93	—	—
February 1 - February 28	(3,880	)25.60	—	—
March 1 - March 31	(1,436	)26.71	—	—
April 1 - April 30	(3,300	)27.00	—	—
May 1 - May 31	(15	)29.73	—	—
June 1 - June 30	—	—	—	—
Total	(9,376	)		

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Item 6. Exhibits

Exhibit	Description
Exhibit 3.1	Second Articles of Amendment and Restatement of the Company <sup>(1)</sup>
Exhibit 3.2	Amended and Restated Bylaws of the Company, as amended <sup>(2)</sup>
Exhibit 4.1	Specimen Stock Certificate <sup>(1)</sup>
Exhibit 4.2	Indenture, dated as of May 15, 2001, by and between the Company and Regions Bank, as trustee <sup>(3)</sup>
Exhibit 4.3	Second Supplemental Indenture, dated as of March 30, 2004, by and between the Company and Regions Bank, as Trustee <sup>(4)</sup>
Exhibit 4.4	Form of 5.125% Senior Note Due 2014 <sup>(4)</sup>
Exhibit 4.5	Third Supplemental Indenture, dated December 4, 2009, by and between the Company and Regions Bank, as Trustee <sup>(5)</sup>
Exhibit 4.6	Form of 6.50% Senior Notes due 2017 (set forth in Exhibit B to the Third Supplemental Indenture filed as Exhibit 4.5 thereto) <sup>(5)</sup>
Exhibit 4.7	Fourth Supplemental Indenture, dated December 13, 2010, by and between the Company and Regions Bank, as Trustee <sup>(6)</sup>
Exhibit 4.8	Form of 5.750% Senior Notes due 2021 (set forth in Exhibit B to the Fourth Supplemental Indenture filed as Exhibit 4.7 thereto) <sup>(6)</sup>
Exhibit 4.9	Fifth Supplemental Indenture, dated March 26, 2013, by and between the Company and Regions Bank, as Trustee <sup>(7)</sup>
Exhibit 4.10	Form of 3.75% Senior Notes due 2023 (set forth in Exhibit B to the Fifth Supplemental Indenture filed as Exhibit 4.9 thereto) <sup>(7)</sup>
Exhibit 11	Statement re: Computation of per share earnings (filed herewith in Note 5 to the Condensed Consolidated Financial Statements)
Exhibit 31.1	Certification of the Chief Executive Officer of Healthcare Realty Trust Incorporated pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
Exhibit 31.2	Certification of the Chief Financial Officer of Healthcare Realty Trust Incorporated pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
Exhibit 32	Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith)
Exhibit 101.INS	XBRL Instance Document (filed herewith)

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Exhibit 101.SCH XBRL Taxonomy Extension Schema Document (filed herewith)

Exhibit 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith)

Exhibit 101.LAB XBRL Taxonomy Extension Labels Linkbase Document (filed herewith)

Exhibit 101.DEF XBRL Taxonomy Extension Definition Linkbase Document (filed herewith)

Exhibit 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith)

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(1) Filed as an exhibit to the Company's Registration Statement on Form S-11 (Registration No. 33-60506) previously filed pursuant to the Securities Act of 1933 and hereby incorporated by reference.

(2) Filed as an exhibit to the Company's Form 10-Q for the quarter ended September 30, 2007 and hereby incorporated by reference.

(3) Filed as an exhibit to the Company's Form 8-K filed May 17, 2001 and hereby incorporated as reference.

(4) Filed as an exhibit to the Company's Form 8-K filed March 29, 2004 and hereby incorporated by reference.

(5) Filed as an exhibit to the Company's Form 8-K filed December 4, 2009 and hereby incorporated by reference.

(6) Filed as an exhibit to the Company's Form 8-K filed December 13, 2010 and hereby incorporated by reference.

(7) Filed as an exhibit to the Company's Form 8-K filed March 26, 2013 and hereby incorporate by reference.

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SIGNATURE

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

HEALTHCARE REALTY TRUST INCORPORATED

By: /s/ SCOTT W. HOLMES

Scott W. Holmes

Executive Vice President and Chief Financial  
Officer

Date: July 30, 2013

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