ALAMO GROUP INC
Form 10-Q
May 08, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE

ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2009

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE

ACT OF 1934

FOR THE

TRANSITION PERIOD FROM ____ TO ____

COMMISSION FILE NUMBER 0-21220
ALAMO GROUP INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

	DELAWARE (State or other jurisdiction of incorporation or organization)		74-1621248 (I.R.S. Employer Identification Number)

1627 East Walnut, Seguin, Texas 78155

(Address of principal executive offices)

830-379-1480

(*Registrant s telephone number, including area code*)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF SECURITIES EXCHANGE ACT OF 1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH FILING REQUIREMENT FOR THE PAST 90 DAYS.

Yes X No ___

INDICATE BY CHECK MARK WHETHER REGISTRANT IS A LARGE ACCELERATED FILER, AN ACCELERATED FILER, OR A NON-ACCELERATED FILER. SEE DEFINITION OF ACCELERATED FILER AND LARGE ACCELERATED FILER IN EXCHANGE ACT RULE 12B-2. LARGE ACCELERATED FILER [ ] ACCELERATED FILER [X] NON-ACCELERATED FILER [ ]

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

AT APRIL 29, 2009, 9,974,454 SHARES OF COMMON STOCK, $.10 PAR VALUE, OF THE REGISTRANT WERE OUTSTANDING.

Alamo Group Inc. and Subsidiaries

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Alamo Group Inc. and Subsidiaries

Interim Consolidated Balance Sheets

(in thousands, except share amounts)	**March 31, 2009 (Unaudited)**		**December 31, 2008 (Audited)**
ASSETS			
Current assets:			
Cash and cash equivalents	$4,235	$	4,532
Accounts receivable, net	132,747		124,197
Inventories	130,750		132,248
Deferred income taxes	2,645		2,671
Prepaid expenses	2,952		2,377
Total current assets	273,329		266,025
Property, plant and equipment	125,889		125,952
Less: Accumulated depreciation	(66,531)		(64,168)
	59,358		61,784
Goodwill	46,987		48,107
Intangible Assets	3,962		3,982
Deferred income taxes	2,463		2,463
Assets held for sale	432		291
Other assets	1,422		1,702
Total assets	$387,953	$	384,354
LIABILITIES AND STOCKHOLDERS EQUITY			
Current liabilities:			
Trade accounts payable	$49,420	$	54,598
Income taxes payable	821		841
Accrued liabilities	25,942		26,059
Current maturities of long-term debt	5,380		4,186
Total current liabilities	81,563		85,684
Long-term debt, net of current maturities	110,027		99,884

Deferred Pension Liability	8,758	8,682
Other long-term liabilities	4,797	5,139
Deferred income taxes	689	653
Stockholders equity:		
Common stock, $.10 par value, 20,000,000 shares authorized;		
10,006,854 and 9,964,529 issued and outstanding at March 31, 2009 and December 31, 2008	1,001	996
Additional paid-in capital	56,168	55,683
Treasury stock, at cost; 42,600 shares at March 31, 2009 and		
December 31, 2008	(426)	(426)
Retained earnings	133,011	132,064
Accumulated other comprehensive income, net	(7,635)	(4,005)
Total stockholders equity	182,119	184,312
Total liabilities and stockholders equity	$387,953	$ 384,354

See accompanying notes.

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Alamo Group Inc. and Subsidiaries

Interim Consolidated Statements of Income

(Unaudited)

		Three Months Ended March 31,		
(in thousands, except per share amounts)		**2009**		**2008**
Net sales:				
North American				
Industrial	$	43,152	$	62,612
Agricultural		23,831		32,503
European		43,160		38,666
Total net sales		110,143		133,781
Cost of sales		88,416		108,800
Gross profit		21,727		24,981
Selling, general and administrative expense		18,550		19,619
Income from operations		3,177		5,362
Interest expense		(1,096)		(1,835)
Interest income		160		410
Other income (expense), net		45		251
Income before income taxes		2,286		4,188
Provision for income taxes		743		1,356
Net Income	$	1,543	$	2,832
Net income per common share:				
Basic		$0.16	$	0.29
Diluted		$0.15	$	0.29
Average common shares:				
Basic		9,939		9,797
Diluted		9,963		9,921
Dividends declared	$	0.06		$0.06

See accompanying notes.

Alamo Group Inc. and Subsidiaries

Interim Consolidated Statements of Cash Flows

(Unaudited)

(in thousands)	**Three Months Ended March 31, 2009**	**2008**
Operating Activities		
Net income	$1,543	$ 2,832
Adjustment to reconcile net income to net cash		
used by operating activities:		
Provision for doubtful accounts	35	25
Depreciation	2,028	2,269
Amortization	20	26
Stock-based compensation expense	111	175
Excess tax benefits from stock-based payment arrangements	(8)	(23)
Provision for deferred income tax benefit (expense)	177	(308)
Loss on sale of property, plant & equipment	(3)	(39)
Changes in operating assets and liabilities:		
Accounts receivable	(10,541)	(28,058)
Inventories	(485)	(2,446)
Prepaid expenses and other assets	(370)	690
Trade accounts payable and accrued liabilities	(3,031)	8,829
Income taxes payable	(80)	(576)
Other long-term liabilities	(105)	495
Net cash used by operating activities	(10,709)	(16,109)
Investing Activities		
Acquisitions, net of cash acquired		
Purchase of property, plant and equipment	(1,077)	(1,705)
Proceeds from sale of property, plant and equipment	30	61
Net cash used by investing activities	(1,047)	(1,644)
Financing Activities		
Net change in bank revolving credit facility	10,500	34,000
Principal payments on long-term debt and capital leases	(809)	931
Proceeds from issuance of long-term debt	2,048	1,540
Dividends paid	(595)	(588)

Proceeds from sale of common stock	378		
Excess tax benefits from stock-based payment arrangements	8		23
Net cash provided by financing activities	11,530		35,906
Effect of exchange rate changes on cash	(71)		41
Net change in cash and cash equivalents	(297)		18,194
Cash and cash equivalents at beginning of the period	4,532		4,459
Cash and cash equivalents at end of the period	$4,235	$	22,653
Cash paid during the period for:			
Interest	$1,165	$	1,971
Income taxes	$1,821	$	2,249

See accompanying notes.

Alamo Group Inc. and Subsidiaries

Notes to Interim Condensed Consolidated Financial Statements - (Unaudited)

March 31, 2009

1. Basis of Financial Statement Presentation

The accompanying unaudited interim consolidated financial statements of Alamo Group Inc. and its subsidiaries (the Company) have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulations S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the year ending December 31, 2009. The balance sheet at December 31, 2008, has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company s annual report on Form 10-K for the year ended December 31, 2008.

2. Acquisitions

The acquisition described below was accounted for as a business combination in accordance with Statement of Financial Accounting Standards No. 141, Business Combinations . Accordingly, the purchase price has been allocated to the underlying assets and liabilities based on estimated fair values at the date of acquisition. The operating results of the acquired company are included with the Company s results of operations since acquisition date.

On May 30, 2008 the Company purchased Rivard Developpement (*Rivard*), a leading French manufacturer of vacuum trucks, high pressure cleaning systems and trenchers. The purchase price was approximately €15 million (approximately U.S. $23 million) plus the assumption of certain liabilities. We have preliminarily allocated the purchase price to the acquired assets and liabilities assumed and recorded goodwill of approximately €9 million (approximately U.S. $15 million) related to this acquisition. Finalization of the purchase price allocation is expected in May of 2009. The majority of the purchase price was funded utilizing the Company s cash reserves in Europe, with the balance from bank credit facilities. *Rivard s* sales in 2007 were €40 million, (approximately U.S. $62 million) and the company has 275 full-time employees. *Rivard* is located in Daumeray, France and was founded in 1952.

The unaudited pro forma statement of income of the Company assuming this transaction occurred at January 1, 2008 is as follows:

	Three Months Ended March 31	
(In thousands, except per share amounts)	**2009**	**2008**
Net Sales	$ 110,143	$ 149,281
Net Income	$ 1,543	$ 3,823
Diluted Earnings per Share	$ 0.15	$ 0.39

3. Accounts Receivable

Accounts Receivable is shown net of the allowance for doubtful accounts of $2,409,000 and $2,430,000 at March 31, 2009 and December 31, 2008, respectively.

4. Inventories

Inventories valued at LIFO cost represented 57% of total inventory at March 31, 2009 and December 31, 2008. The excess of current cost over LIFO valued inventories was $12,791,000 at March 31, 2009 and December 31, 2008. Inventory obsolescence reserves were $8,315,000 at March 31, 2009 and $8,978,000 at December 31, 2008. The decrease in reserve for obsolescence was mainly due to inventory written off in the Company s U.S. and European operations. Net inventories consist of the following:

		March 31,		**December 31,**
(in thousands)		**2009**		**2008**
Finished goods	$	105,378	$	104,819
Work in process		14,601		16,247
Raw materials		10,771		11,182
	$	130,750	$	132,248

An actual valuation of inventory under the LIFO method is made at the end of each year based on the inventory levels and costs at that time. The Company reviews interim LIFO, and based to some extent on management's estimates at each quarter end, the impact to the Interim Consolidated Statement of Income is not material.

5. Derivatives and Hedging

Most of the Company s outstanding debt is advanced from a revolving credit facility that accrues interest at a contractual margin over current market interest rates. The Company s financing costs associated with this credit facility can materially change with market increases and decreases of short-term borrowing rates, specifically London Inter Bank Operating Rate (LIBOR). During the second quarter of 2007, the Company entered into two interest rate swap agreements with one of its current lenders that hedge future cash flows related to its outstanding debt obligations. As of March 31, 2009, the Company had $105.5 million outstanding under its revolving credit facility and two interest rate swap contracts designated as cash flow hedges which are effectively hedging $40 million of these borrowings from changes in underlying LIBOR base rates. One swap has a three year term and fixes the LIBOR base rate at 4.910% covering $20 million of this debt. The other has a four year term and fixed the LIBOR base rate at

4.935% covering an additional $20 million of these variable rate borrowings. The fair market value of these hedges, which is the amount that would have been paid or received by the Company had it prematurely terminated these swap contracts at March 31, 2009, was a $2,180,000 liability. This is included in Other long-term liabilities with an offset in Accumulated other comprehensive income, net of taxes. At March 31, 2009, ineffectiveness related to the interest rate swap agreements was not material.

6. Fair Value Measurements

The Company adopted SFAS 157, Fair Value Measurements as of January 1, 2008. FSAS 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. SFAS 157 also specifies a fair value hierarchy based upon the observability of inputs used in valuation techniques. Observable inputs (highest level) reflect market data obtained from independent sources, while unobservable inputs (lowest level) reflect internally developed market assumptions. In accordance with SFAS 157, fair value measurements are classified under the following hierarchy:

Level 1 Quoted prices for identical instruments in active markets.

Level 2 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 all significant inputs or significant value-drivers are observable in active markets.

Level 3 Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable

When available, the Company uses quoted market prices to determine fair value, and the Company classifies such measurements within Level 1. In some cases where market prices are not available, the Company makes use of observable market based inputs to calculate fair value, in which case the measurements are classified with Level 2. If quoted or observable market prices are not available, fair value is based upon internally developed models that use, where possible, current market-based parameters such as interest rates, yield curves, currency rates, etc. These measurements are classified within Level 3.

Fair value measurements are classified to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

Derivative financial instruments

The fair value of interest rate swap derivatives is primarily based on third-party pricing service models. These models use discounted cash flows that utilize the appropriate market-based forward swap curves and zero-coupon interest rates. Interest rate swap derivatives are Level 2 measurements and have a fair value of a negative $2,180,000 as of March 31, 2009.

The fair value of foreign currency forward contracts is based on a valuation model that discounts cash flows resulting from the differential between the contract price and the market-based forward rate and is a Level 2 measurement and has a fair value of negative $15,000 as of March 31, 2009.

7. Common Stock and Dividends

Dividends declared and paid on a per share basis were as follows:

	March 31,
	Three Months Ended

	2009	2008
Dividends declared	$ 0.06	$ 0.06
Dividends paid	0.06	0.06

8. Stock-Based Compensation

The Company has granted options to purchase its common stock to employees and directors of the Company and its affiliates under various stock option plans at no less than the fair market value of the underlying stock on the date of grant. These options are granted for a term not exceeding ten years and are forfeited in the event the employee or director terminates his or her employment or relationship with the Company or one of its affiliates other than by retirement, based on certain criteria. These options generally vest over five years. All option plans contain anti-dilutive provisions that permit an adjustment of the number of shares of the Company s common stock represented by each option for any change in capitalization.

The Company adopted the fair value recognition provisions of Statement of Financial Accounting Standards No. 123(R), Share-Based Payment (Statement 123(R)), on January 1, 2006, using the modified-prospective-transition method. The fair value of the options are estimated using a Black-Scholes option-pricing model and are amortized to expense over the options vesting period. Prior to adoption of Statement 123(R), the Company accounted for share based payments under the recognition and measurement provisions of APB Opinion No. 25, Accounting for Stock Issued to Employees (APB 25), and related Interpretations, as permitted by Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (Statement 123). The Company did not recognize employee compensation cost related to its stock option grants in its Consolidated Statement of Income prior to adoption of Statement 123(R), as all options granted had an exercise price equal to the market value of the underlying common stock on the date of grant. Under the modified-prospective-transition method, compensation cost recognized beginning in 2006 includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of Statement 123, and (b) compensation cost for all share-based payments granted subsequent to January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of Statement 123(R).

The Company s stock-based compensation expense was $111,000 and $175,000 for the quarter ended March 31, 2009 and 2008, respectively.

Prior to the adoption of Statement 123(R), the Company presented all tax benefits of deductions resulting from the exercise of stock options as operating cash flows in the Statement of Cash Flows. Statement 123(R) requires the cash flows resulting from the tax benefits resulting from tax deductions in excess of the compensation cost recognized for those options (excess tax benefits) to be classified as financing cash flows.

There were no shares granted during the first quarter of 2009 and 2008.

Qualified Options

Following is a summary of activity in the Incentive Stock Option Plans for the period indicated:

For three months ending March 31, 2009

	Shares	Exercise Price*
Options outstanding at beginning of year	253,980	
Granted		
Exercised		
Cancelled		
Options outstanding at March 31, 2009	253,980	$20.44
Options exercisable at March 31, 2009	131,780	$18.01
Options available for grant at March 31, 2009	307,000	

**Weighted Averages*

Options outstanding and exercisable at March 31, 2009 were as follows:

Qualified Stock Options	**Options Outstanding**			**Options Exercisable**	
	Shares	Remaining Contractual Life(yrs)*	Exercise Price*	Shares	Exercise Price*
Range of Exercise Price					
$12.10 - $17.85	60,980	4.14	$ 13.65	60,980	$ 13.65
$19.79 - $25.18	193,000	7.44	$ 22.58	70,800	$ 21.77
Total	253,980			131,780	

**Weighted Averages*

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Non-qualified Options

Following is a summary of activity in the Non-Qualified Stock Option Plans for the period indicated:

For three months ending March 31, 2009

	Shares	Exercise Price*
Options outstanding at beginning of year	226,000	
Granted		
Exercised	(42,325)	$8.9375
Cancelled		
Options outstanding at March 31, 2009	183,675	$13.47
Options exercisable at March 31, 2009	152,175	$11.27
Options available for grant at March 31, 2009	63,500	

**Weighted Averages*

Options outstanding and exercisable at March 31, 2009 were as follows:

Non-Qualified Stock Options	**Options Outstanding**			**Options Exercisable**	
Range of Exercise Price	Shares	Remaining Contractual Life(yrs)*	Exercise Price*	Shares	Exercise Price*
$8.9375 - $12.10	137,675	1.60	$10.20	137,675	$10.20
$13.96 - $19.79	13,500	5.26	$18.71	7,500	$17.85
$25.02 - $25.18	32,500	7.92	$25.17	7,000	$25.16
Total	183,675			152,175	

**Weighted Averages*

9. Earnings Per Share

The following table sets forth the reconciliation from basic to diluted average common shares and the calculations of net income per common share. Net income for basic and diluted calculations do not differ.

	Three Months Ended March 31,	
(In thousands, except per share)	2009	2008
Net Income	$ 1,543	$ 2,832
Average Common Shares:		
Basic (weighted-average outstanding shares)	9,939	9,797
Dilutive potential common shares from stock options	24	124
Diluted (weighted-average outstanding shares)	9,963	9,921
Basic earnings per share	$ 0.16	$ 0.29
Diluted earnings per share	$ 0.15	$ 0.29

10. Segment Reporting

At March 31, 2009 the following unaudited financial information is segmented:

(in thousands)	Three Months Ended March 31, 2009	2008
Net Revenue		
Industrial	$ 43,152	$ 62,612
Agricultural	23,831	32,503
European	43,160	38,666
Consolidated	$ 110,143	$ 133,781
Operating Income		
Industrial	$ (1,108)	$ 1,514
Agricultural	1,241	900
European	3,044	2,948
Consolidated	$ 3,177	$ 5,362
Goodwill		
Industrial	$ 26,649	$ 27,307
Agricultural		5,731
European	20,338	10,909
Consolidated	$ 46,987	$ 43,947
Total Identifiable Assets		
Industrial	$ 170,254	$ 181,496
Agricultural	91,176	92,563
European	126,523	127,276
Consolidated	$ 387,953	$ 401,335

11. Off-Balance Sheet Arrangements

The Company does not have any obligation under any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the Company is party, that has or is reasonably likely to have a material effect on the Company s financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

12. Comprehensive Income

During the first quarter of 2009 and 2008, Comprehensive Income amounted to ($2,087,000) and $3,624,000 respectively.

The components of Comprehensive Income are as follows:

	Three Months Ended March 31,	
(in thousands)	**2009**	**2008**
Net Income	$ 1,543	$ 2,832
Cash flow derivative, net of taxes	161	(707)
Amortization of actuarial net loss(gain)	39	(20)
Foreign currency translations adjustment	(3,830)	1,519
Comprehensive Income	$ (2,087)	$ 3,624

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The components of Accumulated Other Comprehensive Income as shown on the Balance Sheet are as follows:

(in thousands)	March 31, 2009	December 31, 2008
Foreign currency translation	$ (2,325)	$ 1,553
Derivatives, net of taxes	(1,351)	(1,560)
Actuarial gains related to defined benefit plans	(3,959)	(3,998)
Total Accumulated other comprehensive income	$ (7,635)	$ (4,005)

13. Contingent Matters

The Company is subject to various unresolved legal actions that arise in the ordinary course of its business. The most prevalent of such actions relates to product liability, which is generally covered by insurance after various self-insured retention (SIR) amounts. While amounts claimed might be substantial and the liability with respect to such litigation cannot be determined at this time, the Company believes that the outcome of these matters will not have a material adverse effect on the Company s consolidated financial position or results of operations; however, the ultimate resolution cannot be determined at this time.

The Company is subject to numerous environmental laws and regulations concerning air emissions, discharges into waterways, and the generation, handling, storage, transportation, treatment and disposal of waste materials. The Company s policy is to comply with all applicable environmental, health and safety laws and regulations, and the Company believes it is currently in material compliance with all such applicable laws and regulations. These laws and regulations are constantly changing, and it is impossible to predict with accuracy the effect that changes to such laws and regulations may have on the Company in the future. Like other industrial concerns, the Company s manufacturing operations entail the risk of noncompliance, and there can be no assurance that the Company will not incur material costs or other liabilities as a result.

The Company knows that its Indianola, Iowa property is contaminated with chromium which most likely resulted from chrome plating operations which were discontinued before the Company purchased the property. Chlorinated volatile organic compounds have also been detected in water samples on the property, though the source is unknown at this time. The Company has been voluntarily working with an environmental consultant and the State of Iowa with respect to these issues and believes it completed its remediation program in June 2006. The work was accomplished within the Company s environmental liability reserve balance. We requested a no further action classification from the state. We received a conditional no further action letter in January of 2009. When we demonstrate stable or improving conditions below residential standards by future monitoring of existing wells, an unconditional no further action letter will be requested.

At December 31, 2008, the Company had an environmental reserve in the amount of $1,608,000 related to the acquisition of *Gradall s* facility in Ohio. Three specific remediation projects that were identified prior to the acquisition are in process of remediation with a remaining reserve balance of $143,000. The Company has a reserve of $277,000 concerning a potential asbestos issue that is expected to be abated over time. The balance of the reserve, $1,188,000, is mainly for potential ground water contamination/remediation that was identified before the acquisition and believed to have been generated by a third party company located near the *Gradall* facility. Certain other assets of the Company contain asbestos that may have to be remediated over time. Management has made its best estimate of the cost to remediate these environmental issues. However, such estimates are difficult to estimate including the timing of such costs. The Company believes that any subsequent change in the liability associated with the asbestos removal will not have a material adverse effect on the Company s consolidated financial position or results of operations.

The Company is subject to various other federal, state, and local laws affecting its business, as well as a variety of regulations relating to such matters as working conditions, equal employment opportunities, and product safety. A variety of state laws regulate the Company s contractual relationships with its dealers, some of which impose restrictive standards on the relationship between the Company and its dealers, including events of default, grounds for termination, non-renewal of dealer contracts and equipment repurchase requirements. The Company believes it is currently in material compliance with all such applicable laws and regulations.

14. Pension Benefits

In connection with the February 3, 2006 purchase of all the net assets of the *Gradall* excavator business, Alamo Group Inc. assumed sponsorship of two *Gradall* non-contributory defined benefit pension plans, both of which were frozen with respect to both future benefit accruals and future new entrants.

The *Gradall* Company Hourly Employees Pension Plan covers approximately 310 former employees and 210 current employees who (i) were formerly employed by the former parent of Gradall, (ii) were covered by a collective bargaining agreement and (iii) first participated in the plan before April 6, 1997. An amendment ceasing all future benefit accruals was effective April 6, 1997.

The *Gradall* Company Employees Retirement Plan covers approximately 190 former employees and 150 current employees who (i) were formerly employed by the former parent of Gradall, (ii) were not covered by a collective bargaining agreement and (iii) first participated in the plan before December 31, 2004. An amendment ceasing future benefit accruals for certain participants was effective December 31, 2004. A second amendment discontinued all future benefit accruals for all participants effective April 24, 2006.

The Company s pension expense was $138,000 and pension income was $89,000 for the three months ended March 31, 2009 and 2008, respectively. The Company is required to contribute $552,000 to the pension plans for 2009.

15. Income Taxes

The Company adopted FASB Interpretation 48, Accounting for Uncertainty in Income Taxes (FIN 48) on January 1, 2007. At January 1, 2007, the Company recognized a liability of approximately $379,000 for unrecognized tax positions, which includes penalty and interest of $134,000. In 2008, the Company recorded an unrecognized tax position of $128,000. The balance at March 31, 2009 was $447,000. The impact to the Interim Consolidated Statements of Income was zero in the first quarter of 2009 and 2008.

16. Recent Accounting Pronouncements

Statement of Financial Accounting Standards No. 141, "Business Combinations (Revised 2007)." Statement 141(R)) 141R replaces Statement of Financial Accounting Standards No. 141, "Business Combinations," (Statement 141) and applies to all transactions and other events in which one entity obtains control over one or more other businesses. Statement 141(R) requires an acquirer, upon initially obtaining control of another entity, to recognize the assets, liabilities and any non-controlling interest in the acquiree at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. This fair value approach replaces the cost-allocation process required under Statement 141 whereby the cost of an acquisition was allocated to the individual assets acquired and liabilities assumed based on their estimated fair value. Statement 141R requires acquirers to expense acquisition-related costs as incurred rather than allocating such costs to the assets acquired and liabilities assumed, as was previously the case under Statement 141. Under Statement 141(R), the requirements of Statement of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities," would have to be met by the target in order to accrue for a restructuring plan in purchase accounting. Pre-acquisition contingencies are to be recognized at fair value, unless it is a non-contractual contingency that is not likely to materialize, in which case, nothing should be recognized in purchase accounting and, instead, that contingency would be subject to the probable and estimable recognition criteria of Statement of Financial Accounting Standards No. 5, "Accounting for Contingencies." Statement 141(R) is expected to have a significant impact on the Company's accounting for business combinations closing on or after January 1, 2009.

Statement of Financial Accounting Standards No. 160, "Non-controlling Interest in Consolidated Financial Statements, an amendment of ARB Statement No. 51." (Statement 160) amends Accounting Research Bulletin (ARB) No. 51, "Consolidated Financial Statements," to establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. Statement 160 clarifies that a non-controlling interest in a subsidiary, which is sometimes referred to as minority interest, is an ownership interest in the consolidated entity that should be reported as a component of equity in the consolidated financial statements. Among other requirements, Statement 160 requires consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the non-controlling interest. It also requires disclosure, on the face of the consolidated income statement, of the amounts of consolidated net income attributable to the parent and to the non-controlling interest. Statement 160 is effective for the Corporation on January 1, 2009 and is not expected to have a significant impact on the Company's financial statements.

Statement of Financial Accounting Standards No. 161, "Disclosures About Derivative Instruments and Hedging Activities, an Amendment of FASB Statement No. 133." (Statement 161) amends Statement of Financial Accounting No. 133, "Accounting for Derivative Instruments and Hedging Activities," (Statement 133)to amend and expand the disclosure requirements of Statement 133 to provide greater transparency about (i) how and why an entity uses derivative instruments, (ii) how derivative instruments and related hedge items are accounted for under Statement 133 and its related interpretations, and (iii) how derivative instruments and related hedged items affect an entity's financial position, results of operations and cash flows. To meet those objectives, Statement 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative agreements. Statement 161 is effective for the Company on January 1, 2009 and is not expected to have a significant impact on the Company's financial statements.

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

The following tables set forth, for the periods indicated, certain financial data:

As a Percent of Net Sales	**Three Months Ended March 31, 2009**		**2008**
North American			
Industrial	39.2	%	46.8%
Agricultural	21.6	%	24.3%
European	39.2	%	28.9%
Total sales, net	100.0	%	100.0%

Cost Trends and Profit Margin, as	**Three Months Ended March 31,**

Percentages of Net Sales	**2009**		**2008**
Gross margin	19.7	%	18.7%
Income from operations	2.9	%	4.0%
Income before income taxes	2.1	%	3.1%
Net income	1.4	%	2.1%

Overview

This report contains forward-looking statements that are based on Alamo Group s current expectations. Actual results in future periods may differ materially from those expressed or implied because of a number of risks and uncertainties which are discussed below and in the Forward-Looking Information section.

In the first quarter of 2009 the Company s net income was down due to continued weakness in the worldwide economy. The acquisition of Rivard was accretive to our sales and net income during the first quarter. The Industrial Division sales decreased 31% during the first quarter of 2009 due to budget shortfalls of governmental entities and related contractors. The Agricultural Division saw a 27% decrease in sales versus the first quarter of 2008 as overall market conditions softened and due to dealer reluctance to stock inventory at historic levels. Excluding the acquisition of Rivard, European sales improved slightly over the first quarter of 2008 despite soft market conditions, though sale were down in U.S. dollars reflecting the affects of changes in currency rates. The results included approximately $400,000 in restructuring costs related to severance expenses and the closure of the Company s warehouse facility in Memphis, Tennessee. Offsetting some of these declines were margin improvements from cost cutting measures implemented throughout our organization.

The Company is concerned that our markets for 2009 could continue to be negatively affected by a variety of factors such as a continued downturn in the overall economy, credit availability, increased levels of government regulations; changes in farm incomes due to commodity prices or governmental aid programs; adverse situations that could affect our customers such as animal disease epidemics, weather conditions such as droughts and floods; budget constraints or revenue shortfalls in governmental entities to which the Company sells its products and changes in our customer buying habits due to lack of confidence in the economic outlook.

Results of Operations

Three Months Ended March 31, 2009 vs. Three Months Ended March 31, 2008

Net sales for the first quarter of 2009 were $110,143,000, a decrease of $23,638,000 or 17.7% compared to $133,781,000 for the first quarter of 2008. The decrease was primarily attributable to the decline in the world wide economy which affected the markets in which the Company sells its products.

Net North American Industrial sales decreased during the first quarter by $19,460,000 or 31.1% to $43,152,000 for 2009 compared to $62,612,000 during the same period in 2008. The decrease came primarily from lower sales of excavators and mowing equipment to governmental entities and related contractors. Sweeper sales also continued to remain soft particularly in the contractor segment.

Net North American Agricultural sales were $23,831,000 in 2009 compared to $32,503,000 for the same period in 2008, a decrease of $8,672,000 or 26.7%. This decrease reflects soft conditions in the agricultural market primarily due to cutbacks in preseason stocking levels by dealer networks due to uncertainties in market outlook.

Net European Sales for the first quarter of 2009 were $43,160,000, an increase of $4,494,000 or 11.6% compared to $38,666,000 during the first quarter of 2008. The increase was a primarily from the acquisition of Rivard which was partially offset by changes in the exchange rates.

Gross profit for the first quarter of 2009 was $21,727,000 (19.7% of net sales) compared to $24,981,000 (18.7% of net sales) during the same period in 2008, a decrease of $3,254,000. The decrease was mainly attributable to the reduced sales during the quarter. The increase in the gross margin percentage was a result of continued improvements from efficiency initiatives in our product lines, along with favorable pricing of raw materials and purchased components.

Selling, general and administrative expenses (SG&A) were $18,550,000 (16.8% of net sales) during the first quarter of 2009 compared to $19,619,000 (14.7% of net sales) during the same period of 2008, a decrease of $1,069,000. The Company had a reduction in its workforce during the quarter along with reduced commissions on lower sales volumes.

Interest expense was $1,096,000 for the first quarter of 2009 compared to $1,835,000 during the same period in 2008, a decrease of $739,000. The decrease came mainly from lower interest rates during the first quarter of 2009.

Other Income was $45,000 for the first quarter of 2009 compared to $251,000 in 2008. Other income in 2009 and 2008 was a result of transactional exchange rate gains.

Provision for income taxes was $743,000 (32.5%) in the first quarter of 2009 compared to $1,356,000 (32.4%) during the same period in 2008.

The Company s net income after tax was $1,543,000 or $0.15 per share on a diluted basis for the first quarter of 2009 compared to $2,832,000 or $0.29 per share on a diluted basis for the first quarter of 2008. The decrease of $1,289,000 resulted from the factors described above.

Liquidity and Capital Resources

In addition to normal operating expenses, the Company has ongoing cash requirements which are necessary to operate the Company s business, including inventory purchases and capital expenditures. The Company s inventory and accounts payable levels typically build in the first half of the year and in the fourth quarter in anticipation of the spring and fall selling seasons. Accounts receivable historically build in the first and fourth quarters of each year as a result of fall preseason sales programs and out of season sales particularly in our Agricultural Division. These sales help level the Company s production during the off season.

As of March 31, 2009, the Company had working capital of $191,766,000 which represents an increase of $11,425,000 from working capital of $180,341,000 of December 31, 2008. The increase in working capital was primarily from higher levels of accounts receivable due to seasonality.

Capital expenditures were $1,077,000 for the first three months of 2009, compared to $1,705,000 during the first three months of 2008. Capital expenditures for 2009 are expected to be below 2008 levels. The Company expects to fund expenditures from operating cash flows or through its revolving credit facility, described below.

The Company was authorized by its Board of Directors in 1997 to repurchase up to 1,000,000 shares of the Company s common stock to be funded through working capital and credit facility borrowings. There were no shares purchased in 2008 or the first quarter of 2009. The authorization to repurchase up to 1,000,000 shares remains available less 42,600 shares previously repurchased.

Net cash provided by financing activities was $11,530,000 during the three month period ending March 31, 2009, compared to $35,906,000 for the same period in 2008. The financing activities were lower in 2009 due to higher pre-season sales in 2008.

On August 25, 2004, the Company entered into a five-year $70 million Amended and Restated Revolving Credit Agreement with its lenders, Bank of America, JPMorgan Chase Bank, and Guaranty Bank. This contractually committed, unsecured facility allows the Company to borrow and repay amounts drawn at floating or fixed interest rates based upon Prime or LIBOR rates. Proceeds may be used for general corporate purposes or, subject to certain limitations, acquisitions. The loan agreement contains among other things the following financial covenants: Minimum Fixed Charge Coverage Ratios, Minimum Consolidated Tangible Net Worth, Consolidated Funded Debt to EBITDA Ratio and Minimum Asset Coverage Ratio, along with limitations on dividends, other indebtedness, liens, investments and capital expenditures.

On February 3, 2006, the Company amended and restated the credit agreement to increase the Company s existing credit facility from $70 million to $125 million. Pursuant to the terms of the Amended and Restated Revolving Credit Agreement, the Company has the ability to request an increase in commitments by $25 million. In addition, the existing credit facility was modified in other respects, including reducing the asset coverage ratio and lowering the interest margins.

On March 30, 2006 the Company entered into the Fourth Amendment of the Amended and Restated Revolving Credit Agreement, dated March 30, 2006 (the Amended and Restated Revolving Credit Agreement), between the Company and Bank of America, N.A., JPMorgan Chase Bank and Guaranty Bank, as its lenders. Pursuant to the terms of the Amended and Restated Revolving Credit Agreement, the Company added *Gradall* Industries, Inc., formerly Alamo Group (OH) Inc., and N.P. Real Estate Inc. as members of the Obligated Group. The Amendment also allows for capital expenditures not to exceed $14 million for the fiscal year ending 2006 and $10 million in the aggregate during each fiscal year thereafter.

On May 7, 2007, the Company entered into the Fifth Amended and Restated Revolving Credit Agreement with Bank of America, N.A., JPMorgan Chase Bank, Guaranty Bank and Rabobank, as its lenders. The Amended and Restated Revolving Credit Agreement provides for a $125 million unsecured revolving line of credit for five years with the ability to expand the facility to $175 million, subject to bank approval. In addition to the extended term of the loan to 2012, other major changes were improvements in the leverage ratio, minimum asset coverage ratio and increase in annual allowable capital expenditures up to $17.5 million. The banks agreed to eliminate the fixed charge coverage ratio and minimum net worth requirement along with a reduction in the applicable interest rate margin. The applicable interest margin fluctuates quarterly either up or down based upon the Company s leverage ratio.

On October 14, 2008, the Company entered into the Sixth Amendment and Waiver under the Amended and Restated Revolving Credit Agreement. The purpose of the amendment and waiver was to clarify company names within the obligated group after merging or dissolving some subsidiaries, to define operating cash flow and defining quarterly operating cash flow for *Rivard* through March 31, 2009. Beginning June 30, 2009, *Rivard* s actual operating cash flow will be used in the calculation of consolidated operating cash flow.

As of March 31, 2009, there was $105,500,000 borrowed under the revolving credit facility. At March 31, 2009, $769,000 of the revolver capacity was committed to irrevocable standby letters of credit issued in the ordinary course of business as required by vendors contracts resulting in approximately $18,731,000 in available borrowings.

On May 13, 2008, Alamo Group Europe Limited expanded its overdraft facility with Lloyd s TSB Bank plc from £ 1.0 million to £ 5.5 million. The facility was renewed on November 10, 2008 and outstandings currently bear interest at Lloyd s Base Rate plus 1.1% per annum. The facility is unsecured but guaranteed by the U.K. subsidiaries of Alamo Group Europe Limited. As of March 31, 2009, the outstanding balance was 139,000 British pounds borrowed against the U.K. overdraft facility.

There are additional lines of credit, for the Company s French operations in the amount of 9,300,000 Euros, which includes the *Rivard* credit facilities, for our Canadian operation in the amount of 3,500,000 Canadian dollars, and for our Australian operation in the amount of 800,000 Australian dollars. As of March 31, 2009, 591,000 Euros were borrowed against the French line of credit, 3,444,000 Canadian dollars were outstanding on the Canadian line of credit and 400,000 Australian dollars were outstanding under its facility. The Canadian and Australian revolving credit facilities are guaranteed by the Company.

As of March 31, 2009, the Company is in compliance with the terms and conditions of its credit facilities.

Management believes the bank credit facilities and the Company s ability to internally generate funds from operations should be sufficient to meet the Company s cash requirements for the foreseeable future. However, the challenges affecting the banking industry and credit markets in general can potentially cause changes to credit availability which creates a level of uncertainty.

Critical Accounting Estimates

Management s Discussion and Analysis of Financial Condition and Results of Operations are based upon our Consolidated Financial Statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Critical Accounting Policies

An accounting policy is deemed to be critical if it requires an accounting estimate to be made based on assumptions about matters that are highly uncertain at the time the estimate is made, and if different estimates that reasonably could have been used, or changes in the accounting estimates that are reasonably likely to occur periodically, could materially impact the financial statements. Management believes the following critical accounting policies reflect its more significant estimates and assumptions used in the preparation of the Consolidated Financial Statements. For further information on the critical accounting policies, see Note 1 of our Notes to Consolidate Financial Statements.

Critical Accounting Policies

Allowance for Doubtful Accounts

The Company evaluates the collectibility of its accounts receivable based on a combination of factors. In circumstances where it is aware of a specific customer s inability to meet its financial obligations, it records a specific reserve to reduce the amounts recorded to what it believes will be collected. For all other customers, it recognizes reserves for bad debt based on historical experience of bad debts as a percent of revenues for each business unit, adjusted for relative improvements or deteriorations in the agings and changes in current economic conditions.

The Company evaluates all aged receivables that are over 60 days old and reserves specifically on a 90-day basis. The Company s U.S. operations have Uniform Commercial Code (UCC) filings on practically all wholegoods each dealer purchases. This allows the Company in times of a difficult economy when the customer is unable to pay or has filed for bankruptcy (usually Chapter 11), to repossess the customer s inventory. This also allows Alamo Group to maintain a reserve over its cost which usually represents the margin on the original sales price.

The bad debt reserve balance was $2,409,000 at March 31, 2009 and $2,430,000 at December 31, 2008.

Sales Discounts

At March 31, 2009 the Company had $8,212,000 in reserves for sales discounts compared to $6,849,000 at December 31, 2008 on products shipped to our customers under various promotional programs. The increase was due primarily from discounts reserved on the Company s agricultural products during the pre-season program, which runs from September to December of each year on orders that are shipped through the first quarter of 2009. The Company reviews the reserve quarterly based on analysis made on each program outstanding at the time.

The Company bases its reserves on historical data relating to discounts taken by the customer under each program. Historically between 85% and 95% of the Company s customers who qualify for each program, actually take the discount that is available.

Inventories Obsolescence and Slow Moving

The Company had $8,315,000 at March 31, 2009 and $8,978,000 at December 31, 2008 in reserve to cover obsolescence and slow moving inventory. The decrease in reserve for obsolescence was mainly due to inventory written off in the Company s U.S. and European operations. The obsolescence and slow moving policy states that the reserve is to be calculated on a basis of: 1) no inventory usage over a three year period and inventory with quantity on hand is deemed obsolete and reserved at 100 percent and 2) slow moving inventory with little usage requires a 100 percent reserve on items that have a quantity greater than a three year supply. There are exceptions to the obsolete and slow moving classifications if approved by an officer of the Company based on specific identification of an item or items that are deemed to be either included or excluded from this classification.

In cases where there is no historical data, management makes a judgment based on a specific review of the inventory in question to determine what reserves, if any are appropriate. New products or parts are generally excluded from the reserve policy until a three year history has been established.

The reserve is reviewed and if necessary, adjustments made, on a quarterly basis. The Company relies on historical information to support its reserve. Once the inventory is written down, the Company does not adjust the reserve balance until the inventory is sold.

Warranty

The Company s warranty policy is generally to provide its customers warranty for up to one year on all equipment and 90 days for parts.

Warranty reserve, as a percent of sales, is calculated by taking the current twelve months of expenses and prorating that based on twelve months of sales with a six month lag period. The Company s historical experience is that a customer takes approximately ninety days to six months from the time the unit is received and put into operation to file any warranty claim. A warranty reserve is established for each different marketing group. Reserve balances are evaluated on a quarterly basis and adjustments are made when required.

The current liability warranty reserve balance was $4,879,000 at March 31, 2009 and $5,409,000 at December 31, 2008. The Company has a long-term liability for extended warranty policies sold to customers relating to Gradall excavators and Schwarze sweepers in the amount of

$298,000 at March 31, 2009 and $331,000 at December 31, 2008 respectively, with a life expectancy of 1 to 5 years.

Product Liability

At March 31, 2009 the Company had accrued $212,000 in reserves for product liability cases compared to $85,000 at December 31, 2008. The Company accrues primarily on a case by case basis and adjusts the balance quarterly.

During most of 2008, the self insured retention (S.I.R.) for U.S. product liability coverage for rotary mowers was $150,000 while the S.I.R. for all other products was at $100,000 per claim. On September 30, 2008 the Company renewed its insurance coverage and the S.I.R. for rotary mowers was reduced from $150,000 to $100,000. The S.I.R. for all other products remained at $100,000. The Company also carries product liability coverage in Europe, Canada and Australia which contain substantially lower S.I.R. s or deductibles.

Goodwill

Under Statement of Financial Accounting Standards No.142, Goodwill and Other Intangible Assets, goodwill is no longer amortized; however, it must be tested for impairment at least annually. In the fourth quarter of each year, or when events and circumstances warrant such a review, the Company tests the goodwill of all of its reporting units for impairment. The goodwill impairment test is determined using a two-step process. The first step is to identify if a potential impairment exists by comparing the fair value of a reporting unit with its carrying amount, including goodwill (Step 1). If the fair value of a reporting unit exceeds its carrying value amount, goodwill of the reporting unit is not considered to have a potential impairment and the second step is not necessary. However, if the carrying amount of the reporting unit exceeds its fair value, the second step (Step 2) is performed to determine if goodwill is impaired and to measure the amount of impairment loss to recognize, if any. Step 2 compares the implied fair value of goodwill with the carrying amount of goodwill. If the implied value of goodwill is less than the carrying amount of goodwill, then a charge is recorded to reduce goodwill to the implied goodwill. The implied goodwill is calculated based on a hypothetical purchase price allocation similar to the requirements of Statement of Financial Accounting Standards No.141, Business Combinations, in that it takes the implied fair value of the reporting unit and allocates such fair value to the fair value of the assets and liabilities of the reporting unit.

The Company estimated the fair value of its reporting units using various valuation techniques, with one technique being a discounted cash flow analysis. This analysis requires the Company to make significant assumptions and estimates about the extent and timing of future cash flows, discount rates and growth rates. The cash flows are estimated over a significant future period of time, which makes those estimates and assumptions subject to an even higher degree of uncertainty. The Company also utilizes market valuation models and other financial ratios, which require the Company to make certain assumptions and estimates regarding the applicability of those models to its assets and businesses. The Company believes that the assumptions and estimates used to determine the estimated fair values of each of its reporting units are reasonable. However, different assumptions could materially affect the estimated fair value. The Company recognized goodwill impairment of $5,010,000 in the Agricultural segment in 2008. No goodwill impairment was recorded in 2007 or 2006. As of March 31, 2009, we had $46,987,000 of goodwill, which represents 12% of total assets.

Management believes that the valuations arrived at are reasonable and consistent with what other marketplace participants would currently use in valuing the Company s components. However, management cannot give any assurance that market values will not change in the future. For example, if higher discount rates are demanded by the market increase, this could lead to a reduction under the income approach. If the Company s projections are not achieved in the future, this could lead management to reassess their assumptions and lead to a reduction under the income approach. If the current market price of the Company s stock decreases, this could cause the Company to reassess the reasonableness of the control premium, which might cause management to assume a higher discount rate under the income approach. If future similar transactions exhibit lower multiples than those observed in the past, this could lead to a reduction under the similar transactions approach. The Company s next regularly scheduled annual impairment test is scheduled for the year ending December 31, 2009, however if there are further triggering events, the Company may be required to perform additional testing at other dates.

Forward-Looking Information

Part I of this Quarterly Report on Form 10 Q and the Management s Discussion and Analysis of Financial Condition and Results of Operations included in Part II of this Quarterly Report contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. In addition, forward-looking statements may be made orally or in press releases, conferences, reports or otherwise, in the future by or on behalf of the Company.

Statements that are not historical are forward-looking. When used by or on behalf of the Company, the words estimate, believe, intend and similar expressions generally identify forward-looking statements made by or on behalf of the Company.

Forward-looking statements involve risks and uncertainties. These uncertainties include factors that affect all businesses operating in a global market, as well as matters specific to the Company and the markets it serves. Particular risks and uncertainties facing the Company include changes in market conditions; increased competition; decreases in the prices of agricultural commodities, which could affect our customer s income levels; budget constraints or income shortfalls which could affect the purchases of our type of equipment by governmental customers; credit availability for both the Company and its customers, adverse weather conditions such as droughts and floods which can affect buying patterns of the Company s customers and related contractors; the price and availability of critical raw materials, particularly steel and steel products; energy cost; increased cost of new governmental regulations which effect corporations; the potential effects on the buying habits of our customers due to diseases such as mad cow; the Company s ability to develop and manufacture new and existing products profitably; market acceptance of new and existing products; the Company s ability to maintain good relations with its employees; and the ability to hire and retain quality employees.

In addition, the Company is subject to risks and uncertainties facing the industry in general, including changes in business and political conditions and the economy in general in both domestic and international markets; weather conditions affecting demand; slower growth in the Company s markets; financial market changes including increases in interest rates and fluctuations in foreign exchange rates; actions of competitors; the inability of the Company s suppliers, customers, creditors, public utility providers and financial service organizations to deliver or provide their products or services to the Company; seasonal factors in the Company s industry; unforeseen litigation; government actions including budget levels, regulations and legislation, primarily relating to the environment, commerce, infrastructure spending, health and safety; and availability of materials.

The Company wishes to caution readers not to place undue reliance on any forward-looking statements and to recognize that the statements are not predictions of actual future results. Actual results could differ materially from those anticipated in the forward-looking statements and from historical results, due to the risks and uncertainties described above, as well as others not now anticipated. The foregoing statements are not exclusive and further information concerning the Company and its businesses, including factors that could potentially materially affect the Company s financial results, may emerge from time to time. It is not possible for management to predict all risk factors or to assess the impact of such risk factors on the Company s businesses.

Item 3. Quantitative and Qualitative Disclosures About Market Risks

The Company is exposed to various markets risks. Market risks are the potential losses arising from adverse changes in market prices and rates. The Company does not enter into derivative or other financial instruments for trading or speculative purposes.

Foreign Currency Risk

International Sales

A portion of the Company s operations consists of manufacturing and sales activities in international jurisdictions. The Company primarily manufactures its products in the United States, the U.K., France, Canada and Australia. The Company sells its products primarily within the markets where the products are produced, but certain of the Company s sales from its U.K. operations are denominated in other European currencies. As a result, the Company s financials, specifically the value of its foreign assets, could be affected by factors such as changes in foreign currency exchange rates or weak economic conditions in the other markets in which the subsidiaries of the Company distribute their products.

To mitigate the short-term affect of changes in currency exchange rates on the Company s functional currency-based sales, the Company s U.K. subsidiaries regularly hedge by entering into foreign exchange forward contracts to hedge approximately 80% of its future net foreign currency sales transactions over a period of six months. As of March 31, 2009, the Company had $2,209,000 outstanding in forward exchange contracts related to accounts receivables. A 15% fluctuation in exchange rates for these currencies would change the fair value by approximately $331,000. However, since these contracts hedge foreign currency denominated transactions, any change in the fair value of the contracts should be offset by changes in the underlying value of the transaction being hedged.

Exposure to Exchange Rates

The Company s earnings are affected by fluctuations in the value of the U.S. dollar as compared to foreign currencies, predominately in European countries, as a result of the sales of its products in international markets. Foreign currency options and forward contracts are used to hedge against the earnings effects of such fluctuations. At March 31, 2009, the result of a uniform 10% strengthening in the value of the dollar relative to the currencies in which the Company s sales are denominated would result in a decrease in gross profit of $1,129,000 for the period ending March 31, 2009. Comparatively, the result of a uniform 10% strengthening in the value of the dollar relative to the currencies in which the Company s sales are denominated would have resulted in a decrease in gross profit of approximately $1,033,000 for the period ended March 31, 2008. This calculation assumes that each exchange rate would change in the same direction relative to the U.S. dollar. In addition to the direct effects of changes in exchange rates, which are a changed dollar value of the resulting sales, changes in exchange rates may also affect the volume of sales or the foreign currency sales price as competitors products become more or less attractive. The Company s sensitivity analysis of the effects of changes in foreign currency exchange rates does not factor in a potential change in sales levels or local currency prices. The translation adjustment during the first quarter of 2009 was a loss of $3,830,000. On March 31, 2009, the British pound closed at .6970 relative to 1.00 U.S. dollar, and the Euro closed at .7527 relative to 1.00 U.S. dollar. At December 31, 2008 the British pound closed at .6853 relative to 1.00 U.S. dollar and the Euro closed at .7159 relative to 1.00 U.S. dollar. By comparison, on March 31, 2008, the British pound closed at .5039 relative to 1.00 U.S. dollar, and the Euro closed at .6334 relative to 1.00 U.S. dollar. No assurance can be given as to future valuation of the British pound or Euro or how further movements in those or other currencies could affect future earnings or the financial position of the Company.

Interest Rate Risk

The Company s long-term debt bears interest at variable rates. Accordingly, the Company s net income is affected by changes in interest rates. Assuming the current level of borrowings at variable rates and a two percentage point change in the first quarter 2009 average interest rate under these borrowings, the Company s interest expense would have changed by approximately $528,000. In the event of an adverse change in interest rates, management could take actions to mitigate its exposure. However, due to the uncertainty of the actions that would be taken and their possible effects this analysis assumes no such actions. Further this analysis does not consider the effects of the change in the level of overall economic activity that could exist in such an environment.

Item 4. Controls and Procedures

Disclosure Controls and Procedures. An evaluation was carried out under the supervision and with the participation of Alamo s management, including our President and Chief Executive Officer, Executive Vice President and Chief Financial Officer (Principal Financial Officer) and Vice-President and Corporate Controller, (Principal Accounting Officer), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13A-15(e) under the Securities Exchange Act of 1933). Based upon the evaluation, the

President and Chief Executive Officer, Executive Vice President and Chief Financial Officer (Principal Financial Officer) and Vice-President, Corporate Controller, (Principal Accounting Officer) concluded that the Company s design and operation of these disclosure controls and procedures were effective at the end of the period covered by this report.

PART II. OTHER INFORMATION

Item 1. - None

Item 2 - None

Item 3 - None

Item 4 - None

Item 5. Other Information

(a) Reports on Form 8-K

May 6, 2009 Press Release announcing First Quarter 2009 earnings.

(b) Other Information

None

Item 6. Exhibits

(a) Exhibits

31.1	Certification by Ronald A. Robinson under Section 302 of the Sarbanes-Oxley Act of 2002	Filed Herewith
31.2	Certification by Dan E. Malone under Section 302 of the Sarbanes-Oxley Act of 2002	Filed Herewith
31.3	Certification by Richard J. Wehrle under Section 302 of the Sarbanes-Oxley Act of 2002	Filed Herewith
32.1	Certification by Ronald A. Robinson under Section 906 of the Sarbanes-Oxley Act of 2002	Filed Herewith
32.2	Certification by Dan E. Malone under Section 906 of the Sarbanes-Oxley Act of 2002	Filed Herewith
32.3	Certification by Richard J. Wehrle under Section 906 of the Sarbanes-Oxley Act of 2002	Filed Herewith

Alamo Group Inc. and Subsidiaries

SIGNATURES

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

Alamo Group Inc.
(Registrant)

/s/ Ronald A. Robinson
Ronald A. Robinson
President & Chief Executive Officer

/s/ Dan E. Malone
Dan E. Malone
Executive Vice President & Chief Financial Officer
(Principal Financial Officer)

/s/ Richard J. Wehrle
Richard J. Wehrle
Vice President & Corporate Controller

(Principal Accounting Officer)