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

FORM 8-K

Current Report

Dated October 26, 2010

of

AGCO CORPORATION

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

Item 2.02. Results of Operations and Financial Condition

On October 26, 2010, AGCO Corporation issued a press release reporting its financial results for the third quarter ended September 30, 2010. A copy of the press release is attached hereto as Exhibit 99.1.

In the press release, AGCO uses non-GAAP financial measures. For purposes of SEC Regulation G, a “non-GAAP financial measure” is a numerical measure of a registrant’s historical or future performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Non-GAAP financial measures should not be considered as alternatives to operating income, net income and earnings per share as computed under GAAP for the applicable period. AGCO considers operating income, net income and earnings per share to be the most comparable GAAP financial measures to the non-GAAP financial measures that AGCO provides, and AGCO has included, as a part of the press release, a reconciliation of the non-GAAP financial measures to the most directly comparable GAAP financial measure.

AGCO uses income from operations, net income and earnings per share amounts that have been adjusted to exclude restructuring and other infrequent expenses. Restructuring and other infrequent expenses occur regularly in AGCO’s business, but vary in size and frequency. AGCO believes that the adjusted amounts provide management and investors useful information because the expenses that are excluded relate to events that resulted in a significant impact during the quarter, but will recur only in varied amounts and with unpredictable frequency.

AGCO also provides net sales amounts that have been adjusted to exclude the impact of currency translation. AGCO believes that the adjusted amounts provide useful information to management and investors to better analyze the causes of changes in sales between periods.

The information in this Form 8-K and the Exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing of AGCO under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibit

99.1 Press Release of AGCO Corporation, issued October 26, 2010.

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 hereunto duly authorized.

AGCO Corporation

By: /s/ Andrew H. Beck

Andrew H. Beck
Senior Vice President and
Chief Financial Officer

Dated: October 26, 2010

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of AGCO Corporation, issued October 26, 2010

**NEWS RELEASE**

For Immediate Release
Tuesday, October 26, 2010

CONTACT:
Greg Peterson
Director of Investor Relations
770-232-8229
greg.peterson@agcocorp.com

AGCO REPORTS THIRD QUARTER RESULTS

Third Quarter Net Income per Share of \$0.65 on Sales of \$1.7 Billion

DULUTH, GA — October 26 — AGCO, Your Agriculture Company (NYSE:AGCO), a worldwide manufacturer and distributor of agricultural equipment, reported net sales of approximately \$1.7 billion for the third quarter of 2010, an increase of 19.3% compared to the third quarter of 2009. Reported net income was \$0.65 per share and adjusted net income, excluding restructuring and other infrequent expenses, was \$0.66 per share. These results compare to reported net income of \$0.12 per share and adjusted net income, excluding restructuring and other infrequent expenses, of \$0.13 per share for the third quarter of 2009. Excluding unfavorable currency translation impacts of approximately 2.7%, net sales in the third quarter of 2010 increased 21.9% compared to the same period in 2009.

Net sales for the first nine months of 2010 were approximately \$4.7 billion, an increase of approximately 0.8% compared to the same period in 2009. Excluding the favorable impact of currency translation of approximately 2.2%, net sales for the first nine months of 2010 decreased approximately 1.3% compared to the same period in 2009. For the first nine months of 2010, reported net income was \$1.41 per share and adjusted net income, excluding restructuring and other infrequent expenses, was \$1.43 per share. These results compare to reported net income of \$1.09 per share and adjusted net income, excluding restructuring and other infrequent expenses, of \$1.12 per share for the first nine months of 2009.

“AGCO’s third quarter performance was marked by sales growth in all four of our geographic regions,” stated Martin Richenhagen, Chairman, President and Chief Executive Officer. “Industry demand remained robust in South America, where AGCO outperformed the market and delivered record third quarter sales and operating income. Our focus on cost control and increased global production led to higher margins in the third quarter of 2010 compared to the third quarter of 2009. In particular, these developments supported improved third quarter operating income in AGCO’s North America segment compared to the third quarter of 2009.”

“At current planned volumes, we also expect to generate improved margins in the fourth quarter of 2010 compared to the fourth quarter of 2009,” stated Mr. Richenhagen. “In addition, we will continue our investments in new product development and factory productivity initiatives aimed at expanding our margins and increasing asset returns in the coming years.”

CHALLENGER • FENDT • MASSEY FERGUSON • VALTRA

Industry conditions remained strong in Brazil and Argentina during the third quarter of 2010, resulting in AGCO's South American region reporting a sales increase of approximately 39.1% compared to the third quarter of 2009, excluding favorable currency translation impacts. AGCO's Europe/Africa/Middle East (EAME) region reported an increase in net sales of approximately 12.1% during the third quarter of 2010 compared to the same period in 2009, excluding unfavorable currency translation impacts. The increase was supported by stabilizing Western European industry conditions in the third quarter of 2010. In the North American region, sales in the third quarter of 2010 increased approximately 26.5% compared to the third quarter of 2009, excluding favorable currency translation impacts. Increased sales of combines, tractors and sprayers contributed to higher sales in the North American region.

Income from operations for the third quarter of 2010 grew to \$75.9 million, an increase of approximately 112.6% compared to the third quarter of 2009. Gross margins were 18.3% in the third quarter of 2010 compared to 17.5% in the third quarter of 2009. The margin improvement was driven by material cost control and higher production. Income from operations for the first nine months of 2010 increased approximately \$10.9 million compared to the same period in 2009 primarily due to improved margins partially offset by higher engineering expenses to support new product development and tier 4 engine emission upgrades.

Market Update

Industry Unit Retail Sales

<u>Nine months ended September 30, 2010</u>	<u>Tractors</u> Change from Prior Year Period	<u>Combines</u> Change from Prior Year Period
North America	+2%	+ 4%
South America	+46%	+36%
Western Europe	-15%	-34%

North America

In the first nine months of 2010, industry unit retail sales of tractors increased modestly in North America compared to the same period in 2009. Growth in high horsepower tractors and compact tractors was partially offset by a decline in utility tractors. Strong and improving economics for the professional producer sector contributed to the strength in retail sales of high horsepower tractors and combines. Ongoing softness in the dairy and livestock sectors contributed to lower industry unit retail sales of mid-range tractors and hay equipment, which both declined compared to the first nine months of 2009.

South America

Industry unit retail sales of tractors in South America grew sharply in the first nine months of 2010, compared to the same period in 2009. Strong farm fundamentals and favorable government financing programs in Brazil contributed to the strong industry demand which began to accelerate in the second half of 2009.

Western Europe

Industry unit retail tractor sales were down approximately 15% in Western Europe during the first nine months of 2010 compared to the prior year period, but did stabilize during the third quarter of 2010. The slow pace of macro-economic recovery, weak farmer sentiment and soft demand in the dairy and livestock sectors contributed to the decline in 2010. Industry unit retail tractor sales declines were most pronounced in France, Italy and the United Kingdom in the first nine months of 2010 compared to same period in 2009.

“Dry weather conditions have impacted crop production across Europe and resulted in increased global commodity prices over the last two months,” stated Mr. Richenhagen. “Overall farm economics remain strong in Brazil which, along with generous financing programs, are supporting projected record farm equipment demand for 2010. Western European farm equipment demand is expected to remain relatively weak for the remainder of 2010 due to poor crop conditions and a weak dairy sector. Demand in the Russian and Eastern European markets remains at very low levels due to ongoing credit constraints and drought-impacted crop production. In North America, the expectation of higher levels of farm income is maintaining demand for large tractors and combines. We continue to be optimistic regarding the long-term potential of our industry. Favorable trends in global food consumption should support crop prices leading to increased farmer profitability and reinvestment in agricultural production.”

Regional Results

AGCO Regional Sales (in millions)

	Net sales	% change from 2009	% change from 2009 due to currency translation(1)
Three months ended September 30, 2010			
North America	\$ 373.4	27.8%	1.4%
South America	487.7	47.1%	8.0%
Europe/Africa/Middle East	708.7	2.6%	(9.5%)
Rest of World	87.6	16.2%	(2.7%)
Total	\$ 1,657.4	19.3%	(2.7%)
Nine months ended September 30, 2010			
North America	\$ 1,026.4	-9.3%	2.1%
South America	1,313.2	78.0%	21.1%
Europe/Africa/Middle East	2,178.9	(16.6%)	(3.3%)
Rest of World	210.1	0.5%	4.1%
Total	\$ 4,728.6	0.8%	2.2%

(1) See Footnotes for additional disclosure

North America

AGCO's sales of hay and forage equipment and mid-range tractors in North America declined sharply in the first nine months of 2010 compared to the same period in 2009. Strong economics for row crop farmers generated increased sales of sprayers, combines and parts. Lower sales levels and increased expenditures on engineering efforts resulted in a decline in income from operations of approximately \$12.4 million for the first nine months of 2010

compared to the same period in 2009. Increases in sales and income from operations achieved in the third quarter of 2010 offset a portion of the declines experienced in the first half of the year.

South America

Record levels of industry demand in Brazil and improved crop production in Argentina resulted in a 56.8% increase in AGCO's South American sales in the first nine months of 2010, compared to the same period in 2009, excluding the impact of favorable currency translation. Income from operations increased approximately \$109.4 million in the first nine months of 2010 compared to the same period in 2009. Sales growth, improved factory productivity and a richer product mix in Brazil led to the increase in income from operations.

EAME

Weak market conditions in Western Europe and dealer inventory de-stocking resulted in significant sales declines in AGCO's EAME region in the first nine months of 2010 compared to the same period in 2009. AGCO experienced the largest declines in France and Germany partially offset by sales growth in Poland, Finland and the Baltics. Income from operations declined by approximately \$91.2 million in the first nine months of 2010 compared to the same period in 2009. Reduced sales, lower production and increased engineering expenses contributed to the decline.

Rest of World

Net sales in AGCO's Rest of World segment declined by approximately 3.6% during the first nine months of 2010 compared to the prior year period, excluding the favorable impact of currency translation. Lower sales in Australia, New Zealand and Russia accounted for most of the decline. Income from operations in the Rest of World region was down in the first nine months of 2010 compared to the same period in 2009 due primarily to a weaker sales mix and increased expenses related to growth initiatives.

Outlook

AGCO is targeting adjusted earnings per share, excluding restructuring expenses, in a range from \$2.10 to \$2.20 for the full year of 2010. Net sales are expected to range from \$6.7 billion to \$6.8 billion. Gross margin improvements are expected to be partially offset by higher engineering expenses for new product development and Tier 4 emission requirements. Earnings per share projections exclude restructuring expenses that are expected to be incurred in AGCO's European operations and which are estimated to be approximately \$0.04 per share for the full year of 2010.

* * * * *

AGCO will be hosting a conference call with respect to this earnings announcement at 10:00 a.m. Eastern Time on Tuesday, October 26, 2010. The Company will refer to slides on its conference call. Interested persons can access the conference call and slide presentation via AGCO's website at www.agcocorp.com under the heading "Events" on the "Investors" page. A replay of the conference call will be available approximately two hours after the conclusion of

the conference call for twelve months following the call. A copy of this press release will be available on AGCO's website for at least twelve months following the call.

* * * * *

Safe Harbor Statement

Statements that are not historical facts, including the projections of earnings per share, sales, market conditions, margin improvements, profitability, inventory levels, benefits from inventory reduction and productivity initiatives, industry demand, general economic conditions, global food demand and diet trends, commodity prices, farm economics and productivity, pension costs and engineering and restructuring expenses, are forward-looking and subject to risks which could cause actual results to differ materially from those suggested by the statements. These forward-looking statements involve a number of risks and uncertainties. The following are among the factors that could cause actual results to differ materially from the results discussed in or implied by the forward-looking statements. Further information concerning these and other factors is included in AGCO's filings with the Securities and Exchange Commission, including its Form 10-K for the year ended December 31, 2009. AGCO disclaims any obligation to update any forward-looking statements except as required by law.

- Our financial results depend entirely upon the agricultural industry, and factors that adversely affect the agricultural industry generally, including declines in the general economy, increases in farm input costs, lower commodity prices, lower farm income and changes in the availability of credit for our retail customers, will adversely affect us.
 - The recent poor performance of the general economy may result in a decline in demand for our products. However, we are unable to predict with accuracy the amount or duration of this decline, and our forward-looking statements reflect merely our best estimates at the current time.
 - A majority of our sales and manufacturing take place outside of the United States, and, as a result, we are exposed to risks related to foreign laws, taxes, economic conditions, labor supply and relations, political conditions and governmental policies. These risks may delay or reduce our realization of value from our international operations.
 - Most retail sales of the products that we manufacture are financed, either by our retail finance joint ventures with Rabobank or by a bank or other private lender. During the first nine months of 2010, our joint ventures with Rabobank, which are controlled by Rabobank and are dependent upon Rabobank for financing as well, financed approximately 50% of the retail sales of our tractors and combines in the markets where the joint ventures operate. Any difficulty by Rabobank to continue to provide that financing, or any business decision by Rabobank as the controlling member not to fund the business or particular aspects of it (for example, a particular country or region), would require the joint ventures to find other sources of financing (which may be difficult to obtain), or us to find another source of retail financing for our
-

customers, or our customers would be required to utilize other retail financing providers. As a result of the ongoing economic downturn, financing for capital equipment purchases generally has become more difficult and expensive to obtain. To the extent that financing is not available or available only at unattractive prices, our sales would be negatively impacted.

- Both AGCO and our retail finance joint ventures have substantial accounts receivables from dealers and end customers, and we would be adversely impacted if the collectability of these receivables was not consistent with historical experience; this collectability is dependent upon the financial strength of the farm industry, which in turn is dependent upon the general economy and commodity prices, as well as several of the other factors listed in this section.
 - We recently have experienced substantial and sustained volatility with respect to currency exchange rate and interest rate changes, which can adversely affect our reported results of operations and the competitiveness of our products.
 - We are subject to extensive environmental laws and regulations, and our compliance with, or our failure to comply with, existing or future laws and regulations could delay production of our products or otherwise adversely affect our business.
 - We have significant pension obligations with respect to our employees, and our available cash flow may be adversely affected in the event that payments become due under any pension plans that are unfunded or underfunded. Declines in the market value of the securities used to fund these obligations result in increased pension expense in future periods.
 - The agricultural equipment industry is highly seasonal, and seasonal fluctuations significantly impact results of operations and cash flows.
 - Our success depends on the introduction of new products, particularly engines that comply with emission requirements, which requires substantial expenditures.
 - We depend on suppliers for raw materials, components and parts for our products, and any failure by our suppliers to provide products as needed, or by us to promptly address supplier issues, will adversely impact our ability to timely and efficiently manufacture and sell products. We also are subject to raw material price fluctuations, which can adversely affect our manufacturing costs.
 - We face significant competition and, if we are unable to compete successfully against other agricultural equipment manufacturers, we would lose customers and our net sales and profitability would decline.
 - We have a substantial amount of indebtedness, and as result, we are subject to certain restrictive covenants and payment obligations that may adversely affect our ability to operate and expand our business.
-

* * * * *

About AGCO

AGCO, Your Agriculture Company (NYSE: AGCO), was founded in 1990 and offers a full product line of tractors, combines, hay tools, sprayers, forage, tillage equipment, implements and related replacement parts. AGCO agricultural products are sold under the core brands of Challenger®, Fendt®, Massey Ferguson® and Valtra®, and are distributed globally through more than 2,700 independent dealers and distributors, in more than 140 countries worldwide. AGCO provides retail financing through AGCO Finance. AGCO is headquartered in Duluth, Georgia, USA. In 2009, AGCO had net sales of \$6.6 billion.

#

Please visit our website at www.agcocorp.com.

AGCO CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited and in millions)

	September 30, 2010	December 31, 2009
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 459.2	\$ 651.4
Accounts and notes receivable, net	863.4	725.2
Inventories, net	1,432.3	1,156.7
Deferred tax assets	85.7	63.6
Other current assets	167.9	151.6
Total current assets	3,008.5	2,748.5
Property, plant and equipment, net	874.0	910.0
Investment in affiliates	378.4	353.9
Deferred tax assets	67.5	70.0
Other assets	131.4	115.7
Intangible assets, net	150.0	166.8
Goodwill	611.9	634.0
Total assets	<u>\$ 5,221.7</u>	<u>\$ 4,998.9</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current portion of long-term debt	\$ —	\$ 0.1
Convertible senior subordinated notes	162.1	193.0
Securitization facilities	75.4	—
Accounts payable	666.1	621.6
Accrued expenses	799.8	808.7
Other current liabilities	76.1	45.5
Total current liabilities	1,779.5	1,668.9
Long-term debt, less current portion	446.1	454.0
Pensions and postretirement health care benefits	266.7	276.6
Deferred tax liabilities	117.7	118.7
Other noncurrent liabilities	80.5	78.0
Total liabilities	<u>2,690.5</u>	<u>2,596.2</u>
Temporary Equity:		
Equity component of redeemable convertible senior subordinated notes	1.7	8.3
Stockholders' Equity:		
AGCO Corporation stockholders' equity:		
Common stock	0.9	0.9
Additional paid-in capital	1,044.7	1,061.9
Retained earnings	1,653.1	1,517.8
Accumulated other comprehensive loss	(170.1)	(187.4)
Total AGCO Corporation stockholders' equity	2,528.6	2,393.2
Noncontrolling interest	0.9	1.2
Total stockholders' equity	2,529.5	2,394.4
Total liabilities, temporary equity and stockholders' equity	<u>\$ 5,221.7</u>	<u>\$ 4,998.9</u>

See accompanying notes to condensed consolidated financial statements.

AGCO CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited and in millions, except per share data)

	Three Months Ended September 30,	
	2010	2009
Net sales	\$ 1,657.4	\$ 1,389.5
Cost of goods sold	1,353.6	1,146.4
Gross profit	303.8	243.1
Selling, general and administrative expenses	170.3	155.5
Engineering expenses	51.4	46.3
Restructuring and other infrequent expenses	1.2	1.0
Amortization of intangibles	5.0	4.6
Income from operations	75.9	35.7
Interest expense, net	5.8	10.1
Other expense, net	4.9	5.6
Income before income taxes and equity in net earnings of affiliates	65.2	20.0
Income tax provision	14.1	14.8
Income before equity in net earnings of affiliates	51.1	5.2
Equity in net earnings of affiliates	11.1	5.9
Net income	62.2	11.1
Net loss attributable to noncontrolling interest	0.1	—
Net income attributable to AGCO Corporation and subsidiaries	<u>\$ 62.3</u>	<u>\$ 11.1</u>
Net income per common share attributable to AGCO Corporation and subsidiaries:		
Basic	<u>\$ 0.67</u>	<u>\$ 0.12</u>
Diluted	<u>\$ 0.65</u>	<u>\$ 0.12</u>
Weighted average number of common and common equivalent shares outstanding:		
Basic	<u>92.9</u>	<u>92.3</u>
Diluted	<u>95.8</u>	<u>94.8</u>

See accompanying notes to condensed consolidated financial statements.

AGCO CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited and in millions, except per share data)

	Nine Months Ended September 30,	
	2010	2009
Net sales	\$ 4,728.6	\$ 4,689.2
Cost of goods sold	3,879.1	3,883.5
Gross profit	849.5	805.7
Selling, general and administrative expenses	492.1	471.3
Engineering expenses	158.5	146.4
Restructuring and other infrequent expenses	3.3	3.8
Amortization of intangibles	13.8	13.3
Income from operations	181.8	170.9
Interest expense, net	23.7	33.1
Other expense, net	9.7	20.4
Income before income taxes and equity in net earnings of affiliates	148.4	117.4
Income tax provision	49.8	43.2
Income before equity in net earnings of affiliates	98.6	74.2
Equity in net earnings of affiliates	36.4	28.0
Net income	135.0	102.2
Net loss attributable to noncontrolling interest	0.3	—
Net income attributable to AGCO Corporation and subsidiaries	<u>\$ 135.3</u>	<u>\$ 102.2</u>
Net income per common share attributable to AGCO Corporation and subsidiaries:		
Basic	<u>\$ 1.46</u>	<u>\$ 1.11</u>
Diluted	<u>\$ 1.41</u>	<u>\$ 1.09</u>
Weighted average number of common and common equivalent shares outstanding:		
Basic	<u>92.7</u>	<u>92.2</u>
Diluted	<u>96.0</u>	<u>93.5</u>

See accompanying notes to condensed consolidated financial statements.

AGCO CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited and in millions)

	Nine Months Ended September 30,	
	2010	2009
Cash flows from operating activities:		
Net income	\$ 135.0	\$ 102.2
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	97.7	83.6
Deferred debt issuance cost amortization	2.1	2.1
Amortization of intangibles	13.8	13.3
Amortization of debt discount	11.7	11.3
Stock compensation	8.5	11.3
Equity in net earnings of affiliates, net of cash received	(25.3)	(13.6)
Deferred income tax provision	(14.0)	(7.9)
Gain on sale of property, plant and equipment	(0.1)	(0.3)
Changes in operating assets and liabilities:		
Accounts and notes receivable, net	22.0	35.1
Inventories, net	(277.2)	45.7
Other current and noncurrent assets	(62.0)	19.0
Accounts payable	46.3	(379.2)
Accrued expenses	28.7	(65.0)
Other current and noncurrent liabilities	16.9	(16.2)
Total adjustments	(130.9)	(260.8)
Net cash provided by (used in) operating activities	4.1	(158.6)
Cash flows from investing activities:		
Purchases of property, plant and equipment	(82.8)	(142.9)
Proceeds from sale of property, plant and equipment	0.5	1.8
Investments in unconsolidated affiliates, net	—	(1.1)
Restricted cash and other	—	32.2
Net cash used in investing activities	(82.3)	(110.0)
Cash flows from financing activities:		
Repayment of debt obligations, net	(134.1)	(59.9)
Payment of minimum tax withholdings on stock compensation	(11.1)	(5.2)
Proceeds from issuance of common stock	0.2	—
Investments by noncontrolling interest	—	1.3
Net cash used in financing activities	(145.0)	(63.8)
Effect of exchange rate changes on cash and cash equivalents	31.0	44.7
Decrease in cash and cash equivalents	(192.2)	(287.7)
Cash and cash equivalents, beginning of period	651.4	506.1
Cash and cash equivalents, end of period	\$ 459.2	\$ 218.4

See accompanying notes to condensed consolidated financial statements.

AGCO CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited, in millions, except per share data)

1. DECONSOLIDATION OF JOINT VENTURE

On January 1, 2010, the Company adopted the provisions of Accounting Standards Update (“ASU”) 2009-17, “Consolidations (Topic 810): Improvements to Financial Reporting by Enterprises Involved with Variable Interest Entities” (“ASU 2009-17”), and performed a qualitative analysis of all its joint ventures, including its GIMA joint venture, to determine whether it had a controlling financial interest in such ventures. As a result of this analysis, the Company determined that its GIMA joint venture should no longer be consolidated into the Company’s results of operations or financial position as the Company does not have a controlling financial interest in GIMA based on the shared powers of both joint venture partners to direct the activities that most significantly impact GIMA’s financial performance. GIMA is a joint venture between AGCO and Claas Tractor SAS to cooperate in the field of purchasing, design and manufacturing of components for agricultural tractors. Each party has a 50% ownership interest in the joint venture and has an investment of approximately €4.2 million in the joint venture. Both parties purchase all of the production output of the joint venture. The deconsolidation of GIMA resulted in a retroactive reduction to “Noncontrolling interests” within equity and an increase to “Investments in affiliates” in the Company’s Condensed Consolidated Balance Sheet as of December 31, 2009 of approximately \$6.4 million. The deconsolidation resulted in a retroactive reduction in the Company’s “Net sales” and “Income from Operations” within its Condensed Consolidated Statements of Operations and a reclassification of amounts previously reported as “Net income attributable to noncontrolling interests” to “Equity in net earnings of affiliates,” but otherwise had no net impact to the Company’s consolidated net income for the three and nine months ended September 30, 2009. In addition, the deconsolidation also resulted in a reduction of the Company’s “Total assets” and “Total liabilities” within its Condensed Consolidated Balance Sheets, but had no net impact to the Company’s “Total stockholders’ equity” other than the reduction previously mentioned. The Company retroactively restated prior periods and recorded the following adjustments:

	As Previously Reported	Adjustment	As adjusted
Condensed Consolidated Balance Sheet as of December 31, 2009			
Total assets	\$5,062.2	\$(63.3)	\$4,998.9
Total liabilities	\$2,653.1	\$(56.9)	\$2,596.2
Condensed Consolidated Statement of Operations for the Three Months Ended September 30, 2009			
Net sales	\$1,403.7	\$(14.2)	\$1,389.5
Income from operations	\$ 34.0	\$ 1.7	\$ 35.7
Condensed Consolidated Statement of Operations for the Nine Months Ended September 30, 2009			
Net sales	\$4,777.9	\$(88.7)	\$4,689.2
Income from operations	\$ 170.4	\$ 0.5	\$ 170.9

2. STOCK COMPENSATION EXPENSE

The Company recorded stock compensation expense as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Cost of goods sold	\$ 0.2	\$ 0.1	\$ 0.5	\$ 0.6
Selling, general and administrative expenses	3.0	2.8	8.2	11.0
Total stock compensation expense	<u>\$ 3.2</u>	<u>\$ 2.9</u>	<u>\$ 8.7</u>	<u>\$ 11.6</u>

3. RESTRUCTURING AND OTHER INFREQUENT EXPENSES

During 2009 and 2010, the Company announced and initiated several actions to rationalize employee headcount at various manufacturing facilities located in France, Finland, Germany and the United States, as well as at various administrative offices located in the United Kingdom, Spain and the United States. The Company also announced the closure of its combine assembly operations in Randers, Denmark in 2009. During the nine months ended September 30, 2010, the Company recorded restructuring and other infrequent expenses of approximately \$3.3 million, primarily related to severance and other related costs associated with the Company's rationalization of its operations in Denmark, Spain, Finland and France. During the nine months ended September 30, 2009, the Company recorded restructuring and other infrequent expenses of approximately \$3.8 million, primarily related to severance and other related costs associated with the Company's rationalization of its operations in the United States, the United Kingdom and Finland.

4. INDEBTEDNESS

Indebtedness at September 30, 2010 and December 31, 2009 consisted of the following:

	September 30, 2010	December 31, 2009
6 ⁷ / ₈ % Senior subordinated notes due 2014	\$ 272.8	\$ 286.5
1 ³ / ₄ % Convertible senior subordinated notes due 2033	162.1	193.0
1 ¹ / ₄ % Convertible senior subordinated notes due 2036	173.3	167.5
Securitization facilities	75.4	—
Other long-term debt	—	0.1
	<u>683.6</u>	<u>647.1</u>
Less: Current portion of long-term debt	—	(0.1)
1 ³ / ₄ % Convertible senior subordinated notes due 2033	(162.1)	(193.0)
Securitization facilities	(75.4)	—
Total indebtedness, less current portion	<u>\$ 446.1</u>	<u>\$ 454.0</u>

Holders of the Company's 1³/₄% convertible senior subordinated notes due 2033 and 1¹/₄% convertible senior subordinated notes due 2036 may convert the notes, if, during any fiscal quarter, the closing sales price of the Company's common stock exceeds, respectively, 120% of the conversion price of \$22.36 per share for the 1³/₄% convertible senior subordinated notes and \$40.73 per share for the 1¹/₄% convertible senior subordinated notes, for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the preceding fiscal quarter. As of September 30, 2010 and December 31, 2009, the closing sales price of the Company's common stock had exceeded 120% of the conversion price of the 1³/₄% convertible senior subordinated notes for at least 20 trading days in the 30 consecutive trading days ending September 30, 2010 and December 31, 2009, respectively, and, therefore, the Company classified the notes as a current liability. In accordance with ASU 2009-04, "Accounting for Redeemable Equity"

Instruments,” the Company also classified the equity component of the 1³/₄% convertible senior subordinated notes as “temporary equity.” The amount classified as “temporary equity” was measured as the excess of (a) the amount of cash that would be required to be paid upon conversion over (b) the current carrying amount of the liability-classified component. Future classification of both series of notes between current and long-term debt and classification of the equity component of both notes as “temporary equity” is dependent on the closing sales price of the Company’s common stock during future quarters.

During the third quarter of 2010, the Company repurchased approximately \$37.5 million of principal amount of its 1³/₄% convertible senior subordinated notes plus accrued interest for approximately \$58.1 million. The repurchase included approximately \$21.1 million associated with the excess conversion value of the notes and resulted in a loss on extinguishment of approximately \$0.2 million reflected in “interest expense, net.”

5. INVENTORIES

Inventories at September 30, 2010 and December 31, 2009 were as follows:

	September 30, 2010	December 31, 2009
Finished goods	\$ 595.5	\$ 480.0
Repair and replacement parts	416.1	383.1
Work in process	122.5	86.3
Raw materials	298.2	207.3
Inventories, net	<u>\$ 1,432.3</u>	<u>\$ 1,156.7</u>

6. ACCOUNTS RECEIVABLE SALES AGREEMENTS AND SECURITIZATION FACILITIES

At September 30, 2010, the Company’s accounts receivable securitization facilities in Europe had outstanding funding of approximately €55.3 million (or approximately \$75.4 million). In accordance with ASU 2009-16, “Transfers and Servicing (Topic 860): Accounting for Transfers of Financial Assets” and ASU 2009-17, the Company recognized approximately \$75.4 million of accounts receivable sold through its European securitization facilities within the Company’s Condensed Consolidated Balance Sheets as of September 30, 2010, with a corresponding liability equivalent to the funded balance of the facility.

At September 30, 2010, the Company had accounts receivable sales agreements that permit the sale, on an ongoing basis, of substantially all of its wholesale interest-bearing and non-interest bearing receivables in North America to AGCO Finance LLC and AGCO Finance Canada, Ltd., its 49% owned U.S. and Canadian retail finance joint ventures. As of September 30, 2010, net cash received from receivables sold under the U.S. and Canadian accounts receivable sales agreements was approximately \$443.5 million.

Losses on sales of receivables associated with the accounts receivable financing facilities discussed above, reflected within “Other expense, net” and “Interest expense, net” in the Company’s Condensed Consolidated Statements of Operations, were approximately \$3.9 million and \$11.5 million during the three and nine months ended September 30, 2010, respectively. Losses on sales of receivables primarily from the Company’s European securitization facilities and former U.S. and Canadian securitization

facilities were approximately \$1.5 million and \$11.7 million during the three and nine months ended September 30, 2009, respectively.

The Company's AGCO Finance retail finance joint ventures in Europe, Brazil and Australia also provide wholesale financing to the Company's dealers. The receivables associated with these arrangements are without recourse to the Company. As of September 30, 2010 and December 31, 2009, these retail finance joint ventures had approximately \$178.9 million and \$176.9 million, respectively, of outstanding accounts receivable associated with these arrangements. In addition, the Company sells certain trade receivables under factoring arrangements to other financial institutions around the world.

7. EARNINGS PER SHARE

The Company's convertible senior subordinated notes provide for (i) the settlement upon conversion in cash up to the principal amount of the converted notes with any excess conversion value settled in shares of the Company's common stock, and (ii) the conversion rate to be increased under certain circumstances if the notes are converted in connection with certain change of control transactions. Dilution of weighted shares outstanding will depend on the Company's stock price for the excess conversion value using the treasury stock method. A reconciliation of net income attributable to AGCO Corporation and subsidiaries and weighted average common shares outstanding for purposes of calculating basic and diluted earnings per share for the three and nine months ended September 30, 2010 and 2009 is as follows:

	<u>Three Months Ended September 30,</u>		<u>Nine Months Ended September 30,</u>	
	<u>2010</u>	<u>2009</u>	<u>2010</u>	<u>2009</u>
Basic net income per share:				
Net income attributable to AGCO Corporation and subsidiaries	\$ 62.3	\$ 11.1	\$ 135.3	\$ 102.2
Weighted average number of common shares outstanding	92.9	92.3	92.7	92.2
Basic net income per share attributable to AGCO Corporation and subsidiaries	<u>\$ 0.67</u>	<u>\$ 0.12</u>	<u>\$ 1.46</u>	<u>\$ 1.11</u>
Diluted net income per share:				
Net income attributable to AGCO Corporation and subsidiaries for purposes of computing diluted net income per share	\$ 62.3	\$ 11.1	\$ 135.3	\$ 102.2
Weighted average number of common shares outstanding	92.9	92.3	92.7	92.2
Dilutive stock options, performance share awards and restricted stock awards	0.3	0.2	0.5	0.1
Weighted average assumed conversion of contingently convertible senior subordinated notes	2.6	2.3	2.8	1.2
Weighted average number of common and common equivalent shares outstanding for purposes of computing diluted earnings per share	<u>95.8</u>	<u>94.8</u>	<u>96.0</u>	<u>93.5</u>
Diluted net income per share attributable to AGCO Corporation and subsidiaries	<u>\$ 0.65</u>	<u>\$ 0.12</u>	<u>\$ 1.41</u>	<u>\$ 1.09</u>

8. SEGMENT REPORTING

Effective January 1, 2010, the Company modified its system of reporting, resulting from changes to its internal management and organizational structure over the past year, which changed its reportable segments from North America; South America; Europe/Africa/Middle East; and Asia/Pacific to North America; South America; Europe/Africa/Middle East; and Rest of World. The Rest of World reportable segment includes the regions of Eastern Europe, Asia, Australia and New Zealand, and the Europe/Africa/ Middle East segment no longer includes certain markets in Eastern Europe. Effective January 1, 2010, these reportable segments are reflective of how the Company's chief operating decision maker reviews operating results for the purposes of allocating resources and assessing performance. Disclosures for the three and nine months ended September 30, 2009 have been adjusted to reflect the change in reportable segments.

The Company's four reportable segments distribute a full range of agricultural equipment and related replacement parts. The Company evaluates segment performance primarily based on income from operations. Sales for each segment are based on the location of the third-party customer. The Company's selling, general and administrative expenses and engineering expenses are charged to each segment based on the region and division where the expenses are incurred. As a result, the components of income from operations for one segment may not be comparable to another segment. Segment results for the three and nine months ended September 30, 2010 and 2009 are as follows:

Three Months Ended September 30,	North America	South America	Europe/Africa/ Middle East	Rest of World	Consolidated
2010					
Net sales	\$373.4	\$487.7	\$708.7	\$87.6	\$1,657.4
Income from operations	11.9	54.1	33.3	3.0	102.3

2009					
Net sales	\$292.1	\$331.6	\$690.5	\$75.3	\$1,389.5
(Loss) income from operations	(2.8)	22.9	29.8	7.9	57.8

Nine Months Ended September 30,	North America	South America	Europe/Africa/ Middle East	Rest of World	Consolidated
2010					
Net sales	\$1,026.4	\$1,313.2	\$2,178.9	\$210.1	\$4,728.6
Income from operations	14.6	138.7	94.7	9.6	257.6

2009					
Net sales	\$1,131.2	\$ 738.0	\$2,610.9	\$209.1	\$4,689.2
Income from operations	27.0	29.3	185.9	15.7	257.9

A reconciliation from the segment information to the consolidated balances for income from operations is set forth below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Segment income from operations	\$ 102.3	\$ 57.8	\$ 257.6	\$ 257.9
Corporate expenses	(17.2)	(13.7)	(50.5)	(58.9)
Stock compensation expense	(3.0)	(2.8)	(8.2)	(11.0)
Restructuring and other infrequent expenses	(1.2)	(1.0)	(3.3)	(3.8)
Amortization of intangibles	(5.0)	(4.6)	(13.8)	(13.3)
Consolidated income from operations	<u>\$ 75.9</u>	<u>\$ 35.7</u>	<u>\$ 181.8</u>	<u>\$ 170.9</u>

RECONCILIATION OF NON-GAAP MEASURES

This earnings release discloses adjusted income from operations, net income and earnings per share, all of which exclude amounts that differ from the most directly comparable measure calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). A reconciliation of each of these financial measures to the most directly comparable GAAP measure is included below (in millions, except per share data):

	Three months ended September 30,					
	2010			2009		
	Income From Operations	Net Income ⁽¹⁾	Earnings Per Share ⁽¹⁾	Income From Operations	Net Income ⁽¹⁾	Earnings Per Share ⁽¹⁾
As adjusted	\$ 77.1	\$ 63.1	\$ 0.66	\$ 36.7	\$ 12.0	\$ 0.13
Restructuring and other infrequent expenses ⁽²⁾	1.2	0.8	0.01	1.0	0.9	0.01
As reported	<u>\$ 75.9</u>	<u>\$ 62.3</u>	<u>\$ 0.65</u>	<u>\$ 35.7</u>	<u>\$ 11.1</u>	<u>\$ 0.12</u>

(1) Net income and earnings per share amounts are after tax.

(2) The restructuring and other infrequent expenses recorded during the third quarter of 2010 related primarily to severance costs associated with the Company's rationalization of its operations in Denmark and France. The restructuring and other infrequent expenses recorded during the third quarter of 2009 related primarily to severance costs associated with the Company's rationalization of its operations in the United States, the United Kingdom and Finland.

The following is a reconciliation of adjusted income from operations, net income and earnings per share to reported income from operations, net income and earnings per share for the nine months ended September 30, 2010 and 2009 (in millions, except per share data):

	Nine months ended September 30,					
	2010			2009		
	Income From Operations	Net Income ⁽¹⁾	Earnings Per Share ⁽¹⁾	Income From Operations	Net Income ⁽¹⁾	Earnings Per Share ⁽¹⁾
As adjusted	\$ 185.1	\$ 137.7	\$ 1.43	\$ 174.7	\$ 105.3	\$ 1.12
Restructuring and other infrequent expenses ⁽²⁾	3.3	2.4	0.02	3.8	3.1	0.03
As reported	<u>\$ 181.8</u>	<u>\$ 135.3</u>	<u>\$ 1.41</u>	<u>\$ 170.9</u>	<u>\$ 102.2</u>	<u>\$ 1.09</u>

(1) Net income and earnings per share amounts are after tax.

(2) The restructuring and other infrequent expenses recorded during the first nine months of 2010 related primarily to severance and other related costs associated with the Company's rationalization of its operations in Denmark, Spain, Finland and France. The restructuring and other infrequent expenses recorded during the first nine months of 2009 related primarily to severance costs associated with the Company's rationalization of its operations in the United States, the United Kingdom and Finland.

The following is a reconciliation of net sales for the three months ended September 30, 2010 at actual exchange rates compared to 2009 adjusted exchange rates (in millions):

	<u>Three months ended September 30,</u>		
	2010 at Actual Exchange Rates	2010 at Adjusted Exchange Rates (1)	Change due to currency translation
North America	\$ 373.4	\$ 369.5	1.4%
South America	487.7	461.3	8.0%
Europe/Africa/Middle East	708.7	774.2	(9.5)%
Rest of World	87.6	89.6	(2.7)%
	<u>\$ 1,657.4</u>	<u>\$ 1,694.6</u>	<u>(2.7)%</u>

(1) Adjusted exchange rates are 2009 exchange rates.

The following is a reconciliation of net sales for the nine months ended September 30, 2010 at actual exchange rates compared to 2009 adjusted exchange rates (in millions):

	<u>Nine months ended September 30,</u>		
	2010 at Actual Exchange Rates	2010 at Adjusted Exchange Rates (1)	Change due to currency translation
North America	\$ 1,026.4	\$ 1,002.5	2.1%
South America	1,313.2	1,157.3	21.1%
Europe/Africa/Middle East	2,178.9	2,266.2	(3.3)%
Rest of World	210.1	201.7	4.1%
	<u>\$ 4,728.6</u>	<u>\$ 4,627.7</u>	<u>2.2%</u>

(1) Adjusted exchange rates are 2009 exchange rates.