Exhibit F

SUMMARY AND ORDER OF PROPOSAL CONTENTS

Technical Proposal Component	Form (if any)	Proposal Section
A. Executive Summary		
Executive Summary **(Exclude price information)**	No forms are provided	Vol. 1, Section A, pages 1-4
B. Proposer Information, Certifications & Documents		
Proposal Letter	Form A	Vol. 1, Section B, tab titled *Form A*
Authorization Documents	No forms are provided	Vol. 1, Section B, tab titled *Form A*
Identification of Proposer and Equity Members	Form B-1	Vol. 1, Section B, tab titled *Form B-1*
Information About Proposer Organization	Form B-2	Vol. 1, Section B, tab titled *Form B-2*
Information About Major Subcontractors	Form B-3	Vol. 1, Section B, tab titled *Form B-3*
Letter accepting joint and several liability, if applicable	No forms are provided	n/a
Responsible Proposer and Major Subcontractor Questionnaire	Form C	Vol. 1, Section B, tab titled *Form C*
Letter(s) Regarding Pre-Proposal Submittals	No forms are provided	n/a
Non-Collusion Affidavit	Form D	Vol. 1, Section B, tab titled *Form D*
Buy America Certification	Form E	Vol. 1, Section B, tab titled *Form E*
Surety/Financial Institution Information	No forms are provided	Vol. 1, Section B, tab titled *Surety*

Technical Proposal Component	Form (if any)	Proposal Section
Conflict of Interest Disclosure Statement	Form F	Vol. 1, Section B, tab titled *Form F*
Equal Opportunity Employment Certification	Form H	Vol. 1, Section B, tab titled *Form H*
Lobbying Certification	Form I	Vol. 1, Section B, tab titled *Form I*
Debarment and Suspension Certification	Form J	Vol. 1, Section B, tab titled *Form J*
Insurance	No forms are provided	Vol. 1, Section B, tab titled *Insurance*
Confidential Contents Index	No forms are provided	n/a
Kentucky Bidders Form	Form N	Vol. 1, Section B, tab titled *Form N*
Copies of Organizational Documents	No forms are provided	Vol. 1, Section B, tab titled *Form A*
Proposer Teaming Agreement or Key Terms	No forms are provided	n/a
Executed Contracts or Term Sheets/Heads of Terms	No forms are provided	n/a
C. Financial Information Proposer must provide the corporate and financial information identified in Section 4.0 of Exhibit B, for the Proposer, Equity Members, Guarantors and any other Financially Responsible Party	No forms are provided	Vol. 1, Section C, tab titled *Financial Statements*
C1 Audited Fiscal Financial Statements and related updated financial materials submitted in response to SOQ for all periods subsequent to SOQ and unaudited interim financial statements (Exhibit B, Section 4.1)	No forms are provided	Vol. 1, Section C, tab titled *Financial Stmnts*

Technical Proposal Component	Form (if any)	Proposal Section
C2 Letter regarding material change in financial condition since submission of the SOQ and for next reporting period (Exhibit B, Section 4.2)	No forms are provided	Vol. 1, Section C, tab titled *Material Changes*
C3 Guarantor Letter of Support (Exhibit B, Section 4.3)	Form L	Vol. 1, Section C, tab titled *Form L*
D. Technical Response		
Technical Response	Form K	Vol. 2, Section D, pages 1-240
E. Preliminary Project Schedule		
Preliminary Project Schedule	No forms are provided	Vol. 2, Section E, pages 241-244

Price Proposal
Proposers shall follow the order of the Price Proposal Checklist in their submissions. A referenced copy of this document shall be submitted with the Price Proposal.

A. Price Forms		
Price Forms	Form G	Section A
Form G-1		Section A, tab titled *CP-Contract Price*
Form G-2		Section A, tab titled *RS-Roadside*
Form G-3		Section A, tab titled *BO-Back Office*
Form G-4		Section A, tab titled *TO-TOC and System Monitoring*
Form G-5		Section A, tab titled *CS-Customer Service Center*
Form G-6		Section A, tab titled *PM-Project Management*
Form G-7		Section A, tab titled *T-Tests*
Form G-8		Section A, tab titled *DM-Data Mart*
Form G-9		Section A, tab titled *BI-Bonding and Insurance*
Form G-10		Section A, tab titled *OMR-Roadside*
Form G-11		Section A, tab titled *OMN-Network*
Form G-12		Section A, tab titled *OMH-Hosting*
Form G-13		Section A, tab titled *OMB-BO-IT*
Form G-14		Section A, tab titled *OMT-TOC*

Form G-15		Section A, tab titled *OMC-CSC*
Form G-16		Section A, tab titled *Hourly Rates*
Form G-17		Section A, tab titled *Major Spares*
Form G-18		Section A, tab titled *MOT*

A Executive Summary

The procurement of the Joint Board's toll collection system has been a long road that has taken some unanticipated turns. When TransCore first responded to the Request For Proposal (RFP) issued by the Joint Board of the Louisville-Southern Indiana Ohio River Bridges (LSIORB) in 2013, we understood the project objectives and were well prepared to deliver the program. In the time that has transpired since then, we have not stood still as our products, our staff, and our track record in delivering All Electronic Tolling (AET) systems has grown and matured. We have continued to learn from each of our deployments, we've incorporated several technological enhancements, we've remained engaged with the LSIORB project, and we've refined our proposal accordingly.

[redacted] and are now under contract to deploy an AET system on the Henry Hudson Bridge for the Metropolitan Transit Authority (MTA) in New York City – the largest tolling agency in the United States. Our Customer Account Management System (CAMS) back office product was also recently selected by the Massachusetts Department of Transportation (MassDOT) in the largest AET procurement in the United States. Consequently, we submit this proposal today with more confidence than ever in our ability to deliver a cost-effective, reliable, field-proven, technologically advanced off-the-shelf Toll Collection System (TCS) product that requires little to no customization for the Joint Board.

Understanding Project Needs

One critically important aspect of this project is the recognition that this deployment is "greenfield" in nature – it does not occur in an environment where motorists are accustomed to the nuances of toll collection systems and their business rules. This setting raises a number of important considerations from a heightened need for communication, education, and coordination with stakeholders; to a need to deploy a robust and versatile foundation upon which to model future systems and expansions. Due to these complexities and unknowns, it's important to have a partner with a depth of highly talented and experienced toll system staff to ensure a successful project delivery and ongoing operation. TransCore's approach has been developed precisely with these points in mind. We are often called upon to be the first to deploy technologies in greenfield areas and are well prepared for such challenges.

TransCore Solution

- **Reliable**
- **Robust**

[redacted]

- **Solid Deployment Record**

[redacted]

TransCore is also well qualified to assist the Joint Board with [redacted] We will share our experience and recommendations to help the Joint Board make the best possible decisions about this approach to revenue collection.

With a broad base of experience, TransCore serves as a solid partner for the Joint Board that can leverage decades of project experience – and staff experience and depth – deploying and operating toll systems for the American public. TransCore is also experienced in specific challenges associated with design/build contracts, public/private infrastructure building, and federally-funded contracts. We have a proven track record in managing project deployments with tight schedules while coordinating all of our design, construction, and testing activities with numerous contractors and stakeholder agencies.

We recognize and appreciate that coordination between TransCore and the Joint Board and its consultants will be critical in building the trust necessary to deliver this project. TransCore's Executive Management is located in Nashville, TN – just a short drive down I-65. Our Nashville office is also home to our software and in-lane management teams who will help deliver this project. We are confident that the close proximity of our key technical and management resources will facilitate communication and ensure that the Joint Board and key stakeholders get answers and results when they need them. We truly see this effort as a partnership approach. The attitude that will permeate our project team is to get the job done on time and lead the way in doing so. We will implement this philosophy throughout the life of this project, ***always operating with a sense of urgency.***

[redacted]

TransCore's state-of-the-art ***Infinity*** roadside tolling system product and our advanced back office accounting package, CAMS, provide the foundation for our TCS solution. We are leveraging our mature, highly-configurable solutions and functionality that have been developed over many years and deployed across the United States to provide a low-risk, readily deployable and sustainable solution with minimal enhancements required.

Our ***Infinity*** roadside solution is [redacted] Our web-based CAMS back office product is equally robust and versatile, enabling fast, accurate, and cost effective processing for a full range of transactions – from those that are automated to those that require in-depth customer interaction. [redacted]

CAMS adds a level of organization and simplicity that expedites and automates the handling of video transactions and streamlines operations. [redacted] TransCore's experience with designing and operating Customer Service Centers (CSCs) allows us to handle millions of transactions daily through the use of thoughtfully designed interactive voice response systems, easy to navigate Web sites, modular CSC software, and well-trained staff.

[redacted]

A Partnership Philosophy

TransCore has been the leading value-driven solutions provider within the toll industry for more than 75 years. Throughout our entire 75+ year history, we have always been American-owned and operated, with our entire staff of 2,000 employees solely focused on tolling and transportation solutions for our customers in the transportation industry. During this time, we have had the privilege to serve numerous tolling agencies – some throughout our entire 75+ year history and some for the entire organizational life of our customers. Our goal in this inaugural project for the Joint Board is to prove ourselves worthy of such a long-term partnership. Our operating philosophy is a highly focused on our customer and we believe this is a driving reason for our track record of long-term relationships, tenure in the industry, and successful project deliveries.

TransCore

- **American Company**
- **Based in Ohio Valley**
- **Dedicated to Transportation**
- **75 Year Record of Partnership**
- **Leader in Innovation**

While our track record of long term relationships demonstrates that our customers view TransCore as a partner, we fully recognize that partnerships are built on trust and we must earn the trust of the Joint Board by demonstrating shared values. We will work diligently every day to do so. We can't succeed if the Joint Board and all participating stakeholders don't succeed as well. Accordingly, we are delivering a cost-effective, technologically-advanced, and industry-proven solution that achieves the project and operational objectives with practical strategies that can serve the Joint Board, its customers, and bond holders for many decades.

A Low-Risk Choice

TransCore offers additional value to the Joint Board by already having integrated the selected RFID hardware and protocols. We can appreciate the desire for the Joint Board to select these systems and vendors in different procurements to reduce the risk associated with selecting a single vendor for all project elements. We have worked closely with the selected RFID vendor and its products in numerous installations across IAG lanes and have already integrated the selected RFID products into our lane systems, including the ***Infinity*** roadside system. This means that ***selecting TransCore as the TCS integrator introduces no risk to successfully integrate to the chosen RFID components.***

An Experienced Project Team

By choosing TransCore as its partner, the Joint Board also benefits from our significant experience in deploying toll systems in new environments that utilize the same business rules the Joint Board is considering for its toll collection system. [redacted]

Our staff is also well prepared to work with the Joint Board's civil contractors. We have a long and successful history of working with civil contractors and know that we can deliver cost savings to all parties. Our collaborative approach begins with sharing the often unfamiliar requirements of tolling with other contractors as early as possible to enable them to incorporate any unique aspects into their design and schedule. [redacted] Every toll system we install requires this kind of coordination and collaboration with others who design, fabricate, build, construct, and deliver them.

The TransCore Advantage

As a leader and trailblazer in tolling since the industry's inception, TransCore is more than just a contractor: we provide consultation and advice drawn from lessons learned designing, deploying, operating, and maintaining all types of tolling approaches, including AET, ORT, and video tolling. We also possess the critical depth and breadth of experience needed to manage the special challenges involved with interoperability, video tolling, and implementing reversible lanes. Our leadership and experience allow us to be the stable, reliable, risk-adverse partner the Joint Board can rely on to understand its vision and bring it to fruition with elegance, simplicity, and economy at every step. [redacted] We are committed to delivering the results that the Joint Board wants and needs, now and throughout the life of the system.

FORM A

INDIANA FINANCE AUTHORITY
ON BEHALF OF THE LOUISVILLE SOUTHERN INDIANA OHIO RIVER BRIDGES JOINT BOARD
LSIORB TOLL SERVICES PROJECT
INSTRUCTIONS TO PROPOSERS

PROPOSAL LETTER

PROPOSER: TransCore, LP

Proposal Date: July 28, 2014

The undersigned (**"Proposer"**) submits this proposal (this **"Proposal"**) in response to that certain Request for Proposals (as amended, the "**RFP**") issued by the Indiana Finance Authority (**"IFA"**), an independent public corporation created under the laws of the State of Indiana, on behalf of the Joint Board, dated May 23, 2014, to provide, operate, maintain, and manage a toll collection system, and provide back office toll collection and customer service, for the Ohio River Bridges Project (the "**Project**"), as more specifically described herein and in the documents provided with the RFP (the **"RFP Documents"**). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFP and the RFP Documents.

The RFP was issued on behalf of the Joint Board ("Joint Board") established under the Interlocal Cooperation Agreement for the Design, Procurement, Construction, Financing, Tolling, Operation and Maintenance for the Louisville-Southern Indiana Ohio River Bridges Project (as amended from time to time, the "Interlocal") and the Bi-State Development Agreement ("Development Agreement") among KYTC, KPTIA, IFA and INDOT (collectively, the "States' Parties"), which has authorized IFA to undertake this procurement on behalf of the Joint Board and in cooperation with the other States' Parties.

Subject to the terms below, in consideration for IFA and the Joint Board supplying us, at our request, with the RFP Documents and agreeing to examine and consider this Proposal, the undersigned undertake(s) [jointly and severally] ***[if Proposer team's equity members have not formed the Proposer entity, then leave in words "jointly and severally…" and delete the brackets. Otherwise delete the entire phrase. The bracketed "jointly and severally…" language applies until a Proposer entity is formed, in which case, it will not apply unless the Contractor is a joint venture or partnership]***:

a) to keep this Proposal open for acceptance initially for 180 days after the Proposal Due Date, without unilaterally varying or amending its terms and without any member or partner withdrawing or any other change being made in the composition of the partnership/joint venture/limited liability company/consortium on whose behalf this Proposal is submitted, without first obtaining the prior written consent of the Joint Board, in its sole discretion; and

b) if this Proposal is accepted, to provide security (including bonds, insurance and letters of credit) for the due performance of the LSIORB Toll Services Agreement (**"Agreement"**) as stipulated in the Agreement and the RFP.

If selected by the Joint Board, Proposer agrees to do the following or to cause the Toll System Provider to do the following: (a) if requested by IFA, on behalf of the Joint Board, in its sole discretion, enter into good faith negotiations with the Joint Board regarding the terms of the Agreement and in accordance with the requirements of the RFP; and (b) perform its obligations as set forth in the ITP and Agreement, including compliance with all commitments contained in this Proposal.

The following individual(s) is/are authorized to enter into negotiations with the Joint Board on behalf of the Proposer and Toll System Provider in connection with this RFP, the Project and the Agreement: Russell L. Reeser _____ ***[insert names]***
(authorization follows)

Enclosed, and by this reference incorporated herein and made a part of this Proposal, are the following:

- Executive Summary
- Technical Proposal, including Proposer Information and Certifications and Documents,
- Price Proposal

Proposer acknowledges receipt of the following Addenda and sets of questions and responses:

Addenda issued:

June 26, 2014
July 11, 2014
[_____]

Responses issued:
June 26, 2014
July 11,, 2014
[_____]

Proposer certifies that its Proposal is submitted without reservation, qualification, assumptions or conditions (except for any express assumptions specifically and explicitly included in the RFP Documents). Proposer certifies that it has carefully examined and is fully familiar with all of the provisions of all of the RFP Documents, has reviewed all materials posted on the Website and the FTP Site, the Addenda and responses to questions, and is satisfied that the RFP Documents provide sufficient detail regarding the obligations to be performed by Toll System Provider and do not contain internal inconsistencies, errors or omissions; that it has carefully checked all the words, figures and statements in this Proposal; that it has conducted a Reasonable Investigation in preparing this Proposal; and that it has notified IFA in writing of

any deficiencies or errors in or omissions from any RFP Documents or other documents provided by IFA and of any unusual site conditions observed prior to the date hereof.

Proposer represents that all statements made in the SOQ previously delivered to IFA (as amended and resubmitted) are true, correct and accurate as of the date hereof, except as otherwise specified in the enclosed Proposal and Proposal forms. Proposer agrees that such SOQ, except as modified by the enclosed Proposal and Proposal forms, is incorporated as if fully set forth herein.

Proposer understands that the Joint Board is not bound to award the Agreement to the best financial Proposal or any Proposal that IFA, on behalf of the Joint Board, may receive.

Proposer further understands that all costs and expenses incurred by it in preparing this Proposal and participating in the RFP process will be borne solely by the Proposer.

Subject to Proposer's rights under the Public Records Act, Proposer consents to disclosure by IFA and the Joint Board of its Proposal pursuant to Indiana Code 8-15.5-4-6(c) and Indiana Code 8-15.5-4-13 to any Persons, in IFA's sole discretion, after award of the Agreement and execution of the Agreement by the Joint Board and acknowledges and agrees to the provisions and deadlines set forth in ITP Section 1.8.4. Proposer acknowledges and agrees to the disclosure terms of the ITP and that observers and individuals may conduct reviews on behalf of USDOT and FHWA with respect to the successful Proposal. Proposer expressly waives any right to contest such disclosures.

Proposer agrees that none of IFA, the Joint Board or the States' Parties will be responsible for any errors, omissions, inaccuracies, inconsistencies or incomplete statements in this Proposal.

Proposer acknowledges the procurement protest procedures set forth in Section 6 of the ITP and agrees that if it files a protest of this procurement or award of an Agreement hereunder and that protest is denied or is otherwise unsuccessful, shall be liable to IFA for IFA's costs incurred to defend against or resolve the protest, including legal and consultant fees and costs, and any unavoidable damages sustained by IFA and the Joint Board as a consequence of the protest.

This Proposal shall be governed by and construed in all respects according to the laws of the State of Indiana.

Proposer's business address:

8158 Adams Drive
(No.) (Street) (Floor or Suite)

Hummelstown, PA 17036
(City) (State or Province) (ZIP or Postal Code) (Country)

State or Country of Incorporation/Formation/Organization: Delaware

By: _____

Print Name: Russell L. Reeser

Title: Assistant Secretary

TLP Holdings, LLC

TransCore, LP
OFFICERS
Effective Date: April 9, 2014

OFFICER NAME		BUSINESS ADDRESS		POSITION
Tracy S. Marks		150 4th Avenue North, Suite 1200 Nashville, TN 37219 615-988-8960		President
Joseph Stanley Grabias		150 4th Avenue North, Suite 1200 Nashville, TN 37219 615-988-8960		Vice President Finance & Assistant Secretary
Paul J. Soni		6901 Professional Parkway East Suite 200 Sarasota, FL 34240 941-556-2601		Vice President, Treasurer & Assistant Secretary
Jack Buhsmer		6901 Professional Parkway East Suite 200 Sarasota, FL 34240 941-556-2601		Vice President
David Brant Liner		6901 Professional Parkway East Suite 200 Sarasota, FL 34240 941-556-2601		Vice President & Secretary
Russell L. Reeser		8158 Adams Drive Building 200 Hummelstown, PA 17036 717-561-5867		Vice President & Assistant Secretary
Michael Frank Holling		150 4th Avenue North, Suite 1200 Nashville, TN 37219 615-988-8960		Vice President

*Expiration of Term - all directors & officers - when successor is elected and qualifies.

ADDITIONAL INFORMATION TO BE PROVIDED WITH PROPOSAL LETTER:

A. If the Proposer is a corporation, enter the state or country of incorporation in addition to the business address. If the Proposer is a partnership, enter the state or country of formation. If the Proposer is a limited liability company, enter the state or country of organization.

Delaware

B. Describe in detail the legal structure of the Proposer/Toll System Provider and Equity Members.

2. If Proposer/Toll System Provider/Equity Member is a partnership or includes a partnership as a joint venture member, partner or member, attach full names and addresses of all partners and the equity ownership interest of each entity, provide the incorporation, formation and organizational documentation for the Proposer/Toll System Provider/Equity Member (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture agreement for a joint venture) certified by an appropriate individual. If any entity is not yet formed, so state and indicate that these documents will be provided prior to commercial close as required by the ITP.

TLP Holdings, LLC
(General Partner)
Ownership interest: 1.136%

TransCore Partners, LLC
(Limited Partner)
Ownership interest: 98.864%

Address (both): 8158 Adams Drive, Hummelstown, PA 17036

(See attached Articles)

3. If Proposer/Toll System Provider/Equity Member is a consortium, joint venture or includes a joint venture as a joint venture member, partner or member, attach full names and addresses of all consortium or joint venture members and the equity ownership interest of each entity, provide the incorporation, formation and organizational documentation for Proposer/Toll System Provider/Equity Member (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture agreement for a joint venture) certified by an appropriate individual. If any entity is not yet formed, so state and indicate that

these documents will be provided prior to commercial close as required by the ITP.

4. If Proposer/Toll System Provider/Equity Member is a limited liability company or includes a limited liability company as a joint venture member, partner or member, attach full names and addresses of all members and the equity ownership interest of each entity, provide the incorporation, formation and organizational documentation for Proposer/Toll System Provider/Equity Member (partnership agreement and certificate of partnership for a partnership, articles of incorporation and bylaws for a corporation, operating agreement for a limited liability company and joint venture) certified by an appropriate individual. Attach evidence to the Proposal Letter, in respect of the Proposal, and to each letter required under the Proposal Letter that the person signing has authority to do so. If any entity is not yet formed, so state and indicate that these documents will be provided prior to commercial close as required by the ITP. For purposes of clarity, Proposer may append to the Proposal Letter a letter from each person signing the Proposal that such person has the authority to do so, which shall suffice for the purposes of the requirements set forth in this Section B.4.

For purposes of this Section B, the term "organizational documentation" in respect of an Equity Member shall mean such entity's certificate of formation/articles of incorporation/certificate of partnership/joint venture agreement, or equivalent charter documentation; provided, further, that such entity shall provide its partnership agreement/operating agreement/bylaws/equivalent joint venture or investment fund internal governing organizational documentation prior to commercial close as required by the ITP.

C. With respect to authorization of execution and delivery of the Proposal and validity thereof, if Proposer is a corporation, it shall provide evidence in the form of a resolution of its governing body certified by an appropriate officer of the corporation. If Proposer is a partnership, such evidence shall be in the form of a partnership resolution and a general partner resolution (as to each general partner) providing such authorization, in each case, certified by an appropriate officer of the general partner. If Proposer is a limited liability company, such evidence shall be in the form of a limited liability company resolution and a managing member(s) resolution providing such authorization, certified by an appropriate officer of the managing member(s). If there is no managing member, each member shall provide the foregoing information. If Proposer is a consortium or other form of joint venture, such evidence shall be in the form of a resolution of each consortium or joint venture member, certified by an appropriate officer of such consortium or joint venture member. If Proposer is a consortium, joint venture or a partnership, the Proposal must be executed by all consortium or joint venture members or all general partners, as applicable. If the form used for authorization is other than a resolution, as described above, Proposer shall provide such other authorization document as is acceptable to the Joint Board, in its sole discretion.

(see attached Resolution for TLP Holdings, LLC)

D. Toll System Provider's partnership agreement, limited liability company operating agreement, charter or joint venture agreement, as applicable, must include an express provision satisfactory to the Joint Board, in its sole discretion, stating that, in the event of a dispute between or among joint venture members, partners, members or shareholders, as applicable, no joint venture member, partner, member or shareholder, as applicable, shall be entitled to stop, hinder or delay work on the Project. Proposers should submit the applicable agreement to IFA and identify on a cover page where in the agreement the provision can be found. If Toll System Provider is not yet formed, provide draft organizational documents and indicate where the provision is found.

(See attached Agreement of Limited Partnership, Section 5.1)

Form A, Section B.2

Articles of Conversion

Delaware

The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF LIMITED PARTNERSHIP IS THE TENTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, CHANGING ITS NAME FROM "TRANSCORE, L.P." TO "TRANSCORE, LP", FILED THE SECOND DAY OF OCTOBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE SECOND DAY OF OCTOBER, A.D. 2001, AT 9:01 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2382097 8100X

AUTHENTICATION: 3490617

040838168

DATE: 11-19-04

Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "TRANSCORE, LP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 1998, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SYNTONIC TECHNOLOGY, INC." TO "TRANSCORE, INC.", FILED THE FIFTEENTH DAY OF NOVEMBER, A.D. 1999, AT 4 O'CLOCK P.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "TRANSCORE, INC." TO "TRANSCORE, L.P.", FILED THE SEVENTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TENTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

CERTIFICATE OF LIMITED PARTNERSHIP, CHANGING ITS NAME FROM "TRANSCORE, INC." TO "TRANSCORE, L.P.", FILED THE SEVENTH DAY OF SEPTEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2382097 8100X

AUTHENTICATION: 3490617

040838168

DATE: 11-19-04

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 10/02/2001
010490627 - 2382097

Certificate of Correction of Certificate of Conversion

It is hereby certified that:

1. The name of the limited partnership (hereinafter called the "limited partnership") is TransCore, L.P.

2. The Certificate of Conversion of the limited partnership, which was filed by the Secretary of State of Delaware on September 7, 2001 is hereby corrected.

3. The inaccuracy [defect] to be corrected in said instrument is as follows: The name of the limited partnership is incorrectly set forth in the document.

4. The portion of the instrument in corrected form is as follows: "4.) The name of the limited partnership as set forth in the formation is TransCore, LP."

IN WITNESS WHEREOF, this Certificate of Correction has been duly executed by a general partner thereunto duly authorized as of the 2d day of October, A.D., 2001.

TRANSCORE, L.P.
By: TLP Holdings, LLC
General Partner

By: /s/ Claudia F. Wiegand
Claudia F. Wiegand
Executive Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 10/02/2001
010490630 - 2382097

Corrected
Certificate of Limited Partnership

It is hereby certified that:

1. The name of the limited partnership (hereinafter called the "limited partnership") is TransCore, L.P.

2. The Certificate of Limited Partnership of the limited partnership, which was filed by the Secretary of State of Delaware on September 7, 2001 , is hereby corrected.

3. The name of the limited partnership was incorrectly set forth throughout the document. The Certificate of Limited Partnership is set forth in its corrected form as Exhibit A.

IN WITNESS WHEREOF, this Certificate of Correction has been duly executed by a general partner thereunto duly authorized as of the 2d day of October, A.D., 2001.

TRANSCORE, L.P.
By: TLP Holdings, LLC
General Partner

By: /s/ Claudia F. Wiegand
Claudia F. Wiegand
Executive Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/07/2001
010444667 - 2382097

STATE OF DELAWARE CERTIFICATE OF CONVERSION FROM A CORPORATION TO A LIMITED PARTNERSHIP PURSUANT TO SECTION 266 OF THE DELAWARE GENERAL CORPORATION LAW.

1.) The name of the corporation immediately prior to filing this Certificate is TransCore, Inc.

2.) The date the Certificate of Incorporation was filed on is March 3, 1994.

3.) The original name of the corporation as set forth in the Certificate of Incorporation is Syntonic Acquisition Corporation.

4.)The name of the limited partnership as set forth in the formation is TransCore, L.P.

5.)The conversion has been approved in accordance with the provisions of Section 266.

6.) The Certificate of Conversion shall be effective as of September 10, 2001.

By: _____
Authorized Officer

Name: Claudia F Wiegand
Print or Type Signature

Exhibit A

STATE OF DELAWARE

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, does hereby certify as follows:

1. The name of the limited partnership is TransCore, LP.

2. The name and address of the Registered Agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

3. The name and mailing address of each general partner is as follows:

TLP Holdings, LLC.
8158 Adams Drive
Liberty Centre, Building 200
Hummelstown, PA 17036

4. The Certificate of Limited Partnership shall be effective as of 9/10/01.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of TransCore, LP as of the 31 day of August, 2001.

TRANSCORE, LP
By: TLP Holdings, LLC, its General Partner

By: _____
Name: Claudia F. Wiegand
Title: Executive Vice President

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/07/2001
010444667 - 2382097

TRANSCORE, L P

STATE OF DELAWARE

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to form a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Delaware Code, Chapter 17, does hereby certify as follows:

1. The name of the limited partnership is TransCore, L.P.

2. The name and address of the Registered Agent is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

3. The name and mailing address of each general partner is as follows:

TLP Holdings, LLC
8158 Adams Drive
Liberty Centre, Building 200
Hummelstown, PA 17036

4. The Certificate of Limited Partnership shall be effective as of 9/10/01.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Limited Partnership of TransCore, L P. as of the 31 day of August, 2001.

TRANSCORE, L.P
By: TLP Holdings, LLC, its General Partner

By: _____
Name: Claudia F. Wiegand
Title: Executive Vice President

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
SYNTONIC TECHNOLOGY, INC.

John M. Worthington hereby certifies that:

1. He is the duly elected and acting President of Syntonic Technology, Inc., a Delaware corporation.

2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware on March 3, 1994.

3. This Certificate of Amendment to the Certificate of Incorporation has been duly approved by the Board of Directors of this corporation.

4. This Certificate of Amendment to the Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the Board of Directors and the sole stockholder of this corporation.

5. The Certificate of Incorporation of this corporation is hereby amended to read as follows:

"1. The name of the corporation is:

TransCore, Inc."

IN WITNESS WHEREOF, Syntonic Technology, Inc. has caused this Certificate of Amendment to the Certificate of Incorporation to be signed by its President and attested to by its Assistant Secretary this 15th day of November, 1999.

SYNTONIC TECHNOLOGY, INC.

John M. Worthington
President

Attest:

By: _____
Claudia F. Wiegand
Secretary

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 11/15/1999
991486168 - 2382097

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 07/23/1998
981286234 - 2382097

RESTATED CERTIFICATE OF INCORPORATION

OF

SYNTONIC TECHNOLOGY, INC.

Syntonic Technology, Inc., a Delaware corporation, hereby certifies as follows:

1. The name of the Corporation is Syntonic Technology, Inc. and it was originally incorporated under the name of Syntonic Acquisition Corporation on March 3, 1994.

2. This Restated Certificate of Incorporation amends and restates the provisions of the Corporation's Certificate of Incorporation as heretofore amended.

3. The Corporation's Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

1. The name of the Corporation is:

Syntonic Technology, Inc.

2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. The total number of shares of capital stock of all classes which the Corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock, par value $0.01 per share.

Effective at the time of the filing of this Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, each outstanding share of the Corporation's Common Stock shall become .00028409 outstanding share of the Corporation's Common Stock. No fractional shares shall be issued in connection with such reverse stock split, but in lieu thereof, the Corporation shall round up to the next whole share each fractional share that otherwise would have been issued.

5. The Board of Directors is authorized to make, alter or repeal the bylaws of the Corporation. Election of directors need not be by written ballot.

6. The Corporation is to have perpetual existence.

7. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

8. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

9. This Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Syntonic Technology, Inc. has caused this Restated Certificate of Incorporation to be executed in its corporate name by its Secretary and attested by its Assistant Secretary this 22nd day of July, 1998.

SYNTONIC TECHNOLOGY, INC.

Douglas E. Scott, Secretary

SYNTONIC TECHNOLOGY, INC. INCORPORATED MARCH 3, 1994 DELAWARE

ATTEST:

By: Cindy Pittman, Assistant Secretary

Section C

Authorization Resolution

ACTION BY WRITTEN CONSENT OF THE GENERAL PARTNER OF TRANSCORE, L.P.

The undersigned, being the corporate General Partner of TransCore, LP (the "Partnership"), does hereby take the following action, pursuant to the terms of the Agreement of Limited Partnership:

WHEREAS, it is in the best interests of TransCore, LP to enter into a proposal with the Louisville-Southern Indiana Ohio River Bridges Project to provide, operate, manage, and maintain a toll collection system and provide back office toll collection and customer service through a Toll Services Agreement;

NOW THEREFORE, IT IS RESOLVED, that TransCore, LP has the authority to execute and deliver the proposal.

Effective this 18th day of June, 2014.

GENERAL PARTNER

TLP HOLDINGS, LLC

BY: _____
David B. Liner
Manager

Section D

Limited Partnership Agreement

Section 5.1

Exhibit 3.3

TRANSCORE, LP
AGREEMENT OF LIMITED PARTNERSHIP

This partnership agreement of TransCore, LP, a Delaware limited partnership, is entered into effective as of the 10 day of September, 2001, by and among TransCore Partners, Inc. (f/k/a AMGT Corporation), a Delaware Corporation, as the limited partner Partner, and TLP Holdings, LLC, a Delaware limited liability company, as the General Partner.

B A C K G R O U N D:

The parties desire to form a limited partnership for the purposes set forth herein, and to set forth herein their rights and obligations with respect to such limited partnership.

NOW, THEREFORE, intending to be legally bound hereby, the parties hereto agree as follows:

SECTION 1
DEFINED TERMS; OPERATION OF PARTNERSHIP

1.1 Defined Terms. When used in this Agreement, the following capitalized terms shall have the meanings set forth below:

"Act" means the Delaware Revised Uniform Limited Partnership Act.

"Affiliate" means, with respect to any Person, (i) any Person directly or indirectly controlling, controlled by, or under common control with such Person, and (ii) any officer, director, general partner, or manager of any Person described in clause (i) of this sentence. For purposes of this definition, "controls," "is controlled by," or "is under common control with" shall mean the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract, or otherwise.

"Agreement" means this partnership agreement, as the same may be amended from time to time.

"Bankruptcy" means, with respect to any Person, (i) the filing of any petition or answer by such Person seeking to adjudicate it a bankrupt or insolvent, or seeking for itself any liquidation, winding up, reorganization, arrangement, adjustment, protection, relief, or composition of such Person or such Person's debts under any law relating to bankruptcy, insolvency, or reorganization or relief of debtors, or seeking, consenting to, or acquiescing in the entry of an order for relief or the appointment of a receiver, trustee, custodian, or other similar official for such Person for any substantial

part of its property, or (ii) without the consent or acquiescence of such Person, the entering of an order for relief or approving a petition for relief or reorganization or any other petition seeking any reorganization, arrangement, composition, readjustment, liquidation, dissolution, or other similar relief under any bankruptcy, liquidation, dissolution, or other similar statute, law, or regulation, or the filing of any such petition against such Person which petition shall not be dismissed within ninety (90) days, or, without the consent or acquiescence of such Person, the entering of an order appointing a trustee, custodian, receiver, or liquidator of such Person of all or any substantial part of the property of such Person which order shall not be dismissed within sixty (60) days.

"Capital Contribution" means the amount of money and the fair market value of any property contributed to the Partnership by a Partner (net of any liabilities to which such property is subject or that are assumed by the Partnership in connection with such contribution).

"Certificate" means the certificate of limited partnership for the Partnership, and any amendments thereto.

"Code" means the Internal Revenue Code of 1986, as amended.

"General Partner" means the Person designated as general partner in Exhibit "A" attached to this Agreement, and any Person subsequently admitted as a general partner in accordance with the terms of this Agreement.

"Incapacity" means (a) with respect to a natural Person, the Bankruptcy, death or determination of incompetency or insanity of such Person and (b) with respect to any other Person, the Bankruptcy, liquidation or dissolution of such Person.

"Indemnified Party" means the General Partner and any member, manager, officer, director, shareholder, employee, or agent of the General Partner.

"Interest" means an ownership interest in the Partnership, including all of the rights and obligations in connection therewith under this Agreement and the Act.

"Limited Partners" means the Person designated as the limited partner in Exhibit "A" attached to this Agreement, and any Person subsequently admitted as a limited partner in accordance with the terms of this Agreement.

"Liquidator" means a Person chosen by the holders of a majority of the Percentage Interests of the Limited Partners to supervise the liquidation of the Partnership if there is no General Partner at the time of such liquidation.

"Net Distributable Proceeds" means gross cash or property received by the Partnership from all sources other than Capital Contributions, including reductions in Reserves from prior periods, reduced by the portion used (i) to pay Partnership expenses,

(ii) to make capital expenditures, including for the acquisition of any additional or replacement property, and (iii) to fund Reserves.

"Partners" means the General Partner and the Limited Partner, and any Person subsequently admitted as a partner in accordance with the terms of this Agreement.

"Partnership" means the limited partnership formed and operated pursuant to the terms of this Agreement.

"Percentage Interest" means the percentage determined in accordance with Section 2.3 of this Agreement.

"Person" means any individual or any partnership, corporation, trust, limited liability company or other legal entity.

"Regulations" means the income tax regulations promulgated under the Code, as such regulations may be amended from time to time.

"Reserves" means amounts set aside to pay future costs or expenses that are anticipated to exceed cash available to pay such costs or expenses when due, as determined in the sole discretion of the General Partner.

1.2 Formation; Name. The Partnership was formed by the filing of the Certificate. The Partners hereby agree to operate the Partnership as a limited partnership under the Act. The Partnership shall be operated under the name "TransCore, LP" or such other name as the General Partner shall determine from time to time. The General Partner shall file such other certificates and documents as are necessary to qualify the Partnership to conduct business in any jurisdiction in which the Partnership conducts business. A copy of the Certificate shall be provided to any Partner on request.

1.3 Registered Agent and Office; Principal Office. The registered agent and office of the Partnership required under the Act shall be as designated in the Certificate, and may be changed by the General Partner in accordance with the Act. The principal business office of the Partnership shall be located at 8158 Adams Drive, Liberty Centre, Building 200, Hummelstown, PA 17036, or such other address as shall be designated by the General Partner.

1.4 Purpose. The purpose and business of the Partnership is to engage in any lawful act or activity for which limited partnerships may be organized under the Act, including without limitation, to directly and indirectly conduct business activities that further the legal and economic interests of the Partners. The Partnership is authorized to do any and all acts and things necessary, appropriate, advisable, incidental to, or convenient for the furtherance and accomplishment of its purposes, and for the protection and benefit of the Partnership.

1.5 Term. The term of the Partnership commenced on the date of filing of the Certificate (which Certificate was filed along with applicable certificates of conversion to convert TransCore, Inc., a Delaware corporation, to the Partnership), and the Partnership shall continue until the Partnership is terminated in accordance with this Agreement.

1.6 Title to Property. All real and personal property owned by the Partnership shall be owned by the Partnership as an entity and no Partner shall have any ownership interest in such property in the Partner's individual name or right, and each Partner's Interest shall be personal property for all purposes. The Partnership shall hold all of its real and personal property in the name of the Partnership and not in the name of any Partner.

1.7 Waiver of Partition. No Partner shall either directly or indirectly take any action to require partition or appraisement of the Partnership or of any of its assets or properties or cause the sale of any Partnership property, and notwithstanding any provisions of applicable law to the contrary, each Partner hereby irrevocably waives any and all right to maintain any action for partition or to compel any sale with respect to such Partner's Interest, or with respect to any assets or properties of the Partnership, except as expressly provided in this Agreement.

SECTION 2
CAPITAL CONTRIBUTIONS; INTERESTS

2.1 Capital Contributions. All Capital Contributions shall be made to the Partnership in proportion to the Partners' Percentage Interests. The Capital Contributions of the Partners are set forth in Exhibit "A" attached hereto.

2.2 Additional Capital Contributions and Loans. No Partner shall be obligated to make any additional Capital Contributions or loans to the Partnership.

2.3 Percentage Interests. Each Partner shall have the Percentage Interest in the Partnership set forth next to such Partner's name in Exhibit "A" attached hereto.

2.4 No Interest. No interest shall be paid on any Capital Contributions of any Partner.

SECTION 3
DISTRIBUTIONS

3.1 Distributions of Net Distributable Proceeds. Net Distributable Proceeds shall be distributed among the Partners, at such times as shall be determined by the General Partner, in accordance with their relative Percentage Interests.

SECTION 4
FEDERAL INCOME TAX STATUS OF PARTNERSHIP

4.1 Election to be Taxed as Corporation. The Partnership shall file an election under Regulation §301.7701-3 to be treated as an association taxable as a corporation for federal income tax purposes.

SECTION 5
MANAGEMENT OF PARTNERSHIP

5.1 General Provisions Concerning Management. Subject to any express limitations contained in other provisions of this Agreement, the General Partner shall have the exclusive right and responsibility to manage the business of the Partnership and is hereby authorized to take any action of any kind and to do anything and everything the General Partner deems necessary in connection therewith. The General Partner shall have all of the rights and powers of a general partner under the Act. No Limited Partner shall have any right or power to take part in the management or control of the Partnership or its business and affairs or to act for or bind the Partnership in any way.

5.2 Contracts with Affiliates. The General Partner, on behalf of the Partnership, may enter into contracts and agreements for property or services in the ordinary course of business with any Partner or any Affiliate of a Partner.

5.3 Partnership Expenses. All expenses of the Partnership shall be billed directly to and be paid by the Partnership. The General Partner shall be reimbursed for all expenses incurred by it for or on behalf of the Partnership.

5.4 Meetings and Written Consents. Meetings of the Partners may be called at any time by the General Partner or by the holders of a majority of the Percentage Interests of the Limited Partners. Any Partner may participate in a meeting by means of conference telephone or similar communications equipment by means of which all Persons participating in the meeting can hear and speak to each other at the same time or in sequence, and participation in a meeting pursuant to this provision shall constitute presence at the meeting. Any action required or permitted to be taken at a meeting of the Partners may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by the Partners required to approve such action.

SECTION 6
BOOKS AND RECORDS; TAX AND FINANCIAL MATTERS

6.1 Books and Records. The Partnership books and records shall be maintained at the principal office of the Partnership. The Partnership books shall be closed and balanced at the end of each year. The books and records of the Partnership shall be available for inspection by any Partner at the principal business office of the Partnership during normal business hours.

6.2 Fiscal Year. The year of the Partnership shall end on the last day of the month of January each year.

6.3 Tax Matters. Except as provided in Section 4 of this Agreement, all decisions concerning Partnership tax matters, including all tax elections concerning the Partnership, shall be made by the General Partner.

6.4 Banking. All funds of the Partnership shall be deposited in the name of the Partnership in such checking account or accounts as shall be designated by the General Partner. All withdrawals therefrom are to be made upon checks signed by a Person or Persons authorized by the General Partner.

SECTION 7
TRANSFERS, ADMISSIONS, AND WITHDRAWALS

7.1 Transfers. Except as provided in this Agreement, there shall be no restrictions on the transfer of a Partner's Interest; provided, however, that if requested by the General Partner, such transfer shall not be valid and effective unless and until the Partnership receives an opinion of counsel (the cost of which shall be borne by the transferor), satisfactory in form and substance to the General Partner, that neither the offering nor the transfer will violate any federal or state securities law or regulations. Any purported transfer, sale, assignment, encumbrance, or other disposition in violation of this Agreement shall be null and void.

7.2 Admissions. Except as provided in this Agreement, no transferee of an Interest shall be admitted as a Partner of the Partnership unless and until the transferee agrees to be legally bound by this Agreement as a Partner and executes and delivers to the General Partner such documents and instruments as are necessary or appropriate in connection with the transferee becoming a Partner. The transferee shall pay all costs and expenses incurred by the Partnership in connection with such admission.

7.3 No Withdrawal. Except in connection with the transfer of an Interest in accordance with Sections 7.1 and 7.2 herein, no Limited Partner shall have the right to withdraw from the Partnership prior to the dissolution and winding up of the Partnership.

7.4 Incapacity of Limited Partner. The Incapacity of a Limited Partner shall not dissolve or terminate the Partnership. In the event of such Incapacity, provided the transfer of the Partner's Interest complies with Section 7.1, the executor, administrator, guardian, trustee or other personal representative or successor in interest of the Limited Partner affected by such Incapacity shall be deemed to be the assignee of such Limited Partner's Interest and may, subject to Section 7.2, become a substituted Limited Partner.

SECTION 8
TERMINATION AND DISSOLUTION

8.1 Dissolution Events. The Partnership shall be terminated and dissolved upon the earliest to occur of the following events:

8.1.1 Dissolution Event with Respect to a General Partner. Any event with respect to a General Partner that would result in a dissolution of the Partnership pursuant to the Act, provided, however, that the Partnership shall not be dissolved if (a) there is at least one remaining General Partner and the business of the Partnership is carried on by the remaining General Partner(s) either alone or together with a new General Partner, or, (b) if there is no remaining General Partner, within ninety (90) days of such event the holders of a majority of the Percentage Interests of the Limited Partners elect a new General Partner to continue the business of the Partnership; or

8.1.2 Election of General Partner or Limited Partners. The election of the General Partner or the holders of a majority of the Percentage Interests of the Limited Partners to dissolve the Partnership; or

8.1.3 Judicial Dissolution. Entry of a final decree of judicial dissolution pursuant to the Act.

8.2 Liquidation.

8.2.1 Winding Up. Upon the dissolution of the Partnership, the Partnership's business shall be liquidated in an orderly manner. The General Partner or Liquidator shall determine which Partnership property shall be distributed in-kind and which Partnership property shall be liquidated. The liquidation of Partnership property shall be carried out as promptly as is consistent with obtaining the fair value thereof.

8.2.2 Payments and Distributions. Partnership property or the proceeds therefrom, to the extent sufficient therefor, shall be applied and distributed in the following order of priority, with no distribution being made in any category set forth below until each preceding category has been satisfied in full:

(a) To the payment and discharge of all of the Partnership's debts and liabilities, including any debts and liabilities owed to any Partner, and to the expenses of liquidation;

(b) To the establishment of Reserves (which Reserves, to the extent determined in the sole discretion of the General Partner to be no longer needed by the Partnership, shall be distributed in accordance with the order of priority set forth in Section (c) hereof);

(c) To and among the Partners in accordance with Section 3 of this Agreement.

SECTION 9
EXCULPATION AND INDEMNIFICATION

9.1 Exculpation. No Indemnified Party shall be liable, responsible or accountable in damages or otherwise to the Partnership or any Limited Partner for any act

or omission performed or omitted by the Indemnified Party in a manner reasonably believed by the Indemnified Party to be in the scope of the authority granted to the Indemnified Party in accordance with this Agreement, provided that the act or omission of the Indemnified Party is not determined by a court to be due to willful misconduct.

9.2 Indemnification. The Partnership shall indemnify and hold harmless each Indemnified Party against any loss or damage (including attorneys' and other professional fees) incurred by the Indemnified Party on behalf of the Partnership or in furtherance of the Partnership's interests, without relieving the Indemnified Party of liability for willful misconduct. The satisfaction of any indemnification shall be from and limited to Partnership's assets and no Partner shall have any liability on account thereof. The right to indemnification shall include the right to be paid or reimbursed by the Partnership the reasonable expenses incurred by the Indemnified Party in advance of the final disposition of any proceeding; provided, however, that the advance payment of such expenses shall be made only upon delivery to the Partnership of a written affirmation by such Indemnified Party of such Indemnified Party's good faith belief that the Indemnified Party has met the standard of conduct necessary for indemnification under this Agreement and a written undertaking, by or on behalf of such Indemnified Party, to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Party is not entitled to be indemnified under this Agreement or otherwise.

SECTION 10
REPRESENTATIONS AND WARRANTIES

10.1 General. As of the date hereof, each of the Partners makes each of the representations and warranties applicable to such Partner as set forth in this Section 10.1, and such representations and warranties shall survive the execution of this Agreement.

10.1.1 Due Incorporation or Formation; Authorization of Agreement. If such Partner is a corporation, partnership, trust, limited liability company, or other legal entity, it is duly organized or formed, validly existing, and in good standing under the laws of the jurisdiction of its incorporation or formation and has the power and authority to own property and carry on its business as owned and carried on at the date hereof and as contemplated hereby. Such Partner is duly licensed or qualified to do business and in good standing in each of the jurisdictions in which the failure to be so licensed or qualified would have a material adverse effect on its ability to perform its obligations hereunder, and the execution, delivery, and performance of this Agreement has been duly authorized by all necessary corporate or partnership or company action. This Agreement constitutes the legal, valid, and binding obligation of such Partner.

10.1.2 No Conflict or Default. The execution, delivery, and performance of this Agreement and the consummation by such Partner of the transactions contemplated hereby (i) will not conflict with, violate, or result in a breach of any of the terms, conditions, or provisions of any law, regulation, order, writ, injunction, decree, determination, or award of any court, any governmental department, board, agency, or instrumentality, or any arbitrator, applicable to such Partner, and (ii) will not conflict

with, violate, result in a breach of, or constitute a default under any of the terms, conditions, or provisions of the articles of incorporation, bylaws, partnership agreement, or operating agreement of such Partner, or of any material agreement or instrument to which such Partner is a party or by which such Partner is or may be bound or to which any of its material properties or assets are or may be subject.

10.1.3 Governmental Authorizations. Any registration, declaration or filing with or consent, approval, license, permit or other authorization or order by, any governmental or regulatory authority that is required in connection with the valid execution, delivery, acceptance, and performance by such Partner under this Agreement or the consummation by such Partner of any transaction contemplated hereby has been completed, made, or obtained on or before the effective date of this Agreement.

10.1.4 Litigation. There are no actions, suits, proceedings, or investigations pending or, to the knowledge of such Partner, threatened against or affecting such Partner or any of such Partner's properties, assets, or businesses in any court or before or by any governmental department, board, agency, instrumentality, or arbitrator which, if adversely determined, could (or in the case of an investigation could lead to any action, suit, or proceeding which, if adversely determined, could) reasonably be expected to materially impair such Partner's ability to perform its obligations under this Agreement.

10.2 Investment Representations. Each Limited Partner represents and warrants that it has acquired its Interest for its own account as part of a transaction exempt from registration under the Securities Act of 1933, as amended, and applicable state law for investment purposes and not with a view to the resale or distribution thereof, and that it has had access to any and all information necessary to arrive at its decision to acquire its Interest. In addition to the restrictions on transfer of Interests otherwise set forth in this Agreement, no Interest may be sold, transferred, assigned or otherwise disposed of by any Partner in the absence of registration under the Securities Act of 1933, as amended, and applicable state law, or an opinion of counsel experienced in securities matters and satisfactory to the General Partner that such assignment or other disposition will not be in violation of said Act or state laws. No Limited Partner shall have any right to require registration of its Interest under said Securities Act or applicable state law and, in view of the nature of the Partnership and its business, such registration is neither contemplated nor likely. Each Limited Partner further acknowledges that it understands that the effect of the foregoing representation and warranty and restriction on assignment or other disposition is generally to require that such Interest be held indefinitely unless it is registered or an exemption from registration is available.

10.3 Breach of Representations and Warranties. Notwithstanding anything to the contrary contained in Section 9 of this Agreement, if any Partner shall breach or be in default of any representation or warranty contained in this Section 10, the breaching Partner shall protect, defend, indemnify and hold harmless the Partnership and the other Partners against any loss or damage (including attorneys' fees and other costs and expenses) incurred by such party as a result of any such breach or default.

SECTION 11
MISCELLANEOUS

11.1 Notices and Consents. All notices, approvals, consents, requests, instructions, and other communications (collectively "Communications") required to be given in writing pursuant to this Agreement shall be validly given, made or served only if in writing and when delivered personally or by registered or certified mail, return receipt requested, postage prepaid, or by a reputable overnight or same day courier, addressed to the Partnership or the Partner at the address that is on record at the principal office of the Partnership. Any such Communication shall be treated as given under this Agreement when the Communication is delivered to such address. The designation of the Person to receive such Communication on behalf of a Partner or the address of any such Person for the purposes of such Communication may be changed from time to time by written notice given to the Partnership pursuant to this Section.

11.2 Successors. This Agreement shall inure to the benefit of and shall be binding upon all of the parties and their respective heirs, successors and assigns.

11.3 Applicable Law. This Agreement and the rights of the parties hereunder shall be interpreted in accordance with the laws of the State of Delaware, without regard to any conflicts of law rules or principles of such state.

11.4 Amendment. No change or modification to this Agreement shall be valid unless the same be in writing and signed by the General Partner and the holders of a majority of the Percentage Interests of the Limited Partners. Notwithstanding the foregoing, the General Partner may amend Exhibit "A" of this Agreement to reflect transfers of Interests permitted in accordance with this Agreement.

11.5 Entire Agreement. This Agreement contains the entire understanding among the parties with respect to the subject matter hereof and supersedes any prior written or oral understandings and agreements between them respecting the subject matter hereof. There are no representations, agreements, arrangements, or understandings, oral or written, between or among the parties hereto relating to the subject matter of this Agreement which are not fully expressed herein.

11.6 Severability. If any provision of this Agreement or the application thereof to any Person or circumstance shall, for any reason and to any extent, be invalid or unenforceable, the remainder of this Agreement and the application of such provision to other Persons or circumstances shall not be affected thereby but rather shall be enforced to the greatest extent permitted by law.

11.7 Counterparts. This Agreement may be executed in one or more counterparts with the same effect as if all of the Partners had signed the same document. All counterparts shall be construed together and shall constitute one and the same instrument.

11.8 Construction. When from the context it appears appropriate, each term stated either in the singular or the plural shall include the singular and the plural and pronouns stated either in the masculine, the feminine or the neuter shall include the masculine, the feminine and the neuter.

11.9 Headings and Captions. The headings and captions contained in this Agreement are inserted only as a matter of convenience and in no way define, limit or extend the scope or intent of this Agreement or any provisions hereof.

11.10 No Waiver. The failure of any Partner to insist upon strict performance of a covenant hereunder or of any obligation hereunder or to exercise any right or remedy hereunder, regardless of how long such failure shall continue, shall not be a waiver of such Partner's right to demand strict compliance therewith in the future unless such waiver is in writing and signed by the Partner giving the same.

11.11 Other Business and Investment Ventures. Each Partner and any Affiliate of a Partner may engage in other business or investment ventures, including business or investment ventures in competition with the Partnership, and neither the Partnership nor the other Partners shall have any rights in such business or investment ventures.

11.12 Additional Instruments. Each Partner agrees to execute and deliver such additional agreements, certificates, and other documents as may be necessary or appropriate to carry out the intent and purposes of this Agreement.

11.13 Power of Attorney. Each Limited Partner, by the execution of this Agreement, irrevocably constitutes and appoints the General Partner as its true and lawful attorney-in- fact, with full power and authority in its name, place and stead to execute, acknowledge, deliver, swear to, file and record at the appropriate public offices such documents as may be necessary or appropriate to carry out the provisions of this Agreement. The appointment by each Limited Partner of the General Partner as attorney-in-fact shall be deemed to be a power coupled with an interest, in recognition of the fact that each of the Partners under this Agreement will be relying upon the powers of the General Partner to act as contemplated by this Agreement, and any filing or any other action on behalf of the Partnership shall survive the Bankruptcy or death of a Limited Partner.

IN WITNESS WHEREOF, the parties have executed this Agreement of Limited Partnership of TransCore, LP as of the day and year first above written.

LIMITED PARTNER:

TRANSCORE PARTNERS, INC. (F/K/A AMGT CORPORATION)

By: /s/ Claudia F. Wiegand _____
Name: Claudia F. Wiegand
Title: Executive Vice President

GENERAL PARTNER:

TLP HOLDINGS, LLC

By: /s/ Claudia F. Wiegand _____
Name: Claudia F. Wiegand
Title: Executive Vice President

TransCore, L.P.
Agreement of Limited Partnership
Exhibit "A"

PARTNERS' CAPITAL CONTRIBUTIONS AND PERCENTAGE INTERESTS

Partners	Capital Contribution	Percentage Interest
General Partner:		1.136% (4 shares)
Limited Partner:		98.864% (348 shares)

FORM B-1

IDENTIFICATION OF PROPOSER AND EQUITY MEMBERS

NAME OF ENTITY AND CONTACT INFORMATION (address, representative, phone, fax, email)	ROLE OF ENTITY IN PROPOSER ORGANIZATION	Indiana and Kentucky Contractor Licenses (if applicable)	Description of Work/Services To Be Performed By Entity (if applicable)
TransCore, LP 8158 Adams Drive Hummelstown, PA 17036 717.561.2400 (phone) 717.564.8439 (fax)	Proposer		System integrator responsible for all major elements of the project: design, deployment, operation, and maintenance

The above information is true, correct and accurate.

Executed July 23, 2014

(Signature)

Russell L. Reeser
(Name Printed)

Vice President and Assistant Secretary
(Title)

TransCore, LP
(Proposer)

FORM B-2

INFORMATION ABOUT PROPOSER ORGANIZATION

1.0 Name of Proposer: TransCore, LP
Name of team member _____

2.0 Type of entity: Proposer: Limited Partnership
Team member: _____

3.0 Proposer's address: 8158 Adams Drive
Hummelstown, PA 17036

717.561.2400 Telephone
717.564.8439 Facsimile

4.0 How many years (measured from the date of issuance of the RFQ) has Proposer, each Equity Member and each Major Subcontractor been in its current line of business and how many years (measured from the date of issuance of the RFQ) has each entity been in business under its present name?

Name	No. of years in business	No. of years under present name
TransCore	79	15

5.0 Under what other or former names have Proposer, Equity Members and Major Subcontractors operated?

Proposer: TransCore

Syntonic Technologies (SAIC subsidiary)

JHK & Associates (SAIC subsidiary)

Science Application International Corporation (SAIC)

Taller and Cooper

Radio Engineering Services

6.0 Proposer shall list below any Key Personnel and other key staff members and their relevant experience that have been approved by the Joint Board since the submission of Key Personnel under the ITP. Except as updated by the following information, Proposer's SOQ is hereby incorporated as if set forth in full and Proposer represents and warrants to the Joint Board that the information set forth in the SOQ, except as set forth herein, is true, complete and accurate in all respects and does not contain any misleading or incorrect information or omit to state a material fact necessary in order to make the information not misleading. Attach separate sheets if necessary.

Victor Foreman, Project Manager (Installation) -- 28 years of experience in system development, integration, and delivery. Responsible for the delivery of 8 programs involving AVI using RFID for ETC systems over the past 15 years. Experience includes all aspects of the electronic tolling: roadside equipment, lane solution, host and back office software, and operations.

Ron Barr, Program Manager (Operations & Maintenance) -- more than 17 years of experience in the RFID industry as an operations, project, and maintenance manager. Work includes toll, violation enforcement, and AVI/RFID-related projects.

7.0 List all Indiana and Kentucky licenses held by Proposer, any Equity Member and each Major Subcontractor. Attach copies of all Indiana and Kentucky licenses. Attach a separate sheet if necessary.

8.0 The Proposal shall include the following information regarding the Surety/Bonding companies or banking institutions committing to provide the Payment and Performance Bonds in accordance with Section 8 of the Agreement:

(a) Name and address of bonding company(ies) that will provide the surety bonds required by the Agreement (must be an Eligible Surety)

Federal Insurance Company, 15 Mountain View Road, PO Box 1615, Warren, NJ 07061-1615

(b) Whether or not the listed bonding company has defaulted on any obligation within the past ten years (measured from the date of issuance of the RFQ), and,

if so, a description and details of the circumstances and the outcome of such default. No.

(c) If the performance security is in the form of a letter of credit, the name of the bank or financial institution issuing the letter of credit (must be an Eligible Financial Institution). n/a

I declare under penalty of perjury under the laws of the State of Indiana that the foregoing declaration is true, correct and accurate.

Executed July 23, 2014

(Signature)

Russell L. Reeser
(Name Printed)

Vice President and Assistant Secretary
(Title)

TransCore, LP
(Proposer)

FORM B-3

INFORMATION ABOUT MAJOR SUBCONTRACTORS AND IDENTIFIED SUBCONTRACTORS

Proposer Name **TransCore, LP**

NAME OF ENTITY AND CONTACT INFORMATION (address, representative, phone, fax, email)	Address of Head Office	Indiana and Kentucky Contractor Licenses (if applicable)	Description of Work/Services To Be Performed By Entity (if applicable)	Identified Sub-contractor(Y/N)
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

Name of Subcontractor	Form of Entity (partnership, joint venture, LLC, corporation, etc.)	Entities with Ownership Interest	Percentage of Ownership Interest
Ex: Contractor AB, JV	Joint venture	Contractor A	60%
		Contractor B	40%

Add additional sheet(s) as necessary.

The undersigned Proposer hereby certifies that it has not entered into any substantive negotiations resulting in an agreement to enter into any Subcontracts with respect to the Project, except for those listed above. Proposer agrees that it will follow applicable Contract Documents requirements with respect to Subcontractors.

I declare under penalty of perjury under the laws of the State of Indiana that the foregoing declaration is true, correct and accurate.

Executed July 23, 2014.

(Signature)

Russell L. Reeser
(Name Printed)

Vice President and Assistant Secretary
(Title)

TransCore, LP
(Proposer)

FORM C

RESPONSIBLE PROPOSER, EQUITY MEMBER AND MAJOR SUBCONTRACTOR QUESTIONNAIRE

PROPOSER'S NAME: TransCore, LP

NAME OF ENTITY ON WHOSE BEHALF FORM IS PROVIDED: TransCore, LP

1. Questions

Proposer/Equity Member/Major Subcontractor shall respond either "yes" or "no" to each of the following questions. If the response is "yes" to any question(s), a detailed explanation of the circumstances shall be provided in the space following the questions. Proposer/Equity Member/Major Subcontractor shall attach additional documentation as necessary to fully explain said circumstances. Failure to either respond to the questions or provide adequate explanations may preclude consideration of the proposal and require its rejection.

The term **"affiliate"** means parent companies at any tier, subsidiary companies at any tier, entities under common ownership, joint ventures and partnerships involving such entities (but only as to activities of joint ventures and partnerships involving the Proposer, any Equity Member or any Major Subcontractor as a joint venturer or partner and not to activities of other joint venturers or partners not involving the Proposer, any Equity Member or any Major Subcontractor), and other financially liable or responsible parties for the entity, that within the past five years (measured from the date of issuance of the RFQ) have engaged in business or investment in North America. The information sought for affiliates is limited to the projects and matters that have occurred within the past five years (measured from the date of issuance of the RFQ) in North America.

Within the past ten years (measured from the date of issuance of the RFQ), has the identified entity, any affiliate, or any officer, director, responsible managing officer or responsible managing employee of such entity or affiliate who has a proprietary interest in such entity:

a) Been disqualified, removed, debarred or suspended from performing work for the federal government, any state or local government, or any foreign governmental entity?

If yes, please explain the circumstances. If no, so state.

Yes ___ No x

b) Been convicted by a court of competent jurisdiction of any criminal charge of fraud, bribery, collusion, conspiracy or any act in violation of state, federal or

foreign antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

If yes, please explain the circumstances. If no, so state.

Yes ___ No _x_

c) Had filed against it, him or her, any criminal complaint, indictment or information alleging fraud, bribery, collusion, conspiracy or any action in violation of state or federal antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

If yes, please explain the circumstances. If no, so state.

Yes ___ No _x_

d) Had filed against it, him or her, any civil complaint (including but not limited to a cross-complaint) or other claim arising out of a public works contract, alleging fraud, bribery, collusion, conspiracy or any act in violation of state or federal antitrust law in connection with the bidding or proposing upon, award of or performance of any public works contract with any public entity?

Yes ___ No _x_

e) Been found, adjudicated or determined by any federal or state court or agency (including, but not limited to, the Equal Employment Opportunity Commission, the Office of Federal Contract Compliance Programs and any applicable Indiana governmental agency) to have violated any laws or Executive Orders relating to employment discrimination or affirmative action, including but not limited to Title VII of the Civil Rights Act of 1964, as amended (42 U.S.C. Sections 2000e et seq.); the Equal Pay Act (29 U.S.C. Section 206(d)); and any applicable or similar Indiana law.

If yes, please explain the circumstances. If no, so state.

Yes ___ No _x_

f) Been found, adjudicated, or determined by any state court, state administrative agency, including, but not limited to, the Indiana Department of Labor and Workforce Development, federal court or federal agency, to have violated or failed to comply with any law or regulation of the United States or any state governing prevailing wages (including but not limited to payment for health and welfare, pension, vacation, travel time, subsistence, apprenticeship or other training, or other fringe benefits) or overtime compensation?

If yes, please explain the circumstances. If no, so state.

Yes _x_ No ___

g) Been convicted of violating a state or federal law respecting the employment of undocumented aliens?

If yes, please explain the circumstances. If no, so state.

Yes ___ No _x_

h) Been indicted or convicted of any other felony or serious misdemeanor?

If yes, please explain the circumstances. If no, so state.

Yes ___ No _x_

i) Been found liable in a civil suit or found guilty in a criminal action for making any false claim or other material misrepresentation to a public entity?

If yes, please explain the circumstances. If no, so state.

Yes ___ No _x_

j) Performed or managed a construction project that involved repeated or multiple failures to comply with safety rules, regulations, or requirements?

If yes, please explain the circumstances. If no, so state.

Yes ___ No _x_

k) If not previously answered or included in a prior response on this form, been involved in any proceeding, claim, matter, suit, indictment, etc. currently pending against the firm that could result in the firm being found liable, guilty or in violation of the matters referenced above and/or subject to debarment, suspension, removal or disqualification by the federal government, any state or local government, or any foreign governmental entity?

If yes, please explain the circumstances. If no, so state.

Yes _x_ No ___

Explain the circumstances underlying any "yes" answers for the aforementioned questions on separate sheets attached hereto.

2. Verification / Declaration

I declare under penalty of perjury under the laws of the State of Indiana that the foregoing declaration is true, correct and accurate.

Executed July 23, 2014.

(Signature)

Russell L. Reeser
(Name Printed)

Vice President and Assistant Secretary
(Title)

TransCore, LP
(Name of Organization)

f) PC-1424-1004-VAN, New Jersey Department of Labor v. Near Contracting Company. (prevailing wage action against TransCore subcontractor, settlement was reached.

2009: Nevada DOT reviewed claim for prevailing wages against TransCore and determined TransCore should pay additional wages of $4, 908 and a penalty of $1,800, closing the complaint.

k) USDOL review pending in Nevada at this time concerning payment of overtime.

FORM D

NON-COLLUSION AFFIDAVIT

STATE OF Pennsylvania)
)SS:
COUNTY OF Dauphin)

Each of the undersigned, being first duly sworn, deposes and says that:

A. Russell L. Reeser is the Vice President and Asst Secretary of TransCore, LP and _____ is the _____ of _____, which entity(ies) are the _____ of _____, the entity making the foregoing Proposal.

B. The Proposal is not made in the interest of, or on behalf of, any undisclosed person, partnership, company, association, organization, joint venture, limited liability company or corporation; the Proposal is genuine and not collusive or sham; the Proposer has not directly or indirectly induced or solicited any other Proposer to put in a false or sham Proposal, and has not directly or indirectly colluded, conspired, connived or agreed with any Proposer or anyone else to put in a sham Proposal or that anyone shall refrain from proposing; Proposer has not in any manner, directly or indirectly, sought by agreement, communication or conference with anyone to fix the prices of Proposer or any other Proposer, or to fix any overhead, profit or cost element (including the Contract Price or its components) included in the Proposal, or of that of any other Proposer, or to secure any advantage against the Joint Board or anyone interested in the proposed agreement; all statements contained in the Proposal are true; and, further, Proposer has not, directly or indirectly, submitted its prices or any breakdown thereof, or the contents thereof, or divulged information or data relative thereto, or paid, and will not pay, any fee to any corporation, partnership, company, association, joint venture, limited liability company, organization, Proposal depository or any member, partner, joint venture member or agent thereof to effectuate a collusive or sham Proposal.

C. Proposer will not, directly or indirectly, divulge information or data regarding the price or other terms of its Proposal to any other Proposer, or seek to obtain information or data regarding the price or other terms of any other Proposal, until after award of the Agreement or rejection of all Proposals and cancellation of the RFP.

(Signature)	(Signature)
Russell L. Reeser (Name Printed)	_____ (Name Printed)
Vice President and Assistant Secretary (Title)	_____ (Title)

Subscribed and sworn to before me this 23rd day of July, 2014.

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Jane Bell, Notary Public
Swatara Twp., Dauphin County
My Commission Expires June 3, 2017

Jane Bell
Notary Public in and for
said County and State

[Seal]

My commission expires: 6/3/17.

[Duplicate or modify this form as necessary so that it accurately describes (i) the entity making the Proposal and so that it is signed by and on behalf of all partners, members, joint venture members, and (ii) Equity Members of the Proposer.]

FORM E

BUY AMERICA CERTIFICATION

(To be signed by authorized signatory(ies) of Proposer)

The undersigned Proposer hereby certifies on behalf of itself and all contractors (at all tiers) the following with regard to the Project:

a. Proposer shall comply with the Federal Highway Administration ("FHWA") Buy America Requirements of 23 CFR 635.410, which permits FHWA participation in the Agreement only if domestic steel and iron will be used on the Project. To be considered domestic, all steel and iron used and all products manufactured from steel and iron must be produced in the United States and all manufacturing processes, including application of a coating, for these materials must occur in the United States. Coating includes all processes that protect or enhance the value of the material to which the coating is applied. This requirement does not preclude a minimal use of foreign steel and iron materials, provided the cost of such materials does not exceed 0.1% of the design-build contract price.

b. A false certification is a criminal act in violation of 18 U.S.C. 1001. Should this Agreement be investigated, Proposer has the burden of proof to establish that it is in compliance.

c. At Proposer's request, the Joint Board may, but is not obligated to, seek a waiver of Buy America requirements if grounds for the waiver exist. However, Proposer certifies that it will comply with the applicable Buy America requirements if a waiver of those requirements is not available or not pursued by the Joint Board.

Date: July 23, 2014

Signature: _____

Title: Vice President and Assistant Secretary

Proposer's Name: TransCore, LP

E Schedule Narrative

The project team developed a summary level Preliminary Project Schedule for all planning, installation, integration and operations and maintenance during delivery and operations and maintenance phases of the Project. Per the guidance in the LSIORB RFP this preliminary schedule contains only key activities and milestones included in the baseline planning, installation and integration schedule and the operations and maintenance baseline schedule. This preliminary plan represents our plan for completing the Project from Notice to Proceed until acceptance of the results of a successful System Acceptance Test. For this preliminary schedule we have assumed that the Revenue Service Date is the same as the Tolling Readiness Date.

An operational baseline schedule will be developed based on this preliminary schedule and submitted within thirty days from NTP. The operational baseline schedule will include more detail on the tasks required to achieve the milestones depicted in this preliminary schedule. It will also include a map to the payment milestones outlined in Exhibit CC of the LSIORB RFP documentation.

Monthly Reports

Every month of the Contract Term, we will deliver a Monthly Project Management Report that describes the current status of the Project, current or new risks on the Project, a summary of work completed in the last 30 days and expected work to be completed in the next 30 days. This report will include an updated resource loaded GANTT schedule delivered in MS project and delivered in PDF. These updates will reflect current staff and progress measured against the baseline schedule. The Critical Path and near Critical Path items will be highlighted.

Sequence of Work

Summary Plans

The work will begin at NTP with the development and submission of the summary plans. The first group will be delivered and approved within the first 90 days of the contract and the second group will be delivered and approved within the 180 days of the contract.

Software Development and Configuration

Software Development and configuration will begin at NTP and will complete prior to the Pre-Production Controlled Test.

Hardware Procurement, Assembly and Configuration

Planning for hardware will begin at NTP with the receipt, assembly and configuration completed at least two weeks prior to the planned installation of the hardware (TOC, BOS, CSC, Roadside, Disaster Recovery.

CSC & Walk Up Centers

Preparation for the CSC and Walk-Up Center operations will commence at NTP with an initial focus on finalizing the location. Both the CSC and Walk-Up Center will be ready for operations at the start of the System Production Readiness Test.

The CSC staff will begin opening accounts once the Pre-Toll Operations Readiness milestone is reached and the Joint Board has granted permission.

Pre-Operations Readiness Testing

The first test, Baseline Test, will occur within the first 180 days of the contract. The Pre-Production Controlled Test will occur within the first 240 days and the System Production Readiness Test will be complete within the first 365 days.

The System Production Readiness test requires at least one toll zone to be installed prior to the commencement of the test. In order to complete this test within the prescribed 365 days from NTP at least one toll zone must be available for this installation of the roadside tolling equipment by September 8, 2015.

Roadside Installation

Planning for the roadside installation will begin on Day 1. Mobilization for each bridge will occur at the time of notification. During the mobilization period, final planning will occur including the finalization of Maintenance of Traffic planning and a final inventory of equipment. Roadside installation will begin 30 days after the notification and the Tolling Readiness milestone will be achieved within 120 days.

The roadway will be open for Revenue Service once the Tolling Readiness milestone has been achieved and the Joint Board has granted permission.

Operations Tests will run for 120 days after the roadway is open for revenue collection.

For the purposes of the initial schedule we assumed that the Mobilization Notification for each of the three bridges would be as listed in the table below. The schedule will be adjusted as additional information is available regarding the availability of the toll zones for installation.

Bridge	Notification Date
Downtown Bridge (Initial)	3/10/16
East End Bridge	8/7/16
Downtown Bridge (Final)	2/4/17

SAT

SAT will commence 120 days after the final Operational tests.

Critical Path

The critical path begins with Notice to Proceed. It is highlighted in the schedule Gantt chart view of the MS Project schedule provided below.

Schedule Updating Process

The CPM schedule represents a dynamic management tool and will be used throughout the duration of the project as a recording and predictive tool, as well as the baseline plan to adapt to any changes of any kind that are encountered during the project. The Project Manager and

Project Scheduler will memorialize the schedule status on a bi-weekly basis for activities for all work, and focus more frequently for any activities that are running ahead or behind their projected durations. These bi-weekly updates will be incorporated into the formal monthly progress reports.

Use of Schedule Information by the Project Manager, Design Manager and Site Supervisors

In all internal project meetings with the project team, the second most important topic after Safety is the current status of the schedule and the forecast for its near- and long-term maintenance. A continual analysis of the schedule is necessary on a weekly basis at a minimum. Factors that influence the schedule will inevitably include weather events, third party actions or events, quality control issues, delivery delays and resource restrictions. The team managers will use the updated schedule and weekly look-ahead schedules as a primary tool to minimize risk by assessing alternate means and methods, revising work shifts, re-allocating resources, or re-sequencing of activities.

Schedule Recovery

Although the project leadership team will strive to prevent significant scheduling issues we recognize that these do sometimes occur. Once an issue is identified that could negatively impact the completion milestones a recovery plan will be put in place. There are many mitigation strategies for realigning a project schedule such as schedule crashing, adding additional staff, adding additional shifts, and changing the approach for completion of critical tasks. Each strategy has inherent risks and the project manager will work with the rest of the project leadership team to plan and implement the schedule recovery plan that addresses the issues with the minimum amount of risk possible.

In the event that we are behind schedule at any point during the project, we will provide a written corrective action plan that describes how and when we will recover to meet the baseline approved Project schedule.

Schedule Float

By definition, the non-critical path tasks have one or more days of float/slack available. All Float contained in the Project Schedule, as initially approved or generated thereafter, shall be considered a Project resource available to either party or both Parties as needed to achieve Progress Milestones, Progress Milestone Dates and/or Completion Deadlines. Float will be included in all schedule reports provided as part of this contract.

Project Calendars

A standard calendar with a 40 hour work week will be used for the majority of the project tasks. However, it is likely that an installation calendar will be used for the Roadway installation tasks. This calendar will mirror the work schedule being followed by the crews (weekends, evenings, etc.). The installation calendar will preclude work on the days of the following regional special events: (i) Derby Festival Thunder Over Louisville (roadside Installation Work may recommence at 10:00 a.m. the following Day); and (ii) the day before (Oak's Day) and the day of the Kentucky Derby (the first Saturday in May; roadside Installation Work may recommence at 10:00 a.m. on the day following the Kentucky Derby).

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CHUBB GROUP OF INSURANCE COMPANIES
15 Mountain View Road
P.O. Box 1615
Warren, NJ 07061-1615

July 25, 2014

Indiana Finance Authority
Attn: Silvia Perez
One North Capitol Avenue, Suite 900
Indianapolis, Indiana 46204

RE: TransCore, LP - Prequalification Letter
Toll Services Agreement between the IFA, on behalf of the Joint Board, and the
TSP - Louisville-Southern Indiana Ohio River Bridges (LSIORB) Project ("Project")

Dear Ms. Perez:

Chubb Group of Insurance Companies, including Federal Insurance Company (the "Surety" or "Chubb") is privileged to act as Surety for TransCore, LP. Chubb is authorized to do business in the State of Indiana and is listed on the United States Department of the Treasury's Listing of Approved Sureties. Chubb is licensed to transact surety business in all 50 states.

The Surety looks forward to working with TransCore on this Project. To that end, the Surety is providing this letter in support of TransCore's participation. This letter acknowledges that available bonding capacity exists for Performance and Payment Bonds and Maintenance Bond(s) in accordance with the terms of the Toll Services Agreement upon award. Our investigation of TransCore clearly indicates a company thoroughly versed in the industry with a great depth of experienced people who have become well known for their ability to complete similar projects on schedule and within budget, complemented with excellent workmanship.

The Surety has reviewed the Contract Documents, including Article 4 of the Agreement, and is prepared to issue the Performance Bond(s) and Payment Bond(s) and Maintenance Bond(s) in the form and amount required by the Agreement. The Surety has read the RFP (including the ITP) and any addenda and has evaluated the backlog and work in progress for the entity for which it will provide the Bonds in determining its willingness to issue the Performance Bond(s) and Payment Bond(s) and Maintenance Bond(s).

The Surety is willing, at TransCore's request, to provide a Performance Bond as described in Section 8.1 of the Agreement and a Payment Bond as described in Section 8.1 of the Agreement and in form compliant with the requirements of this Section 5.1.1(c) and otherwise reasonably acceptable to the Joint Board, in an amount equal to 100% of the Total Toll Collection System Capital Price. This commitment is subject to award and execution of the Agreement and issuance of the NTP thereunder. The Surety reserves the right to reasonably approve any material adverse changes made to the Agreement or the Technical Requirements following the date of the letter, but excluding any changes or information reflected in the Proposal, such as Proposer commitments.

It is Chubb's position that it has not defaulted on any of its obligations as a surety within the past ten years. Notwithstanding the foregoing, from time to time certain obligees and/or claimants may have alleged or asserted that Chubb was in default of one or more of its alleged obligations under a surety bond. It is Chubb's position that such allegations have stemmed from good faith disputes over the timing or scope of an underlying obligation of Chubb or,

in some cases, whether any obligation even existed. In such cases, Chubb has fully and timely discharged its obligations as they have been determined, whether judicially, voluntarily or by some other method of resolution.

We trust that this information meets with your satisfaction. If there are further questions, please feel free to contact me.

Very truly yours,

Steve Swords
Attorney-In-Fact

Federal Insurance Company

cc: TransCore, LP
Attn: Monica Narducci
150 4th Ave. N, Ste. 1200
Nashville, TN 37219
615-988-9983

Chubb Surety	POWER OF ATTORNEY	Federal Insurance Company Vigilant Insurance Company Pacific Indemnity Company	Attn: Surety Department 15 Mountain View Road Warren, NJ 07059

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint **Joseph W. Hamilton III, Matt Maloy, Steve Swords, Cindy A. Thibodaux, Joseph R. Williams and Annette Wisong of Atlanta, Georgia**----------

each as their true and lawful Attorney- in- Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this **18th** day of **July, 2014.**

Dawn M. Chloros, Assistant Secretary

Matthew E. Lubin, Vice President

STATE OF NEW JERSEY

ss.

County of Somerset

On this **18th** day of **July, 2014** before me, a Notary Public of New Jersey, personally came Dawn M. Chloros, to me known to be Assistant Secretary of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY, the companies which executed the foregoing Power of Attorney, and the said Dawn M. Chloros, being by me duly sworn, did depose and say that she is Assistant Secretary of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By- Laws of said Companies; and that she signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that she is acquainted with Matthew E. Lubin, and knows him to be Vice President of said Companies; and that the signature of Matthew E. Lubin, subscribed to said Power of Attorney is in the genuine handwriting of Matthew E. Lubin, and was thereto subscribed by authority of said By- Laws and in deponent's presence.

Notarial Seal

KATHERINE J. ADELAAR
NOTARY PUBLIC OF NEW JERSEY
No. 2316686
Commission Expires July 16, 2019

Notary Public

CERTIFICATION

Extract from the By- Laws of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY:

> "All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys- in- Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Dawn M. Chloros, Assistant Secretary of FEDERAL INSURANCE COMPANY, VIGILANT INSURANCE COMPANY, and PACIFIC INDEMNITY COMPANY (the "Companies") do hereby certify that

(i) the foregoing extract of the By- Laws of the Companies is true and correct,
(ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, Puerto Rico, and each of the Provinces of Canada except Prince Edward Island; and
(iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this 25th day of July, 2014.

Dawn M. Chloros, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903- 3493 Fax (908) 903- 3656 e-mail: surety@chubb.com

FORM F

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Proposer's attention is directed to 23 CFR Part 636, Subpart A and in particular to Subsection 636.116 regarding organizational conflicts of interest. Section 636.103 defines "organizational conflict of interest" as follows:

> Organizational conflict of interest means that because of other activities or relationships with other persons, a person is unable or potentially unable to render impartial assistance or advice to the owner, or the person's objectivity in performing the contract work is or might be otherwise impaired, or a person has an unfair competitive advantage.

Proposers are advised that in accordance with Section 2.10.2 of the Instructions to Proposers, certain firms will not be allowed to participate on any Proposer's team for the Project because of their work with IFA, the Joint Board or any States' Party in connection with the Project procurement and document preparation.

1. Disclosure Pursuant to Section 636.116(2)(v)

In the space provided below, and on supplemental sheets as necessary, identify all relevant facts relating to past, present, or planned interest(s) of the Proposer's team (including the Proposer, Toll System Provider, the Major Subcontractors, proposed consultants and proposed subcontractors, and their respective chief executives, directors, and key project personnel) which may result, or could be viewed as, an organizational conflict of interest in connection with this RFP. If no disclosure is necessary, indicate "None".

Proposer should disclose (a) any current contractual relationships with IFA, the Joint Board and the other States' Parties, (b) any past, present, or planned contractual or employment relationships with any member, officer, or employee of IFA, the Joint Board and the other States' Parties; and (c) any other circumstances that might be considered to create a financial interest in the contract by any member, officer, or employee of IFA, the Joint Board and the other States' Parties if Proposer is awarded the contract. Proposer should also disclose matters such as ownership of 10% or more of the stock of, or having directors in common with, any of the RFP preparers. Proposer should also disclose contractual relationships with an RFP preparer in the nature of a joint venture, as well as relationships wherein the RFP preparer is a contractor or consultant (or subcontractor or subconsultant) to Proposer or a member of Proposer's team. The foregoing is provided by way of example, and shall not constitute a limitation on the disclosure obligations.

2. Explanation

In the space provided below, and on supplemental sheets as necessary, identify steps that have been or will be taken to avoid, neutralize, or mitigate any organizational conflicts of interest described herein.

One way we avoid such misperceptions is through the process of disclosure. If an employee believes that his or her conduct may conflict with the guidelines or may appear to conflict with the guidelines, that individual must disclose the details of the situation to the appropriate TransCore senior manager using a Disclosure Form. Any disclosures are reviewed by our Purchasing Department, Human Resources, and Contracts staff.

3. Certification

The undersigned hereby certifies that, to the best of his or her knowledge and belief, no interest exists that is required to be disclosed in this Conflict of Interest Disclosure Statement, other than as disclosed above.

Signature

Russell L. Reeser
Name

Vice President and Assistant Secretary
Title

TransCore, LP
Company Name

July 23, 2014
Date

FORM H

EQUAL EMPLOYMENT OPPORTUNITY CERTIFICATION

[To be executed by the Proposer, Equity Members, and proposed Major Subcontractors]

The undersigned certifies on behalf of TransCore, LP, that:
(Name of entity making certification)

[check one of the following boxes]

[X] It has developed and has on file at each establishment affirmative action programs pursuant to 41 CFR Part 60-2 (Affirmative Action Programs).

[ ] It is not subject to the requirements to develop an affirmative action program under 41 CFR Part 60-2 (Affirmative Action Programs).

[check one of the following boxes]

[ ] It has not participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246.

[X] It has participated in a previous contract or subcontract subject to the equal opportunity clause described in Executive Orders 10925, 11114 or 11246 and, where required, it has filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance, a Federal Government contracting or administering agency, or the former President's Committee on Equal Employment Opportunity, all reports due under the applicable filing requirements.

Signature:

Title: Vice President and Assistant Secretary

Date: July 23, 2014

If not Proposer, relationship to Proposer: _____

Note: The above certification is required by the Equal Employment Opportunity Regulations of the Secretary of Labor (41 CFR 60-1.7(b)(1)), and must be submitted by Proposers only in connection with contracts which are subject to the equal opportunity clause. Contracts that are exempt from the equal opportunity clause are set forth in 41 CFR 60-1.5. (Generally, only contracts of $10,000 or under are exempt.)

Currently, Standard Form 100 (EEO-1) is the only report required by Executive Orders or their implementing regulations.

Proposers, Equity Members, Major Non-Equity Members or proposed Major Subcontractors who have participated in a previous contract subject to the Executive Orders and have not filed the required reports should note that 41 CFR 60-1.7(b)(1) prevents the award of contracts and subcontracts unless such contractor submits a report covering the delinquent period or such other period specified by the Federal Highway Administration or by the Director, Office of Federal Contract Compliance, U.S. Department of Labor.

FORM I

USE OF CONTRACT FUNDS FOR LOBBYING CERTIFICATION

The undersigned Proposer _X_ Equity Member ____ proposed Major Subcontractor ___certifies on behalf of itself the following:

1. The undersigned certifies, to the best of its knowledge and belief, that:

   a. No federal appropriated funds have been paid or will be paid, by or on behalf of the undersigned, to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement, and the extension, continuation, renewal, amendment, or modification of any federal contract, grant, loan, or cooperative agreement.

   b. If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress in connection with any federal contract, grant, loan, or cooperative agreement, the undersigned shall complete and submit Standard Form-LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions, and shall include a copy of said form in its proposal or bid, or submit it with the executed Agreement or Subcontract.

2. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31 U.S.C. 1352. Any person who fails to file the required certification shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each such failure.

3. The undersigned shall require that the language of this certification be included in all lower tier subcontracts which exceed $100,000 and that all such recipients shall certify and disclose accordingly.

4. The undersigned certifies or affirms the truthfulness and accuracy of each statement of its certification and disclosure, if any. In addition, the undersigned understands and agrees that the provisions of 31 U.S.C. §3801, et seq., apply to this certification and disclosure, if any.

[Note: Pursuant to 31 U.S.C. §1352(c)(1)-(2)(A), any person who makes a prohibited expenditure or fails to file or amend a required certification or disclosure form shall be subject to a civil penalty of not less than $10,000 and not more than $100,000 for each expenditure or failure.]

Date: July 23, 2014

Firm/Entity: TransCore, LP

Signature: _____

Title: Vice President and Assistant Secretary

Proposer: TransCore, LP

[Copy this form and modify as needed for execution by Proposer, Equity Members, Major Subcontractors, and all proposed Subcontractors]

FORM J

DEBARMENT AND SUSPENSION CERTIFICATION

The undersigned Proposer certifies on behalf of itself and all Equity Members, joint venturers and Subcontractors the following:

The undersigned certifies to the best of its knowledge and belief, that it and its principals:

a. Are not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from covered transactions by any federal department or agency;

b. Have not within a 3-year period preceding this Proposal been convicted of or had a civil judgment rendered against them for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; violation of federal or state antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;

c. Are not presently indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses enumerated in paragraph 1b of this certification; and

d. Have not within a 3-year period preceding this application/proposal had one or more public transactions (federal, state or local) terminated for cause or default.

Where Proposer is unable to certify to any of the statements in this certification, it shall attach a certification to its Proposal or bid stating that it is unable to provide the certification and explaining the reasons for such inability.

Date: July 23, 2014

Proposer: TransCore, LP

Signature: _____

Title: Vice President and Assistant Secretary

ACORD®

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 4/11/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER
Commercial Lines - (404) 923-3700
Wells Fargo Insurance Services USA, Inc.
3475 Piedmont Road NE, Suite 800
Atlanta, GA 30305-2886

CONTACT NAME: Brittany Beck
PHONE (A/C, No, Ext): 404-923-3549 **FAX (A/C, No):** 877.362.9069
E-MAIL ADDRESS: brittany.beck@wellsfargo.com

INSURER(S) AFFORDING COVERAGE		NAIC #
INSURER A :	National Union Fire Ins. Co. of Pittsburgh, PA	19445
INSURER B :	See attached schedule	
INSURER C :	Zurich American Insurance Co	16535
INSURER D :	Alterra America Insurance Company	21296
INSURER E :	ACE American Insurance Company	22667
INSURER F :		

INSURED
Roper Industries, Inc; A Parent Company
Transcore , LP
8158 Adams Drive
Hummelstown, PA 17036

COVERAGES **CERTIFICATE NUMBER:** 7591493 **REVISION NUMBER:** See below

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	X COMMERCIAL GENERAL LIABILITY			1721702	04/01/2014	04/01/2015	EACH OCCURRENCE	$ 2,000,000
	CLAIMS-MADE X OCCUR						DAMAGE TO RENTED PREMISES (Ea occurrence)	$ 500,000
	X Contractual Liability						MED EXP (Any one person)	$ 10,000
							PERSONAL & ADV INJURY	$ 2,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER:						GENERAL AGGREGATE	$ 5,000,000
	POLICY X PRO-JECT LOC						PRODUCTS - COMP/OP AGG	$ 3,000,000
	OTHER:							$
A	AUTOMOBILE LIABILITY			7030219(AOS)	04/01/2014	04/01/2015	COMBINED SINGLE LIMIT (Ea accident)	$ 2,000,000
A	X ANY AUTO			7030220 (MA)	04/01/2014	04/01/2015	BODILY INJURY (Per person)	$
	ALL OWNED AUTOS / SCHEDULED AUTOS						BODILY INJURY (Per accident)	$
	X HIRED AUTOS / X NON-OWNED AUTOS						PROPERTY DAMAGE (Per accident)	$
	X $2500 Comp / X $2500 Coll							$
A	X UMBRELLA LIAB X OCCUR			20562471	04/01/2014	04/01/2015	EACH OCCURRENCE	$ 50,000,000
	EXCESS LIAB CLAIMS-MADE						AGGREGATE	$ 50,000,000
	DED X RETENTION $ $25,000							$
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY Y / N			See attached			X PER STATUTE / OTH-ER	
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? N	N / A					E.L. EACH ACCIDENT	$
	(Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE	$
							E.L. DISEASE - POLICY LIMIT	$
C	Crime - Employee Dis/Fid Bond			FID287465214	04/01/2014	04/01/2015	10,000,000 Crime - Empl Dis - Client Prop Included	

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Evidence of Coverage

CERTIFICATE HOLDER

Roper Industries, Inc.; A Parent Company
Trascore, LP
8158 Adams Drive
Hummelstown, PA 17036
Evidence of Coverage

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

The ACORD name and logo are registered marks of ACORD **© 1988-2014 ACORD CORPORATION. All rights reserved.**

(This certificate replaces certificate# 7591490 issued on 4/11/2014)

Certificate of Insurance (Con't)

OTHER Coverage

INSR LTR	TYPE OF INSURANCE	ADDL INSR	WVD SUBR	POLICY NUMBER	EFFECTIVE DATE (MM/DD/YY)	EXPIRATION DATE (MM/DD/YY)	LIMIT
D	Equipment Floater			MAXA6IM0048708	04/01/2014	04/01/2015	$500,000 $1,000 Ded.
A	Professional Liability (E&O) Claims Made			029102174	04/01/2014	04/01/2015	$10,000,000 per occ/agg
E	Professional Liability (5xs10)			XEOG23680671001	04/01/2014	04/01/2015	$5,000,000 per occ/agg

Workers' Compensation and Employer's Liability Summary

Roper Industries, Inc.; A Parent Company

4/1/2014-4/1/2015

E.L. Each Accident/E.L. Disease – Each Employee/E.L. Policy Limit - $1,000,000

New Hampshire Insurance Company - NAIC 23841
Policy #45850897 (Arizona, Georgia, Virginia)

New Hampshire Insurance Company
Policy #45850900 (Illinois, Kentucky, North Carolina, New Hampshire, Utah, Vermont)

New Hampshire Insurance Company
Policy #45850902 (New Jersey, Pennsylvania)

New Hampshire Insurance Company
Policy # 45850896 (All Other States)

Illinois National Insurance Company - NAIC 23817
Policy #45850898 (Massachusetts, Wisconsin, North Dakota, Ohio, Washington, Wyoming)

Illinois National Insurance Company
Policy #45850899 (Florida)

National Union Fire Insurance Company - NAIC 19445
Policy #45850901 (California)

FORM N

AFFIDAVIT FOR BIDDERS

Solicitation/Contract #: LSIORB Toll Services Project

REQUIRED AFFIDAVIT FOR BIDDERS, OFFERORS AND CONTRACTORS

FOR BIDS AND CONTRACTS IN GENERAL:

I. Each bidder or offeror swears and affirms under penalty of perjury, that:

a. In accordance with KRS 45A.110 and KRS 45A.115, neither the bidder or offeror as defined in KRS 45A.070(6), nor the entity which he/she represents, has knowingly violated any provisions of the campaign finance laws of the Commonwealth of Kentucky; and the award of a contract to the bidder or offeror or the entity which he/she represents will not violate any provisions of the campaign finance laws of the Commonwealth.

b. The bidder or offeror swears and affirms under penalty of perjury that, to the extent required by Kentucky law, the entity bidding, and all subcontractors therein, are aware of the requirements and penalties outlined in KRS 45A.485; have properly disclosed all information required by this statute; and will continue to comply with such requirements for the duration of any contract awarded.

c. The bidder or offeror swears and affirms under penalty of perjury that, to the extent required by Kentucky law, the entity bidding, and its affiliates, are duly registered with the Kentucky Department of Revenue to collect and remit the sales and use tax imposed by KRS Chapter 139, and will remain registered for the duration of any contract awarded.

d. The bidder or offeror swears and affirms under penalty of perjury that the entity bidding is not delinquent on any state taxes or fees owed to the Commonwealth of Kentucky and will remain in good standing for the duration of any contract awarded.

FOR "NON-BID" CONTRACTS (I.E. SOLE-SOURCE; NOT-PRACTICAL OR FEASIBLE TO BID; OR EMERGENCY CONTRACTS, ETC):

II. Each contractor further swears and affirms under penalty of perjury, that:

a. In accordance with KRS 121.056, and if this is a non-bid contract, neither the contractor, nor any member of his/her immediate family having an interest of 10% or more in any business entity involved in the performance of any contract awarded, have contributed more than the amount specified in KRS 121.150 to the campaign of the gubernatorial slate elected in the election last preceding the date of contract award.

b. In accordance with KRS 121.330(1) and (2), and if this is a non-bid contract, neither the contractor, nor officers or employees of the contractor or any entity affiliated with the contractor, nor the spouses of officers or employees of the contractor or any entity affiliated

with the contractor, have knowingly contributed more than $5,000 in aggregate to the campaign of a candidate elected in the election last preceding the date of contract award that has jurisdiction over this contract award.

c. In accordance with KRS 121.330(3) and (4), and if this is a non-bid contract, to the best of his/her knowledge, neither the contractor, nor any member of his/her immediate family, his/her employer, or his/her employees, or any entity affiliated with any of these entities or individuals, have directly solicited contributions in excess of $30,000 in the aggregate for the campaign of a candidate elected in the election last preceding the date of contract award that has jurisdiction over this contract.

As a duly authorized representative for the bidder, offeror, or contractor, I have fully informed myself regarding the accuracy of all statements made in this affidavit, and acknowledge that the Commonwealth is reasonably relying upon these statements, in making a decision for contract award and any failure to accurately disclose such information may result in contract termination, repayment of funds and other available remedies under law.

Signature	Russell L. Reeser Printed Name
Vice President and Assistant Secretary Title	July 23, 2014 Date

Company Name: TransCore, LP

Address: 1858 Adams Drive
Hummelstown, PA 17036

Subscribed and sworn to before me by Russell Reeser (Affiant) Vice President & (Title) Assistant Secretary

of TransCore, LP (Company Name) this 23rd day of July, 2014.

Notary Public

[seal of notary]

My commission expires: 6/3/17

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Jane Bell, Notary Public
Swatara Twp., Dauphin County
My Commission Expires June 3, 2017

C Financial Information

This section contains the following financial information for TransCore, LP (Proposer). These documents are organized from the most recent to the oldest. Each of these documents is separated by a title page.

- 8-K, dated May 21, 2014
- 10-Q, dated May 2, 2014
- 10-K/A, dated April 28, 2014
- 8-K, dated April 28, 2014
- 10-K, dated February 21, 2014
- 8-K, dated January 27, 2014
- 10-Q, dated November 8, 2013 (submitted in SOQ)
- 8-K, dated October 28, 2013 (submitted in SOQ)
- 10-Q, dated August 7, 2013 (submitted in SOQ)
- 8-K, dated July 29, 2013 (submitted in SOQ)
- 10-Q/A, dated May 10, 2013 (submitted in SOQ)
- 10-K, dated February 24, 2013 (submitted in SOQ)
- 10-K, dated February 24, 2012 (submitted in SOQ)

This section also contains a letter regarding material changes, Form L, Guarantor Letter of Support, and a letter of support from the 2013 SOQ submittal.

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FORM 8-K

May 21, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

May 21, 2014

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

ROPER INDUSTRIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OR OTHER JURISDICTION OF INCORPORATION)

1-12273	**51-0263969**
(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)
6901 PROFESSIONAL PKWY. EAST, SUITE 200, SARASOTA, FLORIDA	**34240**
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

(941) 556-2601

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

(FORMER NAME OR ADDRESS, IF CHANGED SINCE LAST REPORT)

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 communication 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 5.07 Submission of Matters to a Vote of Security Holders.

Roper Industries, Inc. (the "Company") held its 2014 Annual Meeting of Stockholders on May 21, 2014 in Sarasota, Florida. A brief description of each of the proposals submitted to the stockholders and the votes cast are set forth below. Each director nominee was re-elected and all of the proposals passed.

Proposal 1: Election of two directors.

Each of the directors identified below was re-elected at the 2014 Annual Meeting of Stockholders for a one-year term expiring at the 2015 Annual Meeting of Stockholders.

	For	Withheld / Abstain	Broker Non-Votes
Robert F. Wallman	78,777,112	6,483,149	3,637,112
Christopher Wright	82,623,647	2,636,614	3,637,112

Proposal 2: A non-binding advisory vote to approve the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the related material disclosed in the Proxy Statement.

Votes For	Votes Against	Abstentions	Broker Non-Votes
68,070,825	16,890,739	298,697	3,637,112

Proposal 3: Ratification of appointment of PricewaterhouseCoopers LLP as the independent registered accounting firm of the Company for the year ending December 31, 2014.

Votes For	Votes Against	Abstentions	Broker Non-Votes
87,880,728	796,898	219,747	0

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.

ROPER INDUSTRIES, INC.
(Registrant)

Date: May 22, 2014

By: /s/ David B. Liner
David B. Liner
Vice President, General Counsel and Secretary

FORM 10-Q

May 2, 2014

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, 2014.

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

Commission File Number 1-12273

ROPER INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**51-0263969** (I.R.S. Employer Identification No.)
6901 Professional Pkwy. East, Suite 200 **Sarasota, Florida** (Address of principal executive offices)	**34240** (Zip Code)

(941) 556-2601
(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 the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

☑ Large accelerated filer	☐ Accelerated filer
☐ Non-accelerated filer (do not check if smaller reporting company)	☐ Smaller reporting company

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☑ No

The number of shares outstanding of the Registrant's common stock as of April 25, 2014 was 99,787,266.

ROPER INDUSTRIES, INC.

REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2014

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)
(in thousands, except per share data)

	Three months ended March 31,	
	2014	2013
Net sales	$ 834,052	$ 737,135
Cost of sales	345,116	315,559
Gross profit	488,936	421,576
Selling, general and administrative expenses	265,536	236,399
Income from operations	223,400	185,177
Interest expense, net	19,827	20,858
Other income/(expense), net	1,420	(2,492)
Earnings before income taxes	204,993	161,827
Income taxes	57,767	36,913
Net earnings	$ 147,226	$ 124,914
Earnings per share:		
Basic	$ 1.48	$ 1.26
Diluted	1.46	1.25
Weighted average common shares outstanding:		
Basic	99,557	98,876
Diluted	100,572	99,986
Dividends declared per common share	$ 0.200	$ 0.165

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (unaudited)
(in thousands)

	Three months ended March 31,	
	2014	2013
Net earnings	$ 147,226	$ 124,914
Other comprehensive income/(loss), net of tax:		
Foreign currency translation adjustments	(12,811)	(38,489)
Total other comprehensive income/(loss), net of tax	(12,811)	(38,489)
Comprehensive income	$ 134,415	$ 86,425

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (unaudited)
(in thousands)

	March 31, 2014	December 31, 2013
ASSETS:		
Cash and cash equivalents	$ 502,885	$ 459,720
Accounts receivable, net	514,081	519,075
Inventories, net	209,383	204,923
Deferred taxes	70,069	64,464
Unbilled receivables	95,274	86,945
Other current assets	40,478	38,210
Total current assets	1,432,170	1,373,337
Property, plant and equipment, net	116,590	117,310
Goodwill	4,540,022	4,549,998
Other intangible assets, net	1,997,924	2,039,136
Deferred taxes	27,196	28,773
Other assets	75,801	76,427
Total assets	$ 8,189,703	$ 8,184,981
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Accounts payable	$ 144,168	$ 150,313
Accrued compensation	92,820	107,953
Deferred revenue	207,957	209,332
Other accrued liabilities	162,559	153,712
Income taxes payable	43,035	4,275
Deferred taxes	6,511	6,490
Current portion of long-term debt, net	10,923	11,016
Total current liabilities	667,973	643,091
Long-term debt, net of current portion	2,304,143	2,453,836
Deferred taxes	771,243	783,805
Other liabilities	89,099	91,199
Total liabilities	3,832,458	3,971,931
Commitments and contingencies (Note 9)		
Common stock	1,017	1,013
Additional paid-in capital	1,258,910	1,229,233
Retained earnings	3,086,465	2,959,196
Accumulated other comprehensive earnings	30,272	43,083
Treasury stock	(19,419)	(19,475)
Total stockholders' equity	4,357,245	4,213,050
Total liabilities and stockholders' equity	$ 8,189,703	$ 8,184,981

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)
(in thousands)

	Three months ended March 31,	
	2014	**2013**
Cash flows from operating activities:		
Net earnings	$ 147,226	$ 124,914
Adjustments to reconcile net earnings to cash flows from operating activities:		
Depreciation and amortization of property, plant and equipment	9,666	9,342
Amortization of intangible assets	39,037	34,099
Amortization of deferred financing costs	1,002	837
Non-cash stock compensation	14,571	12,977
Changes in operating assets and liabilities, net of acquired businesses:		
Accounts receivable	4,582	27,590
Unbilled receivables	(8,346)	(13,136)
Inventories	(4,712)	(11,687)
Accounts payable and accrued liabilities	(12,887)	(25,510)
Income taxes payable	24,829	16,348
Other, net	(2,340)	(4,506)
Cash provided by operating activities	212,628	171,268
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(2,146)	(2,240)
Capital expenditures	(10,478)	(11,205)
Proceeds from sale of assets	341	236
Other, net	(233)	(1)
Cash used in investing activities	(12,516)	(13,210)
Cash flows from financing activities:		
Payments under revolving line of credit	(150,000)	(100,000)
Principal payments on convertible notes	(433)	(52)
Cash premiums paid on convertible note conversions	(1,174)	(109)
Cash dividends to stockholders	(19,863)	-
Proceeds from stock based compensation, net	8,026	6,229
Stock award tax excess windfall benefit	7,511	4,364
Treasury stock sales	729	642
Other	573	122
Cash used in financing activities	(154,631)	(88,804)
Effect of foreign currency exchange rate changes on cash	(2,316)	(9,822)
Net increase in cash and cash equivalents	43,165	59,432
Cash and cash equivalents, beginning of period	459,720	370,590
Cash and cash equivalents, end of period	$ 502,885	$ 430,022

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statement of Changes in Stockholders' Equity (unaudited)
(in thousands)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive earnings	Treasury stock	Total
Balances at December 31, 2013	$ 1,013	$ 1,229,233	$ 2,959,196	$ 43,083	$ (19,475)	$ 4,213,050
Net earnings	-	-	147,226	-	-	147,226
Stock option exercises	2	9,951	-	-	-	9,953
Treasury stock sold	-	673	-	-	56	729
Currency translation adjustments, net of $1,278 tax	-	-	-	(12,811)	-	(12,811)
Stock based compensation	-	14,569	-	-	-	14,569
Restricted stock activity	2	(1,930)	-	-	-	(1,928)
Stock option tax benefit, net of shortfalls	-	7,485	-	-	-	7,485
Conversion of senior subordinated convertible notes, net of $103 tax	-	(1,071)	-	-	-	(1,071)
Dividends declared	-	-	(19,957)	-	-	(19,957)
Balances at March 31, 2014	$ 1,017	$ 1,258,910	$ 3,086,465	$ 30,272	$ (19,419)	$ 4,357,245

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (unaudited)
March 31, 2014

1. Basis of Presentation

The accompanying condensed consolidated financial statements for the three month periods ended March 31, 2014 and 2013 are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which include only normal recurring adjustments, necessary to state fairly the financial position, results of operations, comprehensive income and cash flows of Roper Industries, Inc. and its subsidiaries ("Roper" or the "Company") for all periods presented. The December 31, 2013 financial position data included herein was derived from the audited consolidated financial statements included in the 2013 Annual Report on Form 10-K ("Annual Report") filed on February 21, 2014 with the Security and Exchange Commission ("SEC") but does not include all disclosures required by U.S. generally accepted accounting principles ("GAAP").

Roper's management has made estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these condensed consolidated financial statements in conformity with GAAP. Actual results could differ from those estimates.

The results of operations for the three month period ended March 31, 2014 are not necessarily indicative of the results to be expected for the full year. You should read these unaudited condensed consolidated financial statements in conjunction with Roper's consolidated financial statements and the notes thereto included in its Annual Report.

2. Recent Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") establishes changes to accounting principles under GAAP in the form of accounting standards updates ("ASUs") to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all ASUs. All recent ASUs were assessed and determined to be either not applicable or are not expected to have a material impact on the Company's results of operations, financial position or cash flows.

3. Earnings Per Share

Basic earnings per share were calculated using net earnings and the weighted average number of shares of common stock outstanding during the respective period. Diluted earnings per share were calculated using net earnings and the weighted average number of shares of common stock and potential common stock outstanding during the respective period. Potentially dilutive common stock consisted of stock options and the premium over the conversion price on Roper's senior subordinated convertible notes based upon the trading price of Roper's common stock. The effects of potential common stock were determined using the treasury stock method. Weighted average shares outstanding are shown below (in thousands):

	Three months ended March 31,	
	2014	2013
Basic shares outstanding	99,557	98,876
Effect of potential common stock		
Common stock awards	864	892
Senior subordinated convertible notes	151	218
Diluted shares outstanding	100,572	99,986

For the three months ended March 31, 2014 there were 1,093,600 outstanding stock options that were not included in the determination of diluted earnings per share because doing so would have been antidilutive, as compared to 568,850 outstanding stock options that would have been antidilutive for the three months ended March 31, 2013.

4. Stock Based Compensation

The Roper Industries, Inc. Amended and Restated 2006 Incentive Plan is a stock-based compensation plan used to grant incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights or equivalent instruments to Roper's employees, officers and directors.

Roper's stock purchase plan allows employees in the U.S. and Canada to designate up to 10% of eligible earnings to purchase Roper's common stock at a 5% discount to the average closing price of the stock at the beginning and end of a quarterly offering period. Common stock sold to employees may be either treasury stock, stock purchased on the open market, or newly issued shares.

The following table provides information regarding the Company's stock-based compensation expense (in thousands):

	Three months ended March 31,

	2014	2013
	$	$
Stock based compensation	14,571	12,977
Tax effect recognized in net income	5,100	4,542
Windfall tax benefit, net	7,485	4,312

Stock Options - In the quarter ended March 31, 2014, 533,000 options were granted with a weighted average fair value of $35.14 per option. During the same period in 2013, 447,850 options were granted with a weighted average fair value of $36.53 per option. All options were issued at grant date fair value, which is defined by the Plan as the closing price of Roper's common stock on the date of grant.

Roper records compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model. Historical data is used to estimate the expected price volatility, the expected dividend yield, the expected option life and the expected forfeiture rate. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the estimated life of the option. The following weighted average assumptions were used to estimate the fair value of options granted during current and prior year quarters using the Black-Scholes option-pricing model:

	Three months ended March 31,	
	2014	2013
Risk-free interest rate (%)	1.62	0.80
Expected option life (years)	5.24	5.18
Expected volatility (%)	27.62	36.29
Expected dividend yield (%)	0.59	0.57

Cash received from option exercises for the three months ended March 31, 2014 and 2013 was $10.0 million and $9.6 million, respectively.

Restricted Stock Awards - During the quarter ended March 31, 2014, 237,001 restricted stock awards were granted with a weighted average fair value of $139.62 per restricted share. During the same period in 2013, 261,390 restricted stock awards were granted with a weighted average fair value of $115.36 per restricted share. All grants were issued at grant date fair value.

During the quarter ended March 31, 2014, 32,161 restricted awards vested with a weighted average grant date fair value of $79.06 per restricted share, and a weighted average vest date fair value of $140.42 per restricted share.

Employee Stock Purchase Plan - During the three month periods ended March 31, 2014 and 2013, participants of the employee stock purchase plan purchased 5,664 and 5,594 shares, respectively, of Roper's common stock for total consideration of $0.73 million and $0.64 million, respectively. All shares were purchased from Roper's treasury shares.

5. Inventories

The components of inventory were as follows (in thousands):

	March 31, 2014	December 31, 2013
Raw materials and supplies	$ 130,481	$ 127,525
Work in process	32,650	30,498
Finished products	90,056	90,352
Inventory reserves	(43,804)	(43,452)
	$ 209,383	$ 204,923

6. Goodwill and Other Intangible Assets

The carrying value of goodwill by segment was as follows (in thousands):

	Industrial Technology	Energy Systems & Controls	Medical & Scientific Imaging	RF Technology	Total
Balances at December 31, 2013	$ 425,501	$ 434,697	$ 2,435,506	$ 1,254,294	$ 4,549,998
Other	-	-	(2,266)	-	(2,266)
Currency translation adjustments	591	(294)	(8,062)	55	(7,710)
Balances at March 31, 2014	$ 426,092	$ 434,403	$ 2,425,178	$ 1,254,349	$ 4,540,022

Other relates to a tax purchase accounting adjustment for MHA, Inc., acquired in May 2013.

Other intangible assets were comprised of (in thousands):

	Cost	Accumulated amortization	Net book value
Assets subject to amortization:			
Customer related intangibles	$ 1,936,336	$ (464,018)	$ 1,472,318
Unpatented technology	216,044	(120,091)	95,953
Software	160,618	(58,084)	102,534
Patents and other protective rights	31,394	(21,922)	9,472
Trade names	656	(16)	640
Assets not subject to amortization:			
Trade names	358,219	-	358,219

Balances at December 31, 2013	$ 2,703,267	$ (664,131)	$ 2,039,136
Assets subject to amortization:			
Customer related intangibles	$ 1,933,576	$ (491,047)	$ 1,442,529
Unpatented technology	209,107	(120,104)	89,003
Software	152,441	(53,116)	99,325
Patents and other protective rights	29,699	(20,589)	9,110
Trade names	663	(32)	631
Assets not subject to amortization:			
Trade names	357,326	-	357,326
Balances at March 31, 2014	$ 2,682,812	$ (684,888)	$ 1,997,924

Amortization expense of other intangible assets was $38,049 and $33,084 during the three months ended March 31, 2014 and 2013, respectively.

An evaluation of the carrying value of goodwill and indefinite-lived intangibles is required to be performed on an annual basis and on an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. There have been no events or changes in circumstances which indicate an interim impairment review is required in 2014. The Company expects to perform the annual analysis during the fourth quarter.

7. Debt

Roper's 3.75% senior subordinated convertible notes due 2034 became convertible on January 15, 2009. During the three month period ended March 31, 2014, 911 notes were converted by note holders for $1.6 million in cash. No gain or loss was recorded upon these conversions. In addition, a related $0.1 million deferred tax liability associated with excess deductions recorded for tax purposes was relieved to additional paid-in capital upon the conversions.

At March 31, 2014, the conversion price on the remaining outstanding notes was $479.35 per note. If converted at March 31, 2014, the value would have exceeded the $8 million principal amount of the outstanding notes by $20 million and could have resulted in the issuance of 149,613 shares of Roper's common stock.

8. Fair Value of Financial Instruments

Roper's debt at March 31, 2014 included $2.2 billion of fixed-rate senior notes with the following fair values (in millions):

$400 million senior notes due 2017	$ 400
$800 million senior notes due 2018	790
$500 million senior notes due 2019	580
$500 million senior notes due 2022	475

The fair values of the senior notes are based on the trading prices of the notes, which the Company has determined to be Level 2 in the FASB fair value hierarchy. Short-term debt included $8 million of fixed-rate convertible notes which were at fair value due to the ability of note holders to exercise the conversion option of the notes.

9. Contingencies

Roper, in the ordinary course of business, is the subject of, or a party to, various pending or threatened legal actions, including product liability and employment practices. It is vigorously contesting all lawsuits that, in general, are based upon claims of the kind that have been customary over the past several years. After analyzing the Company's contingent liabilities on a gross basis and, based upon past experience with resolution of its product liability and employment practices claims and the limits of the primary, excess, and umbrella liability insurance coverages that are available with respect to pending claims, management believes that adequate provision has been made to cover any potential liability not covered by insurance, and that the ultimate liability, if any, arising from these actions should not have a material adverse effect on Roper's consolidated financial position, results of operations or cash flows.

Over recent years there has been an increase in certain U.S. states in asbestos-related litigation claims against numerous industrial companies. Roper or its subsidiaries have been named defendants in some such cases. No significant resources have been required by Roper to respond to these cases and the Company believes it has valid defenses to such claims and, if required, intends to defend them vigorously. Given the state of these claims it is not possible to determine the potential liability, if any.

Roper's financial statements include accruals for potential product liability and warranty claims based on its claims experience. Such costs are accrued at the time revenue is recognized. A summary of the warranty accrual activity for the three months ended March 31, 2014 is presented below (in thousands):

Balance at December 31, 2013	$ 14,336
Additions charged to costs and expenses	3,305

Deductions	(4,072)
Other	(41)
Balance at March 31, 2014	$ 13,528

10. Business Segments

Sales and operating profit by industry segment are set forth in the following table (dollars in thousands):

	Three months ended March 31,		
	2014	2013	Change
Net sales:			
Industrial Technology	$ 197,001	$ 182,239	8.1%
Energy Systems & Controls	155,171	145,642	6.5
Medical & Scientific Imaging	256,199	200,444	27.8
RF Technology	225,681	208,810	8.1
Total	$ 834,052	$ 737,135	13.1%
Gross profit:			
Industrial Technology	$ 98,470	$ 93,311	5.5%
Energy Systems & Controls	85,965	80,906	6.3
Medical & Scientific Imaging	184,850	134,869	37.1
RF Technology	119,651	112,490	6.4
Total	$ 488,936	$ 421,576	16.0%
Operating profit*:			
Industrial Technology	$ 56,056	$ 52,945	5.9%
Energy Systems & Controls	37,025	35,722	3.6
Medical & Scientific Imaging	89,771	59,928	49.8
RF Technology	62,560	56,630	10.5
Total	$ 245,412	$ 205,225	19.6%
Long-lived assets:			
Industrial Technology	$ 49,022	$ 45,626	7.4%
Energy Systems & Controls	18,503	19,032	(2.8)
Medical & Scientific Imaging	39,948	40,198	(0.6)
RF Technology	29,714	29,158	1.9
Total	$ 137,187	$ 134,014	2.4%

* Segment operating profit is before unallocated corporate general and administrative expenses of $22,012 and $20,048 for the three months ended March 31, 2014 and 2013, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with Management's Discussion and Analysis of Financial Conditions and Results of Operations included in our Annual Report for the year ended December 31, 2013 as filed on February 21, 2014 with the SEC and the notes to our Condensed Consolidated Financial Statements included elsewhere in this report.

Information About Forward-Looking Statements

This report includes "forward-looking statements" within the meaning of the federal securities laws. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the U.S. Securities and Exchange Commission ("SEC") or in connection with oral statements made to the press, potential investors or others. All statements that are not historical facts are "forward-looking statements." Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in any forward-looking statement.

Examples of forward-looking statements in this report include but are not limited to statements regarding operating results, the success of our internal operating plans, our expectations regarding our ability to generate operating cash flows and reduce debt and associated interest expense, profit and cash flow expectations, the prospects for newly acquired businesses to be integrated and contribute to future growth and our expectations regarding growth through acquisitions. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the cost, timing and success of product upgrades and new product introductions, raw materials costs, expected pricing levels, the timing and cost of expected capital expenditures, expected outcomes of pending litigation, competitive conditions, general economic conditions and expected synergies relating to acquisitions, joint ventures and alliances. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- general economic conditions;
- difficulty making acquisitions and successfully integrating acquired businesses;
- any unforeseen liabilities associated with future acquisitions;
- limitations on our business imposed by our indebtedness;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks and costs associated with our international sales and operations;
- increased directors' and officers' liability and other insurance costs;
- risk of rising interest rates;
- product liability and insurance risks;
- increased warranty exposure;
- future competition;
- the cyclical nature of some of our markets;
- reduction of business with large customers;
- risks associated with government contracts;
- changes in the supply of, or price for, raw materials, parts and components;
- environmental compliance costs and liabilities;
- risks and costs associated with asbestos-related litigation;
- potential write-offs of our substantial goodwill and other intangible assets;
- our ability to successfully develop new products;
- failure to protect our intellectual property;
- the effect of, or change in, government regulations (including tax);
- economic disruption caused by terrorist attacks, health crises or other unforeseen events; and
- the factors discussed in other reports filed with the SEC.

We believe these forward-looking statements are reasonable; however, you should not place undue reliance on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update any of these statements in light of new information or future events.

Overview

Roper Industries, Inc. ("Roper," "we" or "us") is a diversified growth company that designs, manufactures and distributes radio frequency ("RF") products, services and application software, industrial technology products, energy systems and controls and medical and scientific imaging products and software. We market these products and services to a broad range of markets, including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in earnings by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses that offer high value-added services, engineered products and solutions and are capable of achieving growth and maintaining high margins. Our acquisitions have represented both financial bolt-ons and new strategic platforms. We strive for high cash and earnings returns from our investments.

Critical Accounting Policies

There were no material changes during the quarter ended March 31, 2014 to the items that we disclosed as our critical accounting policies and estimates in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2013 Annual Report on Form 10-K filed on February 21, 2014.

Recently Issued Accounting Standards

Information regarding new accounting pronouncements is included in Note 2 of the Notes to Condensed Consolidated Financial Statements.

Results of Operations

General

The following table sets forth selected information for the periods indicated. Dollar amounts are in thousands and percentages are the particular line item shown as a percentage of net sales. Percentages may not foot due to rounding.

	Three months ended March 31,	
	2014	2013
Net sales:		
Industrial Technology	$ 197,001	$ 182,239
Energy Systems & Controls	155,171	145,642
Medical & Scientific Imaging	256,199	200,444
RF Technology	225,681	208,810
Total	$ 834,052	$ 737,135
Gross profit:		
Industrial Technology	50.0%	51.2%
Energy Systems & Controls	55.4	55.6
Medical & Scientific Imaging	72.2	67.3
RF Technology	53.0	53.9
Total	58.6	57.2
Selling, general & administrative expenses:		
Industrial Technology	21.5%	22.2%
Energy Systems & Controls	31.5	31.0
Medical & Scientific Imaging	37.1	37.4
RF Technology	25.3	26.8
Total	29.2	29.4
Segment operating profit:		
Industrial Technology	28.5%	29.1%
Energy Systems & Controls	23.9	24.5
Medical & Scientific Imaging	35.0	29.9
RF Technology	27.7	27.1
Total	29.4	27.8
Corporate administrative expenses	(2.6)	(2.7)
	26.8	25.1
Interest expense	(2.4)	(2.8)
Other income/(expense)	0.2	(0.3)
Earnings before income taxes	24.6	22.0
Income taxes	(6.9)	(5.0)
Net earnings	17.7%	16.9%

Three months ended March 31, 2014 compared to three months ended March 31, 2013

Net sales for the quarter ended March 31, 2014 increased by 13% as compared to the first quarter of 2013. The increase was the result of organic growth of 8% and sales related to 2013 acquisitions of 5%.

In our Industrial Technology segment, net sales increased by 8% to $197 million in the first quarter of 2014 as compared to $182 million in the first quarter of 2013, due primarily to increased sales in our water meter and materials testing businesses. Gross margin decreased to 50.0% for the first quarter of 2014 as compared to 51.2% for the first quarter of 2013 due to product mix. Selling, general and administrative ("SG&A") expenses as a percentage of net sales decreased to 21.5% in the current year quarter from 22.2% in the prior year quarter due to operating leverage on higher sales volume. The resulting operating margin was 28.5% in the first quarter of 2014 as compared to 29.1% in the first quarter of 2013.

Net sales in our Energy Systems & Controls segment increased by 7% to $155 million during the first quarter of 2014 compared to $146 million in the first quarter of 2013. Organic sales increased by 5% and acquisitions added 2%. The increase in organic sales was due to sales of new instruments for refinery applications. Gross margin was relatively unchanged at 55.4% in the first quarter of 2014, as compared to 55.6% in the first quarter of 2013. SG&A expenses as a percentage of net sales were 31.5% compared to 31.0% in the prior year quarter due to integration expenses related to our latest acquisition. As a result, operating margin was 23.9% in the first quarter of 2014 as compared to 24.5% in the first quarter of 2013.

Our Medical & Scientific Imaging segment net sales increased by 28% to $256 million in the first quarter of 2014 as compared to $200 million in the first quarter of 2013. Organic sales increased by 9% and acquisitions completed in 2013 added 19%. The increase in organic sales was due to increased sales in our medical businesses. Gross margin increased to 72.2% in the first quarter of 2014 from 67.3% in the first quarter of 2013 due primarily to additional sales from medical products and software which have a higher gross margin. SG&A expenses as a percentage of net sales were 37.1% in the first quarter of 2014 as compared to 37.4% in the first quarter of 2013 due to leverage on higher sales volume, offset in part by a higher SG&A expense structure related to the 2013 acquisition. As a result, operating margin was 35.0% in the first quarter of 2014 as compared to 29.9% in the first quarter of 2013.

In our RF Technology segment, net sales were $226 million in the first quarter of 2014 as compared to $209 million in the first quarter of 2013, an increase of 8%. The increase was due primarily to growth in our toll and traffic businesses. Gross margin decreased to 53.0% as compared to 53.9% in the prior year quarter due to product mix in our toll and traffic businesses. SG&A expenses as a percentage of net sales in the first quarter of 2014 decreased to 25.3% as compared to 26.8% in the prior year due to operating leverage on higher sales volume. The resulting operating margin was 27.7% in 2014 as compared to 27.1% in 2013.

Corporate expenses were $22.0 million, or 2.6% of sales, in the first quarter of 2014 as compared to $20.0 million, or 2.7% of sales, in the first quarter of 2013. The increase was due to higher compensation costs, including increased stock-based compensation costs (see Note 4 of the Notes to Condensed Consolidated Financial Statements for details of stock-based compensation costs).

Interest expense was $20 million for the first quarter of 2014 as compared to $21 million for the first quarter of 2013. The decrease was due to lower average interest rates on higher average outstanding debt balances.

Other income was $1.4 million in the first quarter of 2014, as compared to other expense of $2.5 million in the first quarter of 2013 due to foreign exchange gains and losses at our non-U.S. based subsidiaries.

Income taxes were 28.2% of pretax earnings in the first quarter of 2014, higher than the 22.8% rate experienced in the first quarter of 2013. The current year rate was impacted by a $6 million reduction in the liability for unrecognized tax benefits due to the lapse of applicable statute of limitations. The prior year quarter was lower due to $6 million in discrete tax benefits related to the enactment of the American Taxpayer Relief Act of 2012 ("ATRA"), as well as a $6 million benefit from the correction of an out of period adjustment of tax balances which were immaterial to any covered period. We expect the effective tax rate for 2014 to be approximately 31%.

At March 31, 2014, the functional currencies of our European subsidiaries were stronger and the Canadian dollar was weaker against the U.S. dollar compared to currency exchange rates at December 31, 2013. The currency changes resulted in a pretax decrease of $14 million in the foreign exchange component of comprehensive earnings for the current year quarter, $8 million of which is related to goodwill and does not directly affect our expected future cash flows. During the quarter ended March 31, 2014, the functional currencies of our European subsidiaries were stronger and the Canadian dollar was weaker against the U.S. dollar as compared to the quarter ended March 31, 2013. The difference in operating profit related to foreign exchange, translated into U.S. dollars, was less than 1% for these companies in the first quarter of 2014 compared to the first quarter of 2013.

Net orders were $846 million in the first quarter of 2014, 7% higher than the first quarter 2013 net order intake of $794 million. Our order backlog at March 31, 2014 was 7% higher as compared to March 31, 2013. Acquisitions completed in 2013 contributed 5% to the current quarter orders.

	Net orders booked for the three months ended March 31,		Order backlog as of March 31,	
	2014	2013	2014	2013
	(in thousands)			
Industrial Technology	$ 204,881	$ 179,807	$ 128,113	$ 126,993
Energy Systems & Controls	150,915	157,537	127,445	120,921
Medical & Scientific Imaging	256,340	216,121	290,402	247,959
RF Technology	234,345	240,118	517,736	501,065
Total	$ 846,481	$ 793,583	$ 1,063,696	$ 996,938

Financial Condition, Liquidity and Capital Resources

Selected cash flows for the three months ended March 31, 2014 and 2013 were as follows (in millions):

	2014	2013
Cash provided by/(used in):		
Operating activities	$ 212.6	$ 171.3
Investing activities	(12.5)	(13.2)
Financing activities	(154.6)	(88.8)

Operating activities - Net cash provided by operating activities increased by 24% to $213 million in the first quarter of 2014 as compared to $171 million in the first quarter of 2013 due to increased earnings net of intangible amortization related to acquisitions, improved receivables collection and lower incentive compensation payments.

Investing activities - Cash used in investing activities during the quarters ended March 31, 2014 and 2013 was primarily for capital expenditures.

Financing activities - Cash used in financing activities was primarily for debt principal repayments and dividends in the quarter ended March 31, 2014 and primarily for debt principal repayments in the quarter ended March 31, 2013. Cash provided by financing activities in the first quarters of 2014 and 2013 was primarily from stock option proceeds. Net debt payments were $150 million in the three months ended March 31, 2014 as compared to $100 million in the three months ended March 31, 2013.

Total debt at March 31, 2014 consisted of the following (amounts in thousands):

$400 million senior notes due 2017	$ 400,000
$800 million senior notes due 2018	800,000
$500 million senior notes due 2019	500,000
$500 million senior notes due 2022	500,000
Senior Subordinated Convertible Notes	7,910
Revolving Facility	100,000
Other	7,156
Total debt	2,315,066
Less current portion	10,923
Long-term debt	$ 2,304,143

The interest rate on borrowings under our $1.5 billion credit facility is calculated based upon various recognized indices plus a margin as defined in the credit agreement. At March 31, 2014, there were $100 million of outstanding borrowings under the facility. At March 31, 2014, we had $7.2 million of other debt in the form of capital leases, several smaller facilities that allow for borrowings or the issuance of letters of credit in various foreign locations to support our non-U.S. businesses and $41 million of outstanding letters of credit.

Cash and short-term investments at our foreign subsidiaries at March 31, 2014 totaled $386 million. Repatriation of these funds under current regulatory and tax law for use in domestic operations would expose us to additional taxes. We consider this cash to be permanently reinvested. We expect existing cash and cash equivalents, cash generated by our U.S. operations, our unsecured credit facility, as well as our expected ability to access the capital markets, will be sufficient to fund operating requirements in the U.S. for the foreseeable future.

We were in compliance with all debt covenants related to our credit facilities throughout the quarter ended March 31, 2014.

Net working capital (total current assets, excluding cash, less total current liabilities, excluding debt) was $272 million at March 31, 2014 compared to $282 million at December 31, 2013, reflecting decreases in working capital due primarily to the timing of income tax payments . Total debt was $2.32 billion at March 31, 2014 as compared to $2.46 billion at December 31, 2013, due to the use of operating cash flows to reduce outstanding debt. Our leverage is shown in the following table:

	March 31, 2014	December 31, 2013
Total Debt	$ 2,315,066	$ 2,464,852
Cash	(502,885)	(459,720)
Net Debt	1,812,181	2,005,132
Stockholders' Equity	4,357,245	4,213,050
Total Net Capital	$ 6,169,426	$ 6,218,182
Net Debt / Total Net Capital	29.4 %	32.3%

At March 31, 2014, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Capital expenditures of $10 million and $11 million were incurred during the first quarters of 2014 and 2013, respectively. We expect capital expenditures for the balance of the year to be comparable to prior years as a percentage of sales.

There have been no significant changes to our contractual obligations from those disclosed in our 2013 Annual Report on Form 10-K filed on February 21, 2014.

Outlook

Current geopolitical uncertainties could adversely affect our business prospects. A significant terrorist attack or other global conflict could cause changes in world economies that would adversely affect us. It is impossible to isolate each of these factor's effects on current economic conditions. It is also impossible to predict with any reasonable degree of certainty what or when any additional events may occur that also would similarly disrupt the economy.

We maintain an active acquisition program; however, future acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our business, financial condition and results of operations. Such acquisitions may be financed by the use of existing credit lines, future cash flows from operations, the proceeds from the issuance of new debt or equity securities or some combination of these methods.

We anticipate that our recently acquired companies as well as our other companies will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of currently outstanding debt. However, the rate at which we can reduce our debt during 2014 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies; and none of these factors can be predicted with certainty.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Item 7A - Quantitative and Qualitative Disclosures about Market Risk," in our 2013 Annual Report on Form 10-K filed on February 21, 2014. There were no material changes during the quarter ended March 31, 2014.

ITEM 4. CONTROLS AND PROCEDURES

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report ("Evaluation Date"). This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based on this evaluation as of the Evaluation Date, these officers have concluded that the design and operation of our disclosure controls and procedures are effective.

Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes to our internal controls during the period covered by this quarterly report that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

Information pertaining to legal proceedings can be found in Note 9 of the Notes to Condensed Consolidated Financial Statements included elsewhere in this report, and is incorporated by reference herein.

Item 1A. Risk Factors

For information regarding factors that could affect our results of operations, financial condition and liquidity, see the risk factors discussion in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2013 as filed on February 21, 2014 with the SEC. See also, "Information about Forward-Looking Statements" included in Part I, Item 2 of this Quarterly Report on Form 10-Q.

Item 6. Exhibits

31.1	Rule 13a-14(a)/15d-14(a), Certification of the Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a), Certification of the Chief Financial Officer, filed herewith.
32.1	Section 1350 Certification of the Chief Executive and Chief Financial Officers, filed herewith.
101.INS	XBRL Instance Document, furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document, furnished herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

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.

Roper Industries, Inc.

/s/ Brian D. Jellison Brian D. Jellison	Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	May 2, 2014
/s/ John Humphrey John Humphrey	Chief Financial Officer and Executive Vice President (Principal Financial Officer)	May 2, 2014
/s/ Paul J. Soni Paul J. Soni	Vice President and Controller (Principal Accounting Officer)	May 2, 2014

EXHIBIT INDEX
TO REPORT ON FORM 10-Q

Number	Exhibit
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101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

Exhibit 31.1

I, Brian D. Jellison, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2014

/s/ Brian D. Jellison
Brian D. Jellison
Chairman, President and
Chief Executive Officer

Exhibit 31.2

I, John Humphrey, certify that:

1 I have reviewed this Quarterly Report on Form 10-Q of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2014

/s/ John Humphrey
John Humphrey
Executive Vice President and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Roper Industries, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brian D. Jellison, Chief Executive Officer of the Company, and John Humphrey, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge that:

1. The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 2, 2014

/s/ Brian D. Jellison
Brian D. Jellison
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ John Humphrey
John Humphrey
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

This certificate is being made for the exclusive purpose of compliance of the Company with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be disclosed, distributed or used by any person or for any reason other than specifically required by law.

FORM 10-K/A

April 28, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2013

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ___ to ___

Commission File Number 1-12273

ROPER INDUSTRIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**51-0263969**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6901 Professional Parkway East, Suite 200
Sarasota, Florida 34240
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: **(941) 556-2601**

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class	**Name of Each Exchange On Which Registered**
Common Stock, $0.01 Par Value	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☑ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
☐ Yes ☑ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§223.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).
☑ Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company

Indicate by check mark if the registrant is a shell company (as defined in Rule 12-b2 of the Act). ☐ Yes ☑ No

Based on the closing sale price on the New York Stock Exchange on June 28, 2013, the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was: $12,365,836,908.

Number of shares of registrant's Common Stock outstanding as of February 14, 2014: 99,547,874.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement to be furnished to Stockholders in connection with its Annual Meeting of Stockholders to be held on May 21, 2014, are incorporated by reference into Part III of this Annual Report on Form 10-K.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 on Form 10-K/A (this "Amendment") to the Annual Report on Form 10-K of Roper Industries, Inc. for the year ended December 31, 2013 that was filed with the Securities and Exchange Commission on February 21, 2014 (the "Original Filing") is to update the exhibit list and provide as an exhibit the Company's Amended and Restated Certificate of Incorporation, which was inadvertently omitted from the exhibits filed with the Original Filing. Other than correcting the exhibit list and providing the exhibit, this Amendment does not amend or otherwise update any other information in the Original Filing.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment also includes as exhibits the new certifications required by Section 302 of the Sarbanes-Oxley Act of 2002. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted.

PART IV

Item 15. ***Exhibits, Financial Statement Schedules***

(a)(1) Financial Statements. Our consolidated financial statements are set forth in Part II, Item 8 of the Original Filing.

(2) Financial Statement Schedules. The financial statement schedule required to be filed in our Annual Report on Form 10-K is set forth in Schedule II —Consolidated Valuation and Qualifying Accounts to the Original Filing. All other schedules have been omitted as they are not required, not applicable or the information is otherwise included

(b) Exhibits.

Exhibit No.	Description of Exhibit
[a]2.1	Stock Purchase Agreement, dated as of July 28, 2012 among Sunquest Holdings, Inc., the selling shareholders named therein and Roper Industries, Inc.
3.1	Amended and Restated Certificate of Incorporation, filed herewith.
[b]3.2	Amended and Restated By-Laws.
[c]4.2	Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of November 28, 2003.
4.3	Form of Debt Securities (included in Exhibit 4.2).
[d]4.4	First Supplemental Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of December 29, 2003.
[e]4.5	Second Supplemental Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of December 7, 2004.
[f]4.6	Indenture between Roper Industries, Inc. and Wells Fargo Bank, dated as of August 4, 2008.
[g]4.7	Form of Note.
[h]4.8	Form of 2.05% Senior Notes due 2018.
[i]4.9	Form of 6.25% Senior Notes due 2019.
[j]4.10	Form of 1.850% Senior Notes due 2017.
4.11	Form of 3.125% Senior Notes due 2022 (included in Exhibit 4.10).
[k]10.01	Form of Amended and Restated Indemnification Agreement. †
[l]10.02	Employee Stock Purchase Plan, as amended and restated. †
[m]10.03	2000 Stock Incentive Plan, as amended. †
[n]10.04	Non-Qualified Retirement Plan, as amended. †
[o]10.05	Brian D. Jellison Employment Agreement, dated as of December 29, 2008. †
[p]10.06	Credit Agreement, dated as of July 27, 2012, among Roper Industries, Inc., as parent borrower, the foreign subsidiary borrowers of Roper Industries, Inc. from time to time parties thereto, the several lenders from time to time parties thereto, Bank of Tokyo-Mitsubishi UFJ Ltd., Barclays Bank PLC, Mizuho Corporate Bank, Ltd. and SunTrust Bank, as documentation agents, Wells Fargo Bank, N.A. and Bank of America Securities, N.A., as syndication agents, and JPMorgan Chase Bank, N.A., as administrative agent.
[q]10.07	Form of Executive Officer Restricted Stock Award Agreement. †
[q]10.08	Brian D. Jellison Restricted Stock Unit Award Agreement. †
[r]10.09	Offer letter for John Humphrey, dated March 31, 2006. †
[s]10.10	Amended and Restated 2006 Incentive Plan. †
[t]10.11	Form of Restricted Stock Agreement for Non-Employee Directors. †
[t]10.12	Form of Restricted Stock Agreement for Employees. †
[t]10.13	Form of Incentive Stock Option Agreement. †
[t]10.14	Form of Non-Statutory Stock Option Agreement. †
[u]10.15	Director Compensation Plan, as amended. †

[v]10.16	David B. Liner offer letter dated July 21, 2005. †
[v]10.17	Amendment to John Humphrey offer letter. †
[v]10.18	Amendment to David B. Liner offer letter. †
[w]21.1	List of Subsidiaries.
[w]23.1	Consent of Independent Registered Public Accounting Firm.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer, filed herewith.
[w]32.1	Section 1350 Certification of Chief Executive and Chief Financial Officers.
[x]101.INS	XBRL Instance Document.
[x]101.SCH	XBRL Taxonomy Extension Schema Document.
[x]101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
[x]101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
[x]101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
[x]101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

(a) Incorporated herein by reference to Exhibit 2.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2012 (file no. 1-12273).
(b) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed April 24, 2012 (file no. 1-12273).
(c) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 filed November 28, 2003 (file no. 333-110491).
(d) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed January 13, 2004 (file no. 1-12273).
(e) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed December 7, 2004 (file no. 1-12273).
(f) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed on November 7, 2008 (file no. 1-12273).
(g) Incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-3 filed July 29, 2008 (file no. 333-152590).
(h) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed June 6, 2013 (file no. 1-12273).
(i) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed September 2, 2009 (file no. 1-12273).
(j) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 21, 2012 (file no. 1-12273).
(k) Incorporated herein by reference to Exhibit 10.04 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 31, 1999 (file no. 1-12273).
(l) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2010 (file no. 1-12273).
(m) Incorporated herein by reference to Exhibit 10.05 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(n) Incorporated herein by reference to Exhibit 10.06 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(o) Incorporated herein by reference to Exhibit 10.07 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(p) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Current Report on Form 8-K filed August 2, 2012 (file no. 1-12273).
(q) Incorporated herein by reference to Exhibits 99.1 and 99.2 to the Roper Industries, Inc. Current Report on Form 8-K filed December 30, 2004 (file no. 1-12273).
(r) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 9, 2006 (file no. 1-12273).
(s) Incorporated herein by reference to Appendix A to the Roper Industries, Inc. Definitive Proxy Statement on Schedule 14A filed April 30, 2012 (file no. 1-12273).
(t) Incorporated herein by reference to Exhibits 10.2, 10.3, 10.4 and 10.5 to the Roper Industries, Inc. Current Report on Form 8-K filed December 6, 2006 (file no. 1-12273).
(u) Incorporated herein by reference to Exhibit 10.01 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed May 7, 2009 (file no. 1-12273).
(v) Incorporated herein by reference to Exhibits 10.20, 10.21 and 10.23 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(w) Incorporated herein by reference to Exhibits 21.1, 21.3 and 32.1 to the Roper Industries, Inc. Annual Report on Form 10-K filed February 21, 2014 (file no. 1-12273).
(x) Furnished with the Roper Industries, Inc. Annual Report on Form 10-K filed February 21, 2014 (file no. 1-12273).

† Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ROPER INDUSTRIES, INC.
(Registrant)

By: /S/ DAVID B. LINER April 28, 2014
David B. Liner, Vice President, General Counsel and Secretary

EXHIBIT INDEX

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[l]10.02	Employee Stock Purchase Plan, as amended and restated. †
[m]10.03	2000 Stock Incentive Plan, as amended. †
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[r]10.09	Offer letter for John Humphrey, dated March 31, 2006. †
[s]10.10	Amended and Restated 2006 Incentive Plan. †
[t]10.11	Form of Restricted Stock Agreement for Non-Employee Directors. †
[t]10.12	Form of Restricted Stock Agreement for Employees. †
[t]10.13	Form of Incentive Stock Option Agreement. †
[t]10.14	Form of Non-Statutory Stock Option Agreement. †
[u]10.15	Director Compensation Plan, as amended. †
[v]10.16	David B. Liner offer letter dated July 21, 2005. †
[v]10.17	Amendment to John Humphrey offer letter. †
[v]10.18	Amendment to David B. Liner offer letter. †
[w]21.1	List of Subsidiaries.
[w]23.1	Consent of Independent Registered Public Accounting Firm.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer, filed herewith.
[w]32.1	Section 1350 Certification of Chief Executive and Chief Financial Officers.
[x]101.INS	XBRL Instance Document.
[x]101.SCH	XBRL Taxonomy Extension Schema Document.
[x]101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
[x]101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
[x]101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
[x]101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

(a) Incorporated herein by reference to Exhibit 2.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2012 (file no. 1-12273).
(b) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed April 24, 2012 (file no. 1-12273).
(c) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 filed November 28, 2003 (file no. 333-110491).
(d) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed January 13, 2004 (file no. 1-12273).
(e) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed December 7, 2004 (file no. 1-12273).
(f) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed on November 7, 2008 (file no. 1-12273).
(g) Incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-3 filed July 29, 2008 (file no. 333-152590).
(h) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed June 6, 2013 (file no. 1-12273).

(i) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed September 2, 2009 (file no. 1-12273).
(j) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 21, 2012 (file no. 1-12273).
(k) Incorporated herein by reference to Exhibit 10.04 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 31, 1999 (file no. 1-12273).
(l) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2010 (file no. 1-12273).
(m) Incorporated herein by reference to Exhibit 10.05 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(n) Incorporated herein by reference to Exhibit 10.06 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(o) Incorporated herein by reference to Exhibit 10.07 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(p) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Current Report on Form 8-K filed August 2, 2012 (file no. 1-12273).
(q) Incorporated herein by reference to Exhibits 99.1 and 99.2 to the Roper Industries, Inc. Current Report on Form 8-K filed December 30, 2004 (file no. 1-12273).
(r) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 9, 2006 (file no. 1-12273).
(s) Incorporated herein by reference to Appendix A to the Roper Industries, Inc. Definitive Proxy Statement on Schedule 14A filed April 30, 2012 (file no. 1-12273).
(t) Incorporated herein by reference to Exhibits 10.2, 10.3, 10.4 and 10.5 to the Roper Industries, Inc. Current Report on Form 8-K filed December 6, 2006 (file no. 1-12273).
(u) Incorporated herein by reference to Exhibit 10.01 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed May 7, 2009 (file no. 1-12273).
(v) Incorporated herein by reference to Exhibits 10.20, 10.21 and 10.23 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(w) Incorporated herein by reference to Exhibits 21.1, 21.3 and 32.1 to the Roper Industries, Inc. Annual Report on Form 10-K filed February 21, 2014 (file no. 1-12273).
(x) Furnished with the Roper Industries, Inc. Annual Report on Form 10-K filed February 21, 2014 (file no. 1-12273).

† Management contract or compensatory plan or arrangement.

EXHIBIT 3.1

CERTIFICATE OF INCORPORATION
OF
ROPER INDUSTRIES, INC.

RESTATED AND FILED APRIL 11, 1996

AMENDED THROUGH MAY 28, 2013

1. The name of the corporation is:

ROPER INDUSTRIES, INC.

2. The address of the corporation's registered office in the State of Delaware is 1013 Centre Road in the City of Wilmington, County of New Castle, and the name of the registered agent thereat is The Prentice-Hall Corporation System, Inc.

3. The nature of the business of the corporation and the purposes to be conducted or promoted by it are as follows:

(a) To design, manufacture, purchase, lease, distribute, install, repair, service, sell, import, export and otherwise deal in or with any and all kinds of positive displacement rotary and centrifugal pumps and industrial machinery, and all related supplies, components, equipment and products;

(b) To acquire all or any part of the stock or other securities, goodwill, rights, property or assets of any kind and to undertake or assume all or any part of the obligations or liabilities of any corporation, association, partnership, syndicate, entity, or person located in or organized under the laws of any state, territory or possession of the United States of America or any foreign country, and to pay for the same in cash, stock, bonds, debentures, notes, or other securities, secured or unsecured, of this or any other corporation or otherwise in any manner permitted by law, and to conduct in any lawful manner all or any part of any business so acquired; and

(c) To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware. In addition to the general powers conferred by the laws of the State of Delaware and the purposes hereinbefore set forth, the corporation shall also have the following powers:

(d) To issue any of the shares of its capital stock of any class or series thereof now or hereafter authorized for such consideration as may be permitted by law and upon such terms and conditions as the Board of Directors may deem proper in its absolute discretion, and the stock so issued shall be fully paid and not liable to any further call or payment thereof; in the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of the property or other consideration received for the shares of capital stock shall be conclusive; and

(e) To borrow money, make, issue and sell, pledge, or otherwise dispose of checks, drafts, bills of exchange, documents of title, bonds, debentures, notes and other evidence of indebtedness of all kinds, whether unsecured or secured by mortgage, pledge or otherwise of any or all of the assets of the corporation, and without limit as to amount; and generally to mortgage, pledge or sell any stock or other securities or other property held by it, all on such terms and conditions as the Board of Directors.

4. A. The total number of shares of stock which the corporation shall have authority to issue is three hundred and fifty-one million (351,000,000) shares, divided into two (2) classes as follows:

(i) three hundred and fifty million (350,000,000) shares, each to be of the par value of one cent ($0.01), and to be designated as Common Stock; and

(ii) one million (1,000,000) shares, each to be of the par value of one cent ($0.01), and to be designated as Preferred Stock.

B. Each outstanding share of Common Stock shall entitle the holder thereof to one (1) vote on each matter properly submitted to the stockholders of the corporation for their vote, waiver, release or other action.

C. Authority is hereby granted to the Board of Directors of the corporation to adopt, from time to time, a resolution or resolutions providing for the issuance of shares of Preferred Stock in one or more series; and the Board of Directors is hereby expressly granted and vested with the authority to determine and to fix with respect to each series of Preferred Stock any or all of the designations and the powers, preferences and rights, and the qualifications, limitations or restrictions of such Preferred Stock,

including, but not limited to, the determination of the following: (i) the distinctive designation of such series of Preferred Stock and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors) or decreased (but not below the number of shares thereof then outstanding) from time to time by the Board of Directors; (ii) the rate of dividends, if any, payable on the shares of such series of Preferred Stock, the conditions upon which and the dates when such dividends shall be payable, whether such dividends shall be cumulative (and, if so, from which date or dates), and whether payable in preference to dividends payable on any other class or classes of stock or on any other series of Preferred Stock; (iii) whether or not the shares or such series of Preferred Stock shall have voting powers, and, if voting powers are granted, the extent of such voting powers; (iv) whether or not the shares of such series of Preferred Stock shall be redeemable and, if so, the terms and conditions of such redemption, including, but not limited to, the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates; (v) whether or not the shares of such series of Preferred Stock shall be entitled to the benefit of a retirement fund or sinking fund, and, if so, the terms and conditions of such fund; (vi) whether or not the shares of such series of Preferred Stock shall be convertible into or exchangeable for shares of any other class or classes of stock of the corporation or of any other series of Preferred Stock and, if made so convertible or exchangeable, the time or times, the conversion price or prices, or the rate or rates of exchange, and the adjustments thereof, it any, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange; (vii) the rights of the holders of the shares of such series of Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding-up, or merger, consolidation or distribution or sales of assets of the corporation; (viii) the conditions and restrictions, if any, on the payment of dividends or on the making of other distributions on, or the purchase, redemption or other acquisition by the corporation of the Roper Industries, Inc. Common Stock or of any other class of stock or other series of Preferred Stock of the corporation ranking junior to the shares of such series of Preferred Stock as to dividends or on liquidation; (ix) the conditions and restrictions, if any, on the creation of indebtedness of the corporation or any subsidiary or on the authorization or issue of any additional stock of the corporation ranking on a parity with or prior to the shares of such series of Preferred Stock as to dividends or on liquidation; and, (x) any other preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof.

D. Subject to the foregoing, the authorized shares of stock of any class of the corporation may be issued by the corporation from time to time and for such consideration, not less than the par value thereof, and upon such terms as may be fixed from time to time by the Board of Directors, and any and all shares so issued, the full consideration for which shall have been paid or delivered, shall be deemed fully-paid and non-assessable stock and shall not be liable to any further call or assessment thereon.

E. The holders of stock, as such, of any class of the corporation shall have no preemptive or preferential right to purchase or subscribe for any part of the unissued capital stock of the corporation of any class or for any new issue of stock of any class, whether now or hereafter authorized or issued, or to purchase or subscribe for any bonds or other obligations, whether or not convertible into stock of any class of the corporation, now or hereafter authorized or issued other than such, if any, as the Board of Directors of the corporation from time to time may fix pursuant to the authority hereby conferred by the Certificate of Incorporation of the corporation; and the Board of Directors may issue stock of the corporation, or securities or obligations convertible into stock, without offering such issue of stock or such securities or obligations, either in whole or in part, to the stockholders of the corporation.

F. Subject to any limitations contained in the resolution or resolutions providing for the issue of any series of Preferred Stock, the holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors out of the assets of the corporation which are by law available therefor, dividends payable in cash, in property or in shares of Common Stock. No dividends, other than dividends payable only in shares of Common Stock of the corporation, shall be paid on Common Stock if cash dividends in full to which all outstanding shares of Preferred Stock of all series shall then be entitled for the then current dividend period and (where such dividends are cumulative) for all past dividend periods shall not have been paid or declared and set apart in full.

G. In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the corporation, the holders of Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the corporation and of the amounts to which the holders of the Preferred Stock shall be entitled, to share ratably in the remaining net assets of the corporation. Neither a consolidation nor a merger of the corporation with or into any other corporation; nor a merger of any other corporation with or into the corporation; nor a reorganization of the corporation; nor the purchase or redemption of all or part of the outstanding shares of stock of any class or classes of the corporation; nor the sale or transfer of the property and business of the corporation as, or substantially as, an entity shall be considered a liquidation, dissolution or winding-up of the corporation for purposes of the preceding sentence.

5. The Board of Directors shall have the power (i) to make, alter or amend the By-laws, subject only to such limitations, if any, as the By-laws of the corporation may from time to time impose; (ii) from time to time to fix and determine and to vary the amount to be reserved as working capital of the corporation, and, before the payment of any dividends or making any distribution or profits, to set aside out of the surplus or net profits of the corporation such sum or sums as the Board may from time to time in its absolute discretion think proper either as additional working capital or as a reserve fund to meet contingencies, or for the repairing or

maintaining of any property of the corporation, or for such other corporate purposes as the Board of Directors shall think conducive to the interests of the corporation, subject only to such limitations, if any, as the By-laws of the corporation may from time to time impose; (iii) from time to time, to the extent now or hereafter permitted by the laws of Delaware, to sell, lease, exchange or otherwise dispose of any part of the property and assets of the corporation which the Board of Directors deems it expedient and for the best interests of the corporation to dispose of, or disadvantageous to continue to own, without assent of the stockholders by vote or otherwise; (iv) to issue or cause to be issued from time to time all or any part of the authorized capital stock of the corporation on such terms and for such consideration as the Board of Directors may determine in its discretion without obtaining the approval of the holders of any of the then outstanding capital stock; (v) pursuant to the affirmative vote of the holders of a majority of the shares of stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, to sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions as the Board of Directors deems expedient and for the best interest of the corporation; (vi) from time to time to authorize the corporation to borrow money or to pledge the credit of the corporation by guaranty or otherwise, and to issue, sell, pledge, or otherwise deliver or dispose of stock of this or any other corporation, bonds, debentures, notes or other evidences of indebtedness, whether unsecured or secured by mortgage, pledge or other lien of any or all of the assets of the corporation, all on such terms and conditions as the Board of Directors may determine or authorize in its discretion without obtaining the approval of any of the holders of any of the then outstanding capital stock of the corporation and; (vii) to exercise any and all other powers conferred by law or by this certificate or which may be conferred upon the Board of Directors by the corporation through appropriate By- law provisions or otherwise.

6. The Board of Directors, by resolution or resolutions duly adopted by it, may designate one or more committees, each committee to consist of one or more directors of the corporation, which, to the extent provided in the resolution or resolutions or in the By-laws of the corporation, but subject to any limitations specifically imposed by the laws of Delaware, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation and may authorize the seal of the corporation to be affixed to all papers which may require it.

7. No contract, act or transaction of the corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of the corporation is a party to or is interested in such contract, act or transaction, or in any way connected with such person, firm or corporation, provided that such interest or connection shall have been disclosed or known to the corporation. Any director of the corporation having any such interest or connection may, nevertheless, be counted in determining the existence of a quorum at any meeting of the Board of Directors or a committee which shall authorize any such contract, act or transaction and may vote thereon with full force and effect. No such officer or director nor any such person, firm or corporation in or with which such director or officer is connected shall be liable to account to the corporation for any profit realized from or through any such contract, act or transaction.

8. (i) Except as otherwise provided in this Certificate of Incorporation or the General Corporation Law of the State of Delaware, the business and affairs of the corporation shall be managed by or under the direction of a Board of Directors consisting of such number of members as may be fixed, subject to the rights of the holders of any series of preferred stock then outstanding, from time to time, by the affirmative vote of the majority of the members of the Board of Directors of the corporation, but not less than the minimum number authorized by the State of Delaware.

(ii) Subject to the rights of the holders of any series of preferred stock then outstanding:

a. Until the election of directors at the 2016 Annual Meeting of Stockholders, the Board of Directors shall be divided into three classes of directors, as nearly equal in number as possible. Subject to Sections (ii)(b)-(d) and (iii)-(iv) of this Article 8, each class of directors shall be elected for a three-year term and the terms of each class shall be staggered so that only one class of directors will be elected at each annual meeting of stockholders.

b. Each director serving as a director immediately following the 2013 Annual Meeting of Stockholders, or elected or appointed thereafter, shall hold office until the term for which they were elected or appointed expires and their successor is duly elected and qualified, or until their earlier death, resignation or removal from office.

c. At each annual meeting of stockholders commencing with the 2014 Annual Meeting of Stockholders, successors to the class of directors whose terms expire at that annual meeting of stockholders shall be elected for a one-year term.

d. From and after the election of directors at the 2016 Annual Meeting of Stockholders, the Board of Directors shall cease to be classified and all directors shall be elected for one-year terms expiring at the next annual meeting of stockholders.

(iii) Subject to the rights of the holders of any series of preferred stock then outstanding:

a. Until the 2016 Annual Meeting of Stockholders, any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and only by the affirmative vote of the holders of at least a majority of the voting power of all of the shares of the corporation entitled to vote for the election of directors. For purposes of this Article 8, cause for removal shall be construed to exist only if the director whose removal is proposed has been convicted of a felony by a court of competent jurisdiction or has been adjudged by a court of competent jurisdiction to be liable for negligence or misconduct in the performance of his duty to the corporation in a matter of substantial importance to the corporation.

b. From and after the 2016 Annual Meeting of Stockholders, any director, or the entire Board of Directors, may be removed from office at any time, with or without cause, only by the affirmative vote of the holders of at least a majority of the voting power of all of the shares of the corporation entitled to vote for the election of directors.

(iv) Subject to the rights of the holders of any series of preferred stock then outstanding:

a. Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by a majority vote of the directors then in office.

b. Until the election of directors at the 2016 Annual Meeting of Stockholders, each director chosen to fill a vacancy in the Board of Directors shall receive the classification of the vacant directorship to which he or she has been appointed or, if it is a newly created directorship, shall receive the classification that at least a majority of the directors then in office designate and shall hold office until the first meeting of stockholders held after his or her appointment for the purpose of electing directors of that classification, and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal from office.

c. From and after the 2016 Annual Meeting of Stockholders, each director chosen to fill a vacancy in the Board of Directors shall hold office until the first meeting of stockholders held after his or her appointment for the purpose of electing directors and until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal from office.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation or any amendment thereto in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred on the stockholders hereunder are granted subject to that reservation.

10. The duration of the corporation shall be perpetual.

11. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law as the same exists or hereafter may be amended or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then, in addition to the limitation on personal liability provided herein, the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Delaware General Corporation Law. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

12. No action required to be taken or which may be taken at any annual or special meeting of stockholders of the corporation may be taken without a meeting, and the power of stockholders of the corporation to take any such action by means of a consent or consents in writing, without a meeting, is specifically denied.

EXHIBIT 31.1

I, Brian D. Jellison, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Roper Industries, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 28, 2014

/s/ Brian D. Jellison
Brian D. Jellison
Chairman of the Board, President and
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

I, John Humphrey, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Roper Industries, Inc.; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 28, 2014

/s/ John Humphrey
John Humphrey
Executive Vice President,
Chief Financial Officer
(Principal Financial Officer)

FORM 8-K

April 28, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

April 28, 2014

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

ROPER INDUSTRIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OR OTHER JURISDICTION OF INCORPORATION)

1-12273	**51-0263969**
(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)
6901 PROFESSIONAL PKWY. EAST, SUITE 200, SARASOTA, FLORIDA	**34240**
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

(941) 556-2601

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

(FORMER NAME OR ADDRESS, IF CHANGED SINCE LAST REPORT)

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 communication 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 April 28, 2014, Roper Industries, Inc. (the "Company") issued a press release containing information about the Company's results of operations for the quarter ended March 31, 2014. A copy of the press release is furnished as Exhibit 99.1.

In the press release, the Company uses several non-GAAP financial measures: non-GAAP Revenue, non-GAAP Operating Margin, non-GAAP Diluted Earnings per Share, EBITDA and Free Cash Flow.

In the first quarter of 2013, business combination accounting rules required Roper to account for the fair value of deferred revenue assumed in connection with the Sunquest Information Systems, Inc. ("Sunquest") acquisition. The fair value is based on the assumed cost of having a third-party provide the relevant

support services rather than the contracted amount under the contracts. Because the fair value is less than the contracted amount, Roper's GAAP revenues for the one year period subsequent to the acquisition did not reflect the full amount of revenue that would have otherwise been recorded by Sunquest had they remained an independent company. The non-GAAP Revenue measure is intended to reflect the full amount that Sunquest would have recognized as revenue, absent the fair value adjustment. The non-GAAP Operating Margin reflects this fair value adjustment as well as the exclusion of expenses related to the Sunquest acquisition. The non-GAAP Diluted Earnings per Share also excludes a debt extinguishment charge incurred in refinancing the existing credit facility, which is recorded as other expense. The Company believes these non-GAAP measures are useful to investors as a measure of the ongoing performance of its business giving effect to the Sunquest transaction.

EBITDA as shown in the press release is defined as net earnings plus (a) interest expense, (b) income taxes and (c) depreciation and amortization. The Company believes EBITDA is an important indicator of operational performance of the Company's business because it provides a link between profitability and operating cash flow. EBITDA as calculated by the Company is not necessarily comparable to similarly titled measures reported by other companies. In addition, EBITDA: (a) does not represent net income or cash flows from operations as defined by GAAP; (b) is not necessarily indicative of cash available to fund the Company's cash flow needs; and (c) should not be considered as an alternative to net earnings, operating income, cash flows from operating activities or the Company's other financial information determined under GAAP. The Company believes that the line on the Company's consolidated statement of operations entitled net earnings is the most directly comparable GAAP measure to EBITDA.

Free Cash Flow is defined as "Cash Provided by Operating Activities" ("Operating Cash Flow") as stated in Roper's Consolidated Statements of Cash Flows, reduced by capital expenditures. The Company believes that Free Cash Flow is useful to investors as a basis for comparing its performance with other companies. Roper's measure of Free Cash Flow may not be comparable to similar measures used by other companies.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*.

99.1 Press Release of the Company dated March 31, 2014.

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.

Roper Industries, Inc.
(Registrant)

BY: /s/ John Humphrey
John Humphrey,
Vice President and Chief Financial Officer

Date: April 28, 2014

EXHIBIT INDEX

Exhibit No.	**Description**
99.1	Press Release of the Company dated March 31, 2014

Contact Information:
Investor Relations
941-556-2601
investor-relations@roperind.com

Roper Industries, Inc.

Roper Industries Announces Record First Quarter Results

Revenue Increased 13% to $834 Million
Operating Cash Flow Increased 24% to $213 Million

Sarasota, Florida, April 28, 2014 ... Roper Industries, Inc. (NYSE: ROP) , a diversified technology company, reported financial results for the first quarter ended March 31, 2014.

Roper reports results, including revenue, operating margin, net income and diluted earnings per share, on a GAAP and adjusted basis. Adjusted measures are reconciled to the corresponding GAAP measures at the end of this release.

First quarter revenue increased 13% to $834 million. Net earnings for the first quarter were $147 million, or $1.46 per diluted share. Operating profit was $223 million, an increase of 21% over last year's GAAP operating profit and 18% over last year's adjusted operating profit. Orders increased to $846 million and represented a book-to-bill ratio of 1.01. Operating cash flow in the quarter increased 24% to $213 million and represented 25% of revenue.

"Our businesses performed exceptionally well in the quarter, with record first quarter performance for orders, revenue, margins and cash flow," said Brian Jellison, Roper's Chairman, President and CEO. "Revenue increased 13%, including 7% organic growth in the quarter. This performance was broad-based, with all four operating segments increasing organic revenue at least 5%."

"Our continued expansion into asset-light medical, technology and service businesses, combined with outstanding execution across the enterprise, resulted in free cash flow of $202 million, 26% higher than last year's first quarter," continued Mr. Jellison. "EBITDA reached $274 million and represented 32.8% of revenue. In addition, our balance sheet and financial capacity are in the best shape in our history, and we are encouraged about our prospects for the remainder of the year."

2014 Guidance Update

As a result of its first quarter performance, Roper is increasing its full year diluted earnings per share guidance from $6.05 - $6.25 to $6.22 - $6.36. Second quarter diluted earnings per share is expected to be $1.46 - $1.51. The company's guidance excludes the impact of any future acquisitions.

Use of Non-GAAP Financial Information

The company supplements its consolidated financial statements presented on a GAAP basis with certain non-GAAP financial information to provide investors with greater insight, increase transparency and allow for a more comprehensive understanding of the information used by management in its financial and operational decision-making. Reconciliation of non-GAAP measures to their most directly comparable GAAP measures are included in the accompanying financial schedules or tables. The non-GAAP financial measures disclosed by the company should not be considered a substitute for, or superior to, financial measures prepared in accordance with GAAP, and the financial results prepared in accordance with GAAP and reconciliations from these results should be carefully evaluated.

Table 1: Q1 Revenue Growth Detail

	Revenue	V%
Q1 2014 GAAP Revenue (A)	$834	
Q1 2013 GAAP Revenue	$737	13%
Sunquest Adjustment to Acquired Deferred Revenue	4	
Q1 2013 Adjusted Revenue (B)	$741	
Increase (B)/(A)		13%
Components of Growth		
Organic		7%
Acquisitions		5%
Foreign Exchange		--

Rounding	1%
Total Growth	13%

Table 2: Free Cash Flow Reconciliation

	Q1 2013	Q1 2014	V%
Operating Cash Flow	$171.3	$212.6	24%
Less: Capital Expenditures	(11.2)	(10.5)	
Rounding	---	0.1	
Free Cash Flow	$160.1	$202.2	26%

Table 3: EBITDA Reconciliation

	Q1 2014
Revenue (B)	$834.1
Net Earnings	$147.2
Add: Interest Expense	19.8
Add: Income Taxes	57.8
Add: Depreciation & Amortization	48.7
EBITDA (A)	$273.5
% of Revenue (A) / (B)	32.8%

Table 4: Reconciliation of Q1 2013 GAAP Operating Profit to Adjusted Operating Profit

	Operating Profit	V%
Q1 2014 GAAP Operating Profit (A)	$223	
Q1 2013 GAAP Operating Profit	185	21%
Sunquest Adjustment to Acquired Deferred Revenue	4	
Q1 2013 Adjusted Revenue (B)	$189	
Increase (B)/(A)		18%

Conference Call to be Held at 8:30 AM (ET) Today

A conference call to discuss these results has been scheduled for 8:30 AM ET on Monday, April 28, 2014. The call can be accessed via webcast or by dialing +1 888-510-1786 (US/Canada) or +1 719-457-2661, using confirmation code 2783016. Webcast information and conference call materials will be made available in the Investors section of Roper's website (www.roperind.com) prior to the start of the call. Telephonic replays will be available for up to two weeks by calling +1 719-457-0820 and using the access code 2783016.

About Roper Industries

Roper Industries is a diversified technology company and is a constituent of the S&P 500, Fortune 1000, and the Russell 1000 indices. Roper provides engineered products and solutions for global niche markets, including software information networks, medical, water, energy, and transportation. Additional information about Roper is available on the company's website at www.roperind.com.

The information provided in this press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements include, among others, statements regarding operating results, the success of our internal operating plans, and the prospects for newly acquired businesses to be integrated and contribute to future growth, profit and cash flow expectations. Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those contained in any forward-

looking statement. Such risks and uncertainties include our ability to integrate acquisitions and realize expected synergies. We also face other general risks, including our ability to realize cost savings from our operating initiatives, general economic conditions, unfavorable changes in foreign exchange rates, difficulties associated with exports, risks associated with our international operations, difficulties in making and integrating acquisitions, risks associated with newly acquired businesses, increased product liability and insurance costs, increased warranty exposure, future competition, changes in the supply of, or price for, parts and components, environmental compliance costs and liabilities, risks and cost associated with asbestos related litigation and potential write-offs of our substantial intangible assets, and risks associated with obtaining governmental approvals and maintaining regulatory compliance for new and existing products. Important risks may be discussed in current and subsequent filings with the SEC. You should not place undue reliance on any forward-looking statements. These statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

# # #

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(unaudited)
(Amounts in thousands)

ASSETS	**March 31, 2014**	**December 31, 2013**
CURRENT ASSETS:		
Cash and cash equivalents	$ 502,885	$ 459,720
Accounts receivable	514,081	519,075
Inventories	209,383	204,923
Unbilled receivable	95,274	86,945
Deferred taxes	70,069	64,464
Other current assets	40,478	38,210
Total current assets	1,432,170	1,373,337
PROPERTY, PLANT AND EQUIPMENT, NET	116,590	117,310
OTHER ASSETS:		
Goodwill	4,540,022	4,549,998
Other intangible assets, net	1,997,924	2,039,136
Deferred taxes	27,196	28,773
Other assets	75,801	76,427
Total other assets	6,640,943	6,694,334
TOTAL ASSETS	$ 8,189,703	$ 8,184,981
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 144,168	$ 150,313
Accrued compensation	92,820	107,953
Deferred revenue	207,957	209,332
Other accrued liabilities	162,559	153,712
Income taxes payable	43,035	4,275
Deferred taxes	6,511	6,490
Current portion of long-term debt	10,923	11,016
Total current liabilities	667,973	643,091
NONCURRENT LIABILITIES:		
Long-term debt	2,304,143	2,453,836
Deferred taxes	771,243	783,805
Other liabilities	89,099	91,199
Total liabilities	3,832,458	3,971,931
STOCKHOLDERS' EQUITY:		
Common stock	1,017	1,013
Additional paid-in capital	1,258,910	1,229,233
Retained earnings	3,086,465	2,959,196
Accumulated other comprehensive earnings	30,272	43,083
Treasury stock	(19,419)	(19,475)
Total stockholders' equity	4,357,245	4,213,050
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 8,189,703	$ 8,184,981

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)
(Amounts in thousands, except per share data)

	Three months ended March 31,	
	2014	**2013**
Net sales	$ 834,052	$ 737,135
Cost of sales	345,116	315,559
Gross profit	488,936	421,576
Selling, general and administrative expenses	265,536	236,399
Income from operations	223,400	185,177
Interest expense	19,827	20,858
Other income/(expense)	1,420	(2,492)
Earnings from continuing operations before income taxes	204,993	161,827
Income taxes	57,767	36,913
Net Earnings	$ 147,226	$ 124,914
Earnings per share:		
Basic	$ 1.48	$ 1.26
Diluted	$ 1.46	$ 1.25
Weighted average common and common equivalent shares outstanding:		
Basic	99,557	98,876
Diluted	100,572	99,986

Roper Industries, Inc. and Subsidiaries
Selected Segment Financial Data
(unaudited)
(Amounts in thousands and percents of net sales)

	Three months ended March 31,			
	2014		2013	
	Amount	%	Amount	%
Net sales:				
Industrial Technology	$ 197,001		$ 182,239	
Energy Systems & Controls	155,171		145,642	
Medical & Scientific Imaging	256,199		200,444	
RF Technology	225,681		208,810	
Total	$ 834,052		$ 737,135	
Gross profit:				
Industrial Technology	$ 98,470	50.0%	$ 93,311	51.2%
Energy Systems & Controls	85,965	55.4%	80,906	55.6%
Medical & Scientific Imaging	184,850	72.2%	134,869	67.3%
RF Technology	119,651	53.0%	112,490	53.9%
Total	$ 488,936	58.6%	$ 421,576	57.2%
Operating profit*:				
Industrial Technology	$ 56,056	28.5%	$ 52,945	29.1%
Energy Systems & Controls	37,025	23.9%	35,722	24.5%
Medical & Scientific Imaging	89,771	35.0%	59,928	29.9%
RF Technology	62,560	27.7%	56,630	27.1%
Total	$ 245,412	29.4%	$ 205,225	27.8%
Net Orders:				
Industrial Technology	$ 204,881		$ 179,807	
Energy Systems & Controls	150,915		157,537	
Medical & Scientific Imaging	256,340		216,121	
RF Technology	234,345		240,118	
Total	$ 846,481		$ 793,583	

* Operating profit is before unallocated corporate general and administrative expenses. These expenses were $22,012 and $20,048 for the three months ended March 31, 2014 and 2013, respectively.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)
(Amounts in thousands)

	Three months ended March 31,	
	2014	**2013**
Net earnings	$ 147,226	$ 124,914
Non-cash items:		
Depreciation	9,666	9,342
Amortization	39,037	34,099
Stock-based compensation expense	14,571	12,969
Income taxes	24,829	16,348
Changes in assets and liabilities:		
Receivables	(3,764)	14,454
Inventory	(4,712)	(11,687)
Accounts payable	(5,914)	1,760
Accrued liabilities	(6,973)	(27,262)
Other, net	(1,338)	(3,669)
Cash provided by operating activities	212,628	171,268
Business acquisitions, net of cash acquired	(2,146)	(2,240)
Capital expenditures	(10,478)	(11,205)
Other, net	108	235
Cash used by investing activities	(12,516)	(13,210)
Principal debt payments	(433)	(52)
Revolver payments, net	(150,000)	(100,000)
Dividends	(19,863)	-
Excess tax benefit from share-based payment	7,511	4,364
Proceeds from stock-based compensation, net	8,026	6,229
Premium on convertible debt conversions	(1,174)	(109)
Other, net	1,302	764
Cash used by financing activities	(154,631)	(88,804)
Effect of exchange rate changes on cash	(2,316)	(9,822)
Net increase in cash and equivalents	43,165	59,432
Cash and equivalents, beginning of period	459,720	370,590
Cash and equivalents, end of period	$ 502,885	$ 430,022

FORM 10-K

February 21, 2014

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

FORM 10-K

☑ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2013

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

Commission File Number 1-12273

ROPER INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**51-0263969**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6901 Professional Parkway East, Suite 200
Sarasota, Florida 34240
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(941) 556-2601**

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class	Name of Each Exchange On Which Registered
Common Stock, $0.01 Par Value	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☑ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
☐ Yes ☑ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§223.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).
☑ Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company

Indicate by check mark if the registrant is a shell company (as defined in Rule 12-b2 of the Act). ☐ Yes ☑ No

Based on the closing sale price on the New York Stock Exchange on June 28, 2013, the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was: $12,365,836,908.

Number of shares of registrant's Common Stock outstanding as of February 14, 2014: 99,547,874.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement to be furnished to Stockholders in connection with its Annual Meeting of Stockholders to be held on May 21, 2014, are incorporated by reference into Part III of this Annual Report on Form 10-K.

ROPER INDUSTRIES, INC.

FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013

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Information About Forward-Looking Statements

This Annual Report on Form 10-K ("Annual Report") includes and incorporates by reference "forward-looking statements" within the meaning of the federal securities laws. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the U.S. Securities and Exchange Commission ("SEC") or in connection with oral statements made to the press, potential investors or others. All statements that are not historical facts are "forward-looking statements." Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in any forward-looking statement.

Examples of forward-looking statements in this report include but are not limited to statements regarding operating results, the success of our internal operating plans, our expectations regarding our ability to generate operating cash flows and reduce debt and associated interest expense, profit and cash flow expectations, the prospects for newly acquired businesses to be integrated and contribute to future growth and our expectations regarding growth through acquisitions. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the cost, timing and success of product upgrades and new product introductions, raw materials costs, expected pricing levels, expected outcomes of pending litigation, competitive conditions and general economic conditions. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- general economic conditions;
- difficulty making acquisitions and successfully integrating acquired businesses;
- any unforeseen liabilities associated with future acquisitions;
- limitations on our business imposed by our indebtedness;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks and costs associated with our international sales and operations;
- increased directors' and officers' liability and other insurance costs;
- risk of rising interest rates;
- product liability and insurance risks;
- increased warranty exposure;
- future competition;
- the cyclical nature of some of our markets;
- reduction of business with large customers;
- risks associated with government contracts;
- changes in the supply of, or price for, raw materials, parts and components;
- environmental compliance costs and liabilities;
- risks and costs associated with asbestos-related litigation;
- potential write-offs of our substantial goodwill and other intangible assets;
- our ability to successfully develop new products;
- failure to protect our intellectual property;
- the effect of, or change in, government regulations (including tax);
- economic disruption caused by terrorist attacks, health crises or other unforeseen events; and
- the factors discussed in Item 1A to this Annual Report under the heading "Risk Factors."

We believe these forward-looking statements are reasonable. However, you should not place undue reliance on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update any of them in light of new information or future events.

PART I

ITEM 1. BUSINESS

Our Business

Roper Industries, Inc. ("Roper" or the "Company") was incorporated on December 17, 1981 under the laws of the State of Delaware. We are a diversified growth company that designs, manufactures and distributes medical and scientific imaging products and software, radio frequency ("RF") products, services and application software, industrial technology products and energy systems and controls products and solutions. We market these products and services to a broad range of markets including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in sales, earnings and cash flow by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses that offer high value-added services, engineered products and solutions and are capable of achieving growth in sales, earnings and cash flow. We compete in many niche markets and believe we are the market leader or a competitive alternative to the market leader in the majority of these markets.

Market Share, Market Expansion, and Product Development

Leadership with Engineered Content for Niche Markets - We maintain a leading position in many of our markets. We believe our market positions are attributable to the technical sophistication of our products and software, the applications expertise used to create our advanced products and systems, and our distribution and service capabilities. Our operating units grow their businesses through new product development and development of new applications and services to satisfy customer needs. In addition, our operating units grow our customer base by expanding our distribution, selling other products through our existing channels and entering adjacent markets.

Diversified End Markets and Geographic Reach - We have a global presence, with sales of products to customers outside the U.S. totaling $1.3 billion in 2013. Information regarding our international operations is set forth in Note 13 of the notes to Consolidated Financial Statements included in this Annual Report.

Research and Development - We conduct applied research and development to improve the quality and performance of our products and to develop new technologies and products. Our research and development spending was $145.7 million in 2013 as compared to $125.9 and $121.7 million in 2012 and 2011, respectively. Research and development expense as a percentage of sales increased to 4.5% in 2013 from 4.2% in 2012. The percentage has increased as the mix of our businesses shifts to higher technology, medical and software platforms.

Our Business Segments

Our operations are reported in four segments based upon common customers, markets, sales channels, technologies and common cost opportunities. The segments are: Medical and Scientific Imaging, RF Technology, Industrial Technology and Energy Systems and Controls. Financial information about our business segments is presented in Note 13 of the notes to Consolidated Financial Statements.

Medical and Scientific Imaging

Our Medical and Scientific Imaging segment principally offers products and software in medical applications, and high performance digital imaging products. These products and solutions are provided through nine reporting units. For 2013, this segment had net sales of $902.3 million, representing 27.9% of our total net sales.

Medical Products and Software - We manufacture and sell patient positioning devices and related software for use in radiation oncology, 3-D measurement technology in computer-assisted surgery and supply diagnostic and therapeutic disposable products used in ultrasound imaging for minimally invasive medical procedures. We design and manufacture a non-invasive instrument for portable ultrasound bladder volume measurement and a video laryngoscope designed to enable rapid intubation even in the most difficult settings. We also provide diagnostic and laboratory software solutions to healthcare providers and services and technologies to support the diverse and complex needs of alternate site health care providers who deliver services outside of an acute care hospital setting.

Digital Imaging Products and Software - We manufacture and sell extremely sensitive, high-performance electron filters, charged couple device ("CCD") and complementary metal oxide semiconductor ("CMOS") cameras, detectors and related software for a variety of scientific and industrial uses, which require high resolution and/or high speed digital video, including electron microscopy and spectroscopy applications. We principally sell these products for use within academic, government research, semiconductor, security and other end-user markets such as biological and material science. They are frequently incorporated into products by original equipment manufacturers ("OEMs").

Our Medical and Scientific Imaging segment companies have lead times of up to several months on many of their product sales, although standard products are often shipped within two weeks of receipt of order. Blanket purchase orders are placed by certain OEM and end-users, with continuing requirements for fulfillment over specified periods of time.

RF Technology

Our RF Technology segment provides radio frequency identification ("RFID") communication technology and software solutions that are used primarily in toll and traffic systems and processing, security and access control, campus card systems, software-as-a-service in the freight matching and food industries and metering and remote monitoring applications. These products and solutions are provided through six reporting units. This segment had sales of $904.4 million for the year ended December 31, 2013, representing 27.9% of our total net sales.

Toll and Traffic Systems - We manufacture and sell toll tags and monitoring systems as well as provide transaction and violation processing services for toll and traffic systems to both governmental and private sector entities. In addition, we provide intelligent traffic systems that assist customers in improving traffic flow and infrastructure utilization.

Card Systems/Integrated Security Solutions - We provide card systems and integrated security solutions primarily to education and health care markets. We also provide an integrated nutrition management solution used by food service customers.

Software-as-a-Service - We maintain electronic marketplaces that match 1) available capacity of trucking units with the available loads of freight to be moved from location to location throughout North America and 2) food suppliers, distributors and vendors, primarily in the perishable food sector.

Metering and Remote Monitoring - We manufacture and sell meter reading, data logging and pressure control products for use in water, gas and electricity applications. We also provide network monitoring, leakage reduction and pressure control services in water and gas distribution networks.

The RF Technology segment companies' sales reflect a combination of standard products, large engineered projects, and multi-year operations and maintenance contracts. Standard products generally ship within two weeks of receipt of order, and large engineered projects may have lead times of several months. As such, backlog may fluctuate depending upon the timing of large project awards.

Industrial Technology

Our Industrial Technology segment produces fluid handling pumps, equipment and consumables for materials analysis, leak testing equipment, flow measurement and metering equipment and water meter and automatic meter reading ("AMR") products and systems. These products and solutions are provided through seven reporting units. For 2013, this segment had net sales of $779.6 million, representing 24.1% of our total net sales.

Fluid Handling Pumps - We manufacture and sell a wide variety of pumps. These pumps vary significantly in complexity and in pumping method employed, which allows for the movement and application of a diverse range of low and high viscosity liquids, high solids content slurries and chemicals. Our pumps are used in end markets such as oil and gas, agricultural, water and wastewater, chemical and general industrial.

Materials Analysis Equipment and Consumables - We manufacture and sell equipment and supply consumables necessary to prepare materials samples for testing and analysis. These products are used mostly within the material science, steel, automotive, electronics, mining and research end-user markets.

Flow Measurement Equipment - We manufacture and distribute turbine and positive displacement flow meters, emissions measurement equipment and flow meter calibration products for aerospace, automotive, power generation and other industrial applications.

Water Meter and AMR Products and Systems - We manufacture and distribute water meter products serving the residential, commercial and industrial water management markets, and several lines of automatic meter reading products and systems serving these markets.

The Industrial Technology segment companies' sales reflect a combination of standard products and specially engineered, application-specific products. Standard products are typically shipped within two weeks of receipt of order. Application-specific products typically ship within 6 to 12 weeks following receipt of order. However, larger project orders and blanket purchase orders for certain OEMs may extend shipment for longer periods.

Energy Systems and Controls

Our Energy Systems and Controls segment principally produces control systems, fluid properties testing equipment, industrial valves and controls, vibration sensors and controls and non-destructive inspection and measurement products and solutions, which are provided through six reporting units. For 2013, this segment had net sales of $651.9 million, representing 20.1% of our total net sales.

Control Systems - We manufacture control systems and provide related engineering and commissioning services for turbomachinery applications, predominately in energy markets.

Fluid Properties Testing Equipment - We manufacture and sell test equipment to determine physical and elemental properties, such as sulfur and nitrogen content, flash point, viscosity, freeze point and distillation range of liquids and gases primarily for the petroleum industry.

Industrial Valves and Controls - We manufacture and distribute valves, sensors, switches and control products used on engines, compressors, turbines and other powered equipment for the oil and gas, pipeline, power generation, marine engine and general industrial markets. Many of these products are designed for use in hazardous environments.

Sensors and Controls - We manufacture sensors and control equipment including pressure sensors, temperature sensors, measurement instruments and control software for global rubber, plastics and process industries.

Non-destructive Inspection and Measurement Instrumentation - We manufacture non-destructive inspection and measurement solutions including measurement probes, robotics, vibration sensors, switches and transmitters. These solutions are applied principally in nuclear energy markets. Many of these products are designed for use in hazardous environments.

The Energy Systems and Controls segment companies' sales reflect a combination of standard products and large engineered projects. Standard products generally ship within two weeks of receipt of order, and large engineered projects may have lead times of several months. As such, backlog may fluctuate depending upon the timing of large project awards.

Materials and Suppliers

We believe most materials and supplies we use are readily available from numerous sources and suppliers throughout the world. However, some components and sub-assemblies are currently available from a limited number of suppliers. Some high-performance components for digital imaging products can be in short supply and/or suppliers have occasional difficulty manufacturing such components to our specifications. We regularly investigate and identify alternative sources where possible, and we believe these conditions equally affect our competitors. Supply shortages have not had a material adverse effect on our sales although delays in shipments have occurred following such supply interruptions.

Backlog

Our policy is to include only firm unfilled orders shippable within twelve months in backlog. Backlog was $1.1 billion at December 31, 2013, and $0.9 billion at December 31, 2012.

Distribution and Sales

Distribution and sales occur through direct sales offices, manufacturers' representatives and distributors. In addition, our Medical and Scientific Imaging segment also sells through value added resellers ("VARs") and OEMs.

Environmental Matters and Other Governmental Regulation

Our operations and properties are subject to laws and regulations relating to environmental protection, including those governing air emissions, water discharges, waste management and workplace safety. We use, generate and dispose of hazardous substances and waste in our operations and could be subject to material liabilities relating to the investigation and clean-up of contaminated properties and related claims. We are required to conform our operations and properties to these laws and adapt to regulatory requirements in all countries as these requirements change. In connection with our acquisitions, we may assume significant environmental liabilities, some of which we may not be aware of, or may not be quantifiable, at the time of acquisition. In addition, new laws and regulations, the discovery of previously unknown contamination or the imposition of new requirements could increase our costs or subject us to new or increased liabilities.

Customers

No customer accounted for 10% or more of net sales for 2013 for any of our segments or for our company as a whole.

Competition

Generally, our products and solutions face significant competition, usually from a limited number of competitors. We believe that we are a leader in most of our markets, and no single company competes with us over a significant number of product lines. Competitors might be large or small in size, often depending on the size of the niche market we serve. We compete primarily on product quality, performance, innovation, technology, price, applications expertise, distribution channel access and customer service capabilities.

Patents and Trademarks

In addition to trade secrets, unpatented know-how, and other intellectual property rights, we own or license the rights under a number of patents, trademarks and copyrights relating to certain of our products and businesses. We also employ various methods, including confidentiality and non-disclosure agreements with individuals and companies we do business with, employees, distributors, representatives and customers to protect our trade secrets and know-how. We believe our operating units are not substantially dependent on any single patent, trademark, copyright, or other item of intellectual property or group of patents, trademarks or copyrights.

Employees

As of December 31, 2013, we had 9,913 employees, with 6,959 located in the United States. We have 205 employees who are subject to collective bargaining agreements. We have not experienced any work stoppages and consider our relations with our employees to be good.

Available Information

All reports we file electronically with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and our annual proxy statements, as well as any amendments to those reports, are accessible at no cost on our website at www.roperind.com as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. These filings are also accessible on the SEC's website at www.sec.gov. You may also read and copy any material we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our Corporate Governance Guidelines; the charters of our Audit Committee, Compensation Committee, and Nominating and Governance Committee; and our Code of Business Conduct and Ethics are also available on our website. Any amendment to the Code of Business Conduct and Ethics and any waiver applicable to our directors, executive officers or senior financial officers will be posted on our website within the time period required by the SEC and the New York Stock Exchange (the "NYSE"). The information posted on our website is not incorporated into this Annual Report.

We have included the Chief Executive Officer and the Chief Financial Officer certifications regarding our public disclosure required by Section 302 of the Sarbanes-Oxley Act of 2002 as Exhibits 31.1 and 31.2 of this report. Additionally, we filed with the NYSE the Chief Executive Officer certification regarding our compliance with the NYSE's Corporate Governance Listing Standards (the "Listing Standards") pursuant to Section 303A.12(a) of the Listing Standards. We filed the certification with the NYSE on June 24, 2013 and our Chief Executive Officer indicated that he was not aware of any violations of the Listing Standards by us.

ITEM 1A. RISK FACTORS

Risks Relating to Our Business

Our indebtedness may affect our business and may restrict our operating flexibility.

As of December 31, 2013, we had $2.46 billion in total consolidated indebtedness. In addition, we had $1.2 billion undrawn availability under our senior unsecured credit facility, as well as the ability to request additional term loans or revolving credit commitments under our credit facility not to exceed $350 million in aggregate. Our total consolidated debt could increase using this additional borrowing capacity. Subject to restrictions contained in our credit facility, we may incur additional indebtedness in the future, including indebtedness incurred to finance acquisitions.

Our level of indebtedness and the debt servicing costs associated with that indebtedness could have important effects on our operations and business strategy. For example, our indebtedness could:

- place us at a competitive disadvantage relative to our competitors, some of which have lower debt service obligations and greater financial resources;
- limit our ability to borrow additional funds;
- limit our ability to complete future acquisitions;
- limit our ability to pay dividends;
- limit our ability to make capital expenditures; and
- increase our vulnerability to general adverse economic and industry conditions.

Our ability to make scheduled principal payments of, to pay interest on, or to refinance our indebtedness and to satisfy our other debt obligations will depend upon our future operating performance, which may be affected by factors beyond our control. In addition, there can be no assurance that future borrowings or equity financing will be available to us on favorable terms for the payment or refinancing of our indebtedness. If we are unable to service our indebtedness, our business, financial condition and results of operations would be materially adversely affected.

Our credit facility contains covenants requiring us to achieve certain financial and operating results and maintain compliance with specified financial ratios. Our ability to meet the financial covenants or requirements in our credit facility may be affected by events beyond our control, and we may not be able to satisfy such covenants and requirements. A breach of these covenants or our inability to comply with the financial ratios, tests or other restrictions contained in our facility could result in an event of default under this facility. Upon the occurrence of an event of default under our credit facility, and the expiration of any grace periods, the lenders could elect to declare all amounts outstanding under the facility, together with accrued interest, to be immediately due and payable. If this were to occur, our assets may not be sufficient to fully repay the amounts due under this facility or our other indebtedness.

Unfavorable changes in foreign exchange rates may significantly harm our business.

Several of our operating companies have transactions and balances denominated in currencies other than the U.S. dollar. Most of these transactions and balances are denominated in euros, Canadian dollars, British pounds or Danish krone. Sales by our operating companies whose functional currency is not the U.S. dollar represented 24% of our total net sales for the year ended December 31, 2013 compared to 25% for the year ended December 31, 2012. Unfavorable changes in exchange rates between the U.S. dollar and those currencies could significantly reduce our reported sales and earnings.

We export a significant portion of our products. Difficulties associated with the export of our products could harm our business.

Sales to customers outside the U.S. by our businesses located in the U.S. account for a significant portion of our net sales. These sales accounted for 15% of our net sales for each of the years ended December 31, 2013 and December 31, 2012. We are subject to risks that could limit our ability to export our products or otherwise reduce the demand for these products in our foreign markets. Such risks include, without limitation, the following:

- unfavorable changes in or noncompliance with U.S. and other jurisdictions' export requirements;
- restrictions on the export of technology and related products;

- unfavorable changes in or noncompliance with U.S. and other jurisdictions' export policies to certain countries;
- unfavorable changes in the import policies of our foreign markets; and
- a general economic downturn in our foreign markets.

The occurrence of any of these events could reduce the foreign demand for our products or could limit our ability to export our products and, therefore, could have a material negative effect on our future sales and earnings.

Economic, political and other risks associated with our international operations could adversely affect our business.

As of and for the year ended December 31, 2013, 26% of our net sales and 21% of our long-lived assets, excluding goodwill and intangibles, were attributable to operations outside the U.S. We expect our international operations to contribute materially to our business for the foreseeable future. Our international operations are subject to varying degrees of risk inherent in doing business outside the U.S. including, without limitation, the following:

- adverse changes in a specific country's or region's political or economic conditions, particularly in emerging markets;
- trade protection measures and import or export requirements;
- subsidies or increased access to capital for firms that are currently, or may emerge as, competitors in countries in which we have operations;
- partial or total expropriation;
- potentially negative consequences from changes in tax laws;
- difficulty in staffing and managing widespread operations;
- differing labor regulations;
- differing protection of intellectual property; and
- unexpected changes in regulatory requirements.

The occurrence of any of these events could materially harm our business.

Our growth strategy includes acquisitions. We may not be able to identify suitable acquisition candidates, complete acquisitions or integrate acquisitions successfully.

Our future growth is likely to depend to some degree on our ability to acquire and successfully integrate new businesses. We intend to seek additional acquisition opportunities, both to expand into new markets and to enhance our position in existing markets. There are no assurances, however, that we will be able to successfully identify suitable candidates, negotiate appropriate terms, obtain financing on acceptable terms, complete proposed acquisitions, successfully integrate acquired businesses or expand into new markets. Once acquired, operations may not achieve anticipated levels of revenues or profitability.

Acquisitions involve risks, including difficulties in the integration of the operations, technologies, services and products of the acquired companies and the diversion of management's attention from other business concerns. Although our management will endeavor to evaluate the risks inherent in any particular transaction, there are no assurances that we will properly ascertain all such risks. In addition, prior acquisitions have resulted, and future acquisitions could result, in the incurrence of substantial additional indebtedness and other expenses. Future acquisitions may also result in potentially dilutive issuances of equity securities. Difficulties encountered with acquisitions may have a material adverse effect on our business, financial condition and results of operations.

Product liability, insurance risks and increased insurance costs could harm our operating results.

Our business exposes us to product liability risks in the design, manufacturing and distribution of our products. In addition, certain of our products are used in hazardous environments. We currently have product liability insurance; however, we may not be able to maintain our insurance at a reasonable cost or in sufficient amounts to protect us against losses. We also maintain other insurance policies, including directors' and officers' liability insurance. We believe we have adequately accrued estimated losses, principally related to deductible amounts under our insurance policies, with respect to all product liability and other claims, based upon our past experience and available facts. However, a successful product liability or other claim or series of claims brought against us could have a material adverse effect on our business, financial condition and results of operations. In addition, a significant increase in our insurance costs could have an adverse impact on our operating results.

Our operating results could be adversely affected by a reduction of business with our large customers.

In some of our businesses, we derive a significant amount of revenue from large customers. The loss or reduction of any significant contracts with any of these customers could materially reduce our revenue and cash flows. Additionally, many of our customers are government entities. In many situations, government entities can unilaterally terminate or modify our existing contracts without cause and without penalty to the government agency.

We face intense competition. If we do not compete effectively, our business may suffer.

We face intense competition from numerous competitors. Our products compete primarily on the basis of product quality, performance, innovation, technology, price, applications expertise, system and service flexibility and established customer service capabilities. We may not be able to compete effectively on all of these fronts or with all of our competitors. In addition, new competitors may emerge, and product lines may be threatened by new technologies or market trends that reduce the value of these product lines. To remain competitive, we must develop new products, respond to new technologies and enhance our existing products in a timely manner. We anticipate that we may have to adjust prices to stay competitive.

Changes in the supply of, or price for, raw materials, parts and components used in our products could affect our business.

The availability and prices of raw materials, parts and components are subject to curtailment or change due to, among other things, suppliers' allocations to

other purchasers, interruptions in production by suppliers, changes in exchange rates and prevailing price levels. Some high-performance components for digital imaging products may be in short supply and/or suppliers may have occasional difficulty manufacturing these components to meet our specifications. In addition, some of our products are provided by sole source suppliers. Any change in the supply of, or price for, these parts and components, as well as any increases in commodity prices, particularly copper, could affect our business, financial condition and results of operations.

Environmental compliance costs and liabilities could increase our expenses and adversely affect our financial condition.

Our operations and properties are subject to laws and regulations relating to environmental protection, including air emissions, water discharges, waste management and workplace safety. These laws and regulations can result in the imposition of substantial fines and sanctions for violations and could require the installation of pollution control equipment or operational changes to limit pollution emissions and/or decrease the likelihood of accidental hazardous substance releases. We must conform our operations and properties to these laws and adapt to regulatory requirements in the countries in which we operate as these requirements change.

We use and generate hazardous substances and wastes in our operations and, as a result, could be subject to potentially material liabilities relating to the investigation and clean-up of contaminated properties and to claims alleging personal injury. We have experienced, and expect to continue to experience, costs relating to compliance with environmental laws and regulations. In connection with our acquisitions, we may assume significant environmental liabilities, some of which we may not be aware of at the time of acquisition. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new clean-up requirements could require us to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on our business, financial condition and results of operations.

Some of the industries in which we operate are cyclical, and, accordingly, our business is subject to changes in the economy.

Some of the business areas in which we operate are subject to specific industry and general economic cycles. Certain businesses are subject to industry cycles, including but not limited to, the industrial and energy markets. Accordingly, a downturn in these or other markets in which we participate could materially adversely affect us. If demand changes and we fail to respond accordingly, our results of operations could be materially adversely affected. The business cycles of our different operations may occur contemporaneously. Consequently, the effect of an economic downturn may have a magnified negative effect on our business.

Our goodwill and intangible assets are valued at an amount that is high relative to our total assets, and a write-off of our intangible assets would negatively affect our results of operations and total capitalization.

Our total assets reflect substantial intangible assets, primarily goodwill. At December 31, 2013, goodwill totaled $4.55 billion compared to $4.21 billion of stockholders' equity, and represented 56% of our total assets of $8.18 billion. The goodwill results from our acquisitions, representing the excess of cost over the fair value of the net assets we have acquired. We assess at least annually whether there has been an impairment in the value of our goodwill and indefinite economic life intangible assets. If future operating performance at one or more of our business units were to fall significantly below current levels, if competing or alternative technologies emerge, if interest rates rise or if business valuations decline, we could incur a non-cash charge to operating earnings. Any determination requiring the write-off of a significant portion of goodwill or unamortized intangible assets would negatively affect our results of operations and total capitalization, the effect of which could be material.

We depend on our ability to develop new products, and any failure to develop or market new products could adversely affect our business.

The future success of our business will depend, in part, on our ability to design and manufacture new competitive products and to enhance existing products so that our products can be sold with high margins. This product development may require substantial internal investment. There can be no assurance that unforeseen problems will not occur with respect to the development, performance or market acceptance of new technologies or products or that we will otherwise be able to successfully develop and market new products. Failure of our products to gain market acceptance or our failure to successfully develop and market new products could reduce our margins, which would have an adverse effect on our business, financial condition and results of operations.

Our technology is important to our success and our failure to protect this technology could put us at a competitive disadvantage.

Many of our products rely on proprietary technology; therefore we believe that the development and protection of intellectual property rights through patents, copyrights, trade secrets, trademarks, confidentiality agreements and other contractual provisions are important to the future success of our business. Despite our efforts to protect proprietary rights, unauthorized parties or competitors may copy or otherwise obtain and use our products or technology. Actions to enforce these rights may result in substantial costs and diversion of resources and we make no assurances that any such actions will be successful.

We rely on information and technology for many of our business operations which could fail and cause disruption to our business operations.

Our business operations are dependent upon information technology networks and systems to securely transmit, process and store electronic information and to communicate among our locations around the world and with clients and vendors. A shutdown of, or inability to access, one or more of our facilities, a power outage or a failure of one or more of our information technology, telecommunications or other systems could significantly impair our ability to perform such functions on a timely basis. Computer viruses, cyberattacks, other external hazards and human error could result in the misappropriation of assets or sensitive information, corruption of data or operational disruption. If sustained or repeated, such a business interruption, system failure, service denial or data loss and damage could result in a deterioration of our ability to write and process business, provide customer service or perform other necessary business functions.

Any business disruptions due to political instability, armed hostilities, incidents of terrorism or natural disasters could adversely impact our financial performance.

If terrorist activity, armed conflict, political instability or natural disasters occur in the U.S. or other locations, such events may negatively impact our

operations, cause general economic conditions to deteriorate or cause demand for our products to decline. A prolonged economic slowdown or recession could reduce the demand for our products, and therefore, negatively affect our future sales and profits. Any of these events could have a significant impact on our business, financial condition or results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

Our corporate offices, consisting of 24,000 square feet of leased space, are located at 6901 Professional Parkway East, Sarasota, Florida. We have established 112 principal locations around the world to support our operations, of which 51 are manufacturing, assembly and testing facilities, and the remaining 61 locations provide sales, service and administrative support functions. We consider our facilities to be in good operating condition and adequate for their present use and believe we have sufficient capacity to meet our anticipated operating requirements.

The following table summarizes the size, location and usage of our principal properties as of December 31, 2013.

		Office	Office & Manufacturing	
Segment	Region	Leased	Leased	Owned
		(amounts in thousands of square feet)		
Industrial Technology				
	US	57	264	478
	Canada	36	-	-
	Europe	92	94	167
	Asia	23	-	-
	Mexico	-	60	-
Energy Systems & Controls				
	US	51	353	-
	Canada	-	56	-
	Europe	43	20	128
	Asia	14	61	33
Medical & Scientific Imaging				
	US	224	234	127
	Canada	-	108	-
	Europe	25	28	-
	Asia	27	-	-
RF Technology				
	US	622	94	-
	Canada	11	-	-
	Europe	9	7	16

ITEM 3. LEGAL PROCEEDINGS

Information pertaining to legal proceedings can be found in Note 12 to the Consolidated Financial Statements included in this Annual Report, and is incorporated by reference herein.

ITEM 4. MINE SAFETY DISCLOSURES

None

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock trades on the NYSE under the symbol "ROP". The table below sets forth the range of high and low sales prices for our common stock as reported by the NYSE as well as cash dividends declared during each of our 2013 and 2012 quarters.

		High	Low	Cash Dividends Declared
2013	**4th Quarter**	**$ 138.68**	**$ 123.57**	**$ 0.200**
	3rd Quarter	**135.01**	**123.15**	**0.165**
	2nd Quarter	**126.33**	**118.12**	**0.165**
	1st Quarter	**127.31**	**114.14**	**0.165**
2012	4th Quarter	$ 113.14	$ 106.31	$ 0.1650
	3rd Quarter	111.08	93.73	0.1375
	2nd Quarter	102.99	95.24	0.1375
	1st Quarter	100.71	88.02	0.1375

Based on information available to us and our transfer agent, we believe that as of February 14, 2014 there were 172 record holders of our common stock.

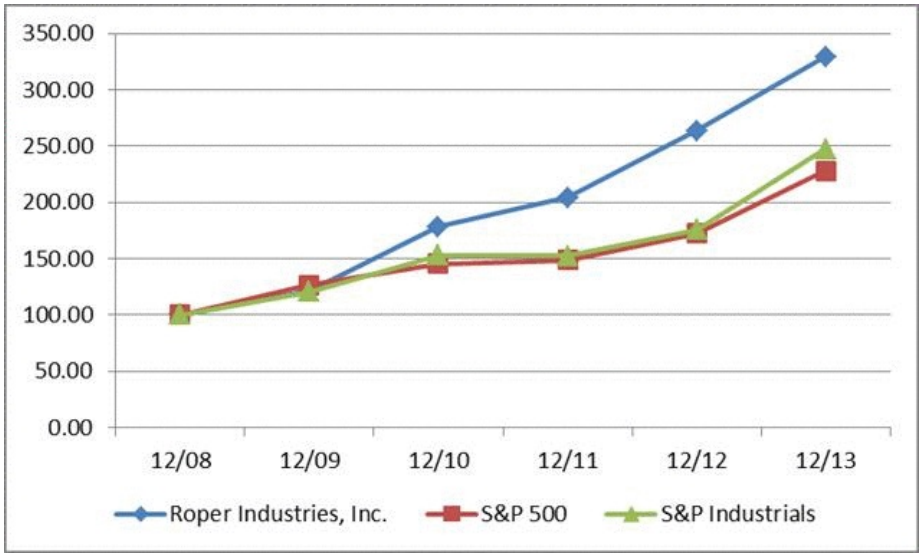
Dividends – We have declared a cash dividend in each quarter since our February 1992 initial public offering and we have annually increased our dividend rate since our initial public offering. In December 2013, our Board of Directors increased the quarterly dividend paid January 24, 2014 to $0.20 per share from $0.165 per share, an increase of 21%. The timing, declaration and payment of future dividends will be at the sole discretion of our Board of Directors and will depend upon our profitability, financial condition, capital needs, future prospects and other factors deemed relevant by our Board of Directors.

Recent Sales of Unregistered Securities - In 2013, there were no sales of unregistered securities.

Performance Graph - This performance graph shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph compares, for the five year period ended December 31, 2013, the cumulative total stockholder return for our common stock, the Standard and Poor's 500 Stock Index (the "S&P 500") and the Standard and Poor's 500 Industrials Index (the "S&P 500 Industrials"). Measurement points are the last trading day of each of our fiscal years ended December 31, 2008, 2009, 2010, 2011, 2012 and 2013. The graph assumes that $100 was invested on December 31, 2008 in our common stock, the S&P 500 and the S&P 500 Industrials and assumes reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

	12/31/08	12/31/09	12/31/10	12/31/11	12/31/12	12/31/13
Roper Industries, Inc.	100.00	121.54	178.54	204.06	263.76	329.40
S&P 500	100.00	126.46	145.51	148.59	172.37	228.19
S&P 500 Industrials	100.00	120.93	153.26	152.35	175.73	247.22



The information set forth in Item 12 under the heading "Securities Authorized for Issuance under Equity Compensation Plans" is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA

You should read the table below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our Consolidated Financial Statements and related notes included in this Annual Report (amounts in thousands, except per share data).

	As of and for the Years ended December 31,				
	2013(1)	2012(2)	2011(3)	2010(4)	2009(5)
Operations data:					
Net sales	$ **3,238,128**	$ 2,993,489	$ 2,797,089	$ 2,386,112	$ 2,049,668
Gross profit	**1,882,928**	1,671,717	1,515,564	1,275,126	1,043,138
Income from operations	**842,361**	757,587	660,539	514,294	395,396
Net earnings	**538,293**	483,360	427,247	322,580	239,481
Per share data:					
Basic earnings per share	$ **5.43**	$ 4.95	$ 4.45	$ 3.42	$ 2.64
Diluted earnings per share	**5.37**	4.86	4.34	3.34	2.58
Dividends declared	**0.6950**	0.5775	0.4675	0.3950	0.3425
Balance sheet data:					
Working capital (6)	$ **730,246**	$ 159,332	$ 561,277	$ 458,446	$ 392,734
Total assets	**8,184,981**	7,071,104	5,319,417	5,069,524	4,327,736
Long-term debt, less current portion	**2,453,836**	1,503,107	1,015,110	1,247,703	1,040,962
Stockholders' equity	**4,213,050**	3,687,726	3,195,096	2,750,907	2,421,490

(1) Includes results from the acquisitions of Managed Health Care Associates, Inc. from May 1, 2013 and Advanced Sensors, Ltd. from October 4, 2013.
(2) Includes results from the acquisition of Sunquest Information Systems, Inc. from August 22, 2012.
(3) Includes results from the acquisitions of NDI Holding Corp. from June 3, 2011, United Controls Group, Inc. from September 26, 2011 and Trinity Integrated Systems Ltd. from December 1, 2011.
(4) Includes results from the acquisitions of Heartscape, Inc. from February 22, 2010 and iTradeNetwork, Inc. from July 27, 2010.
(5) Includes results from the acquisitions of United Toll Systems, LLC from October 30, 2009 and Verathon, Inc. from December 3, 2009.
(6) At December 31, 2012, there were $500 million of senior notes outstanding that matured on August 15, 2013, thus requiring a classification as short-term debt, included in working capital.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with "Selected Financial Data" and our Consolidated Financial Statements and related notes included in this Annual Report.

Overview

We are a diversified growth company that designs, manufactures and distributes medical and scientific imaging products and software, radio frequency ("RF") products, services and application software, industrial technology products and energy systems and controls products and solutions. We market these products and services to a broad range of markets including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in earnings and cash flow by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses. Our acquisitions have represented both bolt-ons and new strategic platforms.

On May 1, 2013, we purchased the shares of Managed Health Care Associates, Inc. ("MHA"), a leading provider of services and technologies to support the diverse and complex needs of alternate site health care providers who deliver services outside of an acute care hospital setting. The acquisition of MHA complements and expands our medical software and services platform. On October 4, 2013, we acquired the shares of Advanced Sensors, Ltd. ("Advanced Sensors"), which manufactures oil-in-water analyzers for the oil and gas industries.

Application of Critical Accounting Policies

Our Consolidated Financial Statements are prepared in conformity with generally accepted accounting principles in the United States ("GAAP"). A discussion of our significant accounting policies can also be found in the notes to our Consolidated Financial Statements for the year ended December 31, 2013 included in this Annual Report.

GAAP offers acceptable alternative methods for accounting for certain issues affecting our financial results, such as determining inventory cost, depreciating long-lived assets and recognizing revenue. We have not changed the application of acceptable accounting methods or the significant estimates affecting the application of these principles in the last three years in a manner that had a material effect on our financial statements.

The preparation of financial statements in accordance with GAAP requires the use of estimates, assumptions, judgments and interpretations that can affect the reported amounts of assets, liabilities, revenues and expenses, the disclosure of contingent assets and liabilities and other supplemental disclosures.

The development of accounting estimates is the responsibility of our management. Our management discusses those areas that require significant judgments with the audit committee of our Board of Directors. The audit committee has reviewed all financial disclosures in our annual filings with the SEC. Although we believe the positions we have taken with regard to uncertainties are reasonable, others might reach different conclusions and our positions can change over time as more information becomes available. If an accounting estimate changes, its effects are accounted for prospectively or through a cumulative catch up adjustment.

Our most significant accounting uncertainties are encountered in the areas of accounts receivable collectibility, inventory valuation, future warranty obligations, revenue recognition (percentage-of-completion), income taxes and goodwill and indefinite-lived asset analyses. These issues affect each of our business segments and are evaluated using a combination of historical experience, current conditions and relatively short-term forecasting.

Accounts receivable collectibility is based on the economic circumstances of customers and credits given to customers after shipment of products, including in certain cases credits for returned products. Accounts receivable are regularly reviewed to determine customers who have not paid within agreed upon terms, whether these amounts are consistent with past experiences, what historical experience has been with amounts deemed uncollectible and the impact that economic conditions might have on collection efforts in general and with specific customers. The returns and other sales credit allowance is an estimate of customer returns, exchanges, discounts or other forms of anticipated concessions and is treated as a reduction in revenue. The returns and other sales credits histories are analyzed to determine likely future rates for such credits. At December 31, 2013, our allowance for doubtful accounts receivable was $11.4 million and our allowance for sales returns and sales credits was $3.6 million, for a total of $15.0 million, or 2.8% of total gross accounts receivable. This percentage is influenced by the risk profile of the underlying receivables, and the timing of write-offs of accounts deemed uncollectible. The total allowance at December 31, 2013 was $1.0 million lower than at December 31, 2012. The allowance will continue to fluctuate as a percentage of sales based on specific identification of allowances needed due to changes in our business, the write-off of uncollectible receivables, and the addition of reserve balances at acquired businesses.

We regularly compare inventory quantities on hand against anticipated future usage, which we determine as a function of historical usage or forecasts related to specific items in order to evaluate obsolescence and excessive quantities. When we use historical usage, this information is also qualitatively compared to business trends to evaluate the reasonableness of using historical information as an estimate of future usage. At December 31, 2013, inventory reserves for excess and obsolete inventory were $43.5 million, or 17.5% of gross inventory cost, as compared to $42.0 million, or 18.0% of gross inventory cost, at December 31, 2012. The inventory reserve as a percent of gross inventory cost will continue to fluctuate based upon specific identification of reserves needed based upon changes in our business as well as the physical disposal of obsolete inventory.

Most of our sales are covered by warranty provisions that generally provide for the repair or replacement of qualifying defective items for a specified period after the time of sale, typically 12 months. Future warranty obligations are evaluated using, among other factors, historical cost experience, product evolution and customer feedback. Our expense for warranty obligations was less than 1% of net sales for each of the years ended December 31, 2013, 2012, and 2011.

Revenues related to the use of the percentage-of-completion method of accounting are dependent on total costs incurred compared with total estimated costs for a project. During the year ended December 31, 2013, we recognized revenue of $205.0 million using this method, primarily for major turn-key, longer term toll and traffic and energy projects and installations of large software application products. We recognized $145.5 million and $151.5 million of revenue using this method during the years ended December 31, 2012 and December 31, 2011, respectively. At December 31, 2013, $222.1 million of revenue related to unfinished percentage-of-completion contracts had yet to be recognized. Contracts accounted for under this method are generally not significantly different in profitability from revenues accounted for under other methods.

Income taxes can be affected by estimates of whether and within which jurisdictions future earnings will occur and if, how and when cash is repatriated to the U.S., combined with other aspects of an overall income tax strategy. Additionally, taxing jurisdictions could retroactively disagree with our tax treatment of certain items, and some historical transactions have income tax effects going forward. Accounting rules require these future effects to be evaluated using current laws, rules and regulations, each of which can change at any time and in an unpredictable manner. During 2013, our effective income tax rate was 28.6%, which was slightly lower than the 2012 rate of 29.6% due in part to the enactment of the American Taxpayer Relief Act of 2012 ("ATRA") on January 2, 2013 which retroactively reinstated and extended certain tax provisions to January 1, 2012. As a result, our income tax provision for the first quarter of 2013 included discrete tax benefits totaling $6 million. We expect the effective tax rate to increase in 2014 due to a continued increase in revenues and resulting pretax income in higher tax jurisdictions as well as the non-recurrence of the $6 million tax benefit taken in 2013.

We account for goodwill in a purchase business combination as the excess of the cost over the estimated fair value of net assets acquired. Goodwill, which is not amortized, is tested for impairment on an annual basis (or an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value) using a two-step process. The first step utilizes both an income approach (discounted cash flows) and a market approach consisting of a comparable company earnings multiples methodology to estimate the fair value of a reporting unit. To determine the reasonableness of the estimated fair values, we review the assumptions to ensure that neither the income approach nor the market approach provides significantly different valuations. If the estimated fair value exceeds the carrying value, no further work is required and no impairment loss is recognized. If the carrying value exceeds the estimated fair value, the goodwill of the reporting unit is potentially impaired and then the second step would be completed to measure the impairment loss by calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets (including

unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss would be recognized.

Key assumptions used in the income and market approaches are updated when the analysis is performed for each reporting unit. Various assumptions are utilized including forecasted operating results, strategic plans, economic projections, anticipated future cash flows, the weighted-average cost of capital, comparable transactions, market data and earnings multiples. While we use reasonable and timely information to prepare our cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly and could result in future non-cash impairment charges related to recorded goodwill balances.

We have 28 reporting units with individual goodwill amounts ranging from zero to $988 million. We concluded that the fair value of each of our reporting units was in excess of its carrying value, with no impairment indicated as of December 31, 2013. However, the fair value of one of our reporting units in the RF Technology segment was less than 5% above its carrying value at December 31, 2013 using the discounted cash flow methodology. The decrease from the prior year's results was due to lower growth assumptions in the current year's testing. The weighted average cost of capital utilized in 2013 was consistent with the prior year's testing. We believe the market value of this unit to be significantly in excess of its carrying value based upon observed market data. Negative industry or economic trends, disruptions to our business, actual results significantly below projections, unexpected significant changes or planned changes in the use of the assets, divestitures and market capitalization declines may have a negative effect on the fair value of our reporting units.

Business combinations can also result in other intangible assets being recognized. Amortization of intangible assets, if applicable, occurs over their estimated useful lives. Trade names that are determined to have an indefinite useful economic life are not amortized, but separately tested for impairment during the fourth quarter of the fiscal year or on an interim basis if an event occurs that indicates the fair value is more likely than not below the carrying value. We conduct these reviews for all of our reporting units using the relief-from-royalty method, which we believe to be an acceptable methodology due to its common use by valuations specialists in determining the fair value of intangible assets. This methodology assumes that, in lieu of ownership, a third party would be willing to pay a royalty in order to exploit the related benefits of these assets. The fair value of each trade name is determined by applying a royalty rate to a projection of net sales discounted using a risk adjusted rate of capital. Each royalty rate is determined based on the profitability of the reporting unit to which it relates and observed market royalty rates. Sales growth rates are determined after considering current and future economic conditions, recent sales trends, discussions with customers, planned timing of new product launches or other variables. Reporting units resulting from recent acquisitions generally represent the highest risk of impairment, which typically decreases as the businesses are integrated into our enterprise and positioned for improved future sales growth.

The assessment of fair value for impairment purposes requires significant judgments to be made by management. Although our forecasts are based on assumptions that are considered reasonable by management and consistent with the plans and estimates management is using to operate the underlying businesses, there is significant judgment in determining the expected results attributable to the reporting units. Changes in estimates or the application of alternative assumptions could produce significantly different results. No impairment resulted from the annual reviews performed in 2013; however, the fair value of the trade names of one of our reporting units in the RF Technology segment could have fallen below the carrying value at December 31, 2013, had the assumed sales growth been less than that used in the assessment. We do not believe that impairment is probable; however, it is possible that the trade name could become impaired in the future, at which point we would be required to record a non-cash impairment charge to reduce the carrying level of the trade name at the reporting unit.

We evaluate whether there has been an impairment of identifiable intangible assets with definite useful economic lives, or of the remaining life of such assets, when certain indicators of impairment are present. In the event that facts and circumstances indicate that the cost or remaining period of amortization of any asset may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future gross, undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to fair value or a revision in the remaining amortization period is required.

Results of Operations

The following table sets forth selected information for the years indicated. Dollar amounts are in thousands and percentages are of net sales. Amounts may not foot due to rounding.

	Years ended December 31,		
	2013	2012	2011
Net sales			
Industrial Technology	**$ 779,564**	$ 795,240	$ 737,356
Energy Systems and Controls[1]	**651,920**	646,116	597,802
Medical and Scientific Imaging[2]	**902,281**	703,835	610,617
RF Technology	**904,363**	848,298	851,314
Total	**$ 3,238,128**	$ 2,993,489	$ 2,797,089
Gross profit:			
Industrial Technology	**51.1%**	51.6%	49.8%
Energy Systems and Controls	**57.4**	56.3	55.5
Medical and Scientific Imaging	**69.3**	64.4	63.3
RF Technology	**53.7**	52.4	50.6
Total	**58.1**	55.8	54.2
Operating profit:			
Industrial Technology	**28.6%**	30.8%	28.2%
Energy Systems and Controls	**28.2**	27.8	26.4
Medical and Scientific Imaging	**29.7**	26.6	24.3
RF Technology	**28.0**	26.3	23.8
Total	**28.7**	27.9	25.6
Corporate administrative expenses	**(2.7)%**	(2.6)%	(2.0)%
Income from continuing operations	**26.0**	25.3	23.6
Interest expense, net	**(2.7)**	(2.3)	(2.3)
Other income/(expense)	**-**	(0.1)	0.3
Income from continuing operations before taxes	**23.3**	22.9	21.6
Income taxes	**(6.7)**	(6.8)	(6.4)
Net earnings	**16.6%**	16.1%	15.3%

(1) Includes results from the acquisition of United Controls Group, Inc. from September 26, 2011 and Advanced Sensors from October 4, 2013.

(2) Includes results from the acquisitions of NDI Holding Corp. from June 3, 2011, Sunquest Information Systems, Inc. from August 22, 2012 and MHA from May 1, 2013.

Year Ended December 31, 2013 Compared to Year Ended December 31, 2012

Net sales for the year ended December 31, 2013 were $3.24 billion as compared to sales of $2.99 billion for the year ended December 31, 2012, an increase of 8%. The increase was the result of contributions from acquisitions of 7% and organic sales growth of 1%.

Our Medical and Scientific Imaging segment reported a $198 million or 28% increase in net sales for the year ended December 31, 2013 over the year ended December 31, 2012. Acquisitions added $208 million in sales, while organic sales decreased 1% due to a $20 million decrease in camera sales which was offset in part by increased sales in our medical businesses of $15 million. Gross margin increased to 69.3% in the year ended December 31, 2013 from 64.4% in the year ended December 31, 2012, due primarily to additional sales from medical products which have a higher gross margin. Selling, general and administrative ("SG&A") expenses as a percentage of net sales increased to 39.5% in the year ended December 31, 2013 as compared to 37.8% in the year ended December 31, 2012 due to higher SG&A expense structures at our medical businesses as well as SG&A expenses at MHA in which the corresponding revenues were not recognizable under GAAP (See Note 2 of the notes to Consolidated Financial Statements included in this Annual Report). Operating margin was 29.7% in the year ended December 31, 2013 as compared to 26.6% in the year ended December 31, 2012.

In our RF Technology segment, net sales for the year ended December 31, 2013 increased by $56 million or 7% over the year ended December 31, 2012. The increase was due primarily to growth in our toll and traffic, university card systems and security solutions businesses. Gross margin was 53.7% in 2013 as compared to 52.4% in the prior year due to operating leverage on higher sales volume. SG&A expenses as a percentage of sales in the year ended December 31, 2013 were 25.6%, a decrease from 26.1% in the prior year due to operating leverage on higher sales volume. Operating profit margin was 28.0% in 2013 as compared to 26.3% in 2012.

Net sales for our Industrial Technology segment decreased by $16 million or 2% for the year ended December 31, 2013 over the year ended December 31, 2012. The decrease was due primarily to the loss of a customer at our water metering business and lower sales at our materials testing business. Gross margin was 51.1% for the year ended December 31, 2013 as compared to 51.6% in the year ended December 31, 2012 due to negative operating leverage on lower sales volume as well as the inclusion in 2012 of a one-time $5.5 million reduction to cost of goods sold at one of our businesses. SG&A expenses as a

percentage of net sales were 22.5%, as compared to 20.8% in the prior year, due primarily to a $9.1 million pretax charge for warranty expense at one of our subsidiaries, Hansen Technologies, to provide its customers with replacements for refrigeration valves that included a vendor-supplied component that did not meet Roper quality standards. The resulting operating profit margin was 28.6% in the year ended December 31, 2013 as compared to 30.8% in the year ended December 31, 2012.

In our Energy Systems and Controls segment, net sales for the year ended December 31, 2013 increased by $6 million or 1% over the year ended December 31, 2012, due primarily to acquisitions. Organic sales were impacted by lower sales of non-destructive testing systems for nuclear plants and pressure sensors for industrial applications, offset by increased demand for control systems for oil and gas applications. Gross margin was 57.4% in the year ended December 31, 2013, compared to 56.3% in the year ended December 31, 2012, due to product mix. SG&A expenses as a percentage of net sales were 29.2% as compared to 28.4% in the prior year due to product mix. Operating profit margin was 28.2% in the year ended December 31, 2013 as compared to 27.8% in the year ended December 31, 2012.

Corporate expenses increased by $8.6 million to $86.1 million, or 2.7% of sales, in 2013 as compared to $77.5 million, or 2.6% of sales, in 2012. The increase was due to higher equity compensation (primarily as a result of higher stock prices), offset in part by a decrease in acquisition-related expenses.

Interest expense increased $20.5 million, or 30.4%, for the year ended December 31, 2013 compared to the year ended December 31, 2012. The increase is due primarily to higher average debt balances offset in part by lower average interest rates throughout 2013.

Other expense of $0.2 million for the year ended December 31, 2013 was composed of foreign exchange losses at our non-U.S. based companies, offset in part by proceeds from a legal settlement. Other expense for the year ended December 31, 2012 was $2.3 million, primarily due to foreign exchange losses at our non-U.S. based companies.

During 2013, our effective income tax rate was 28.6% versus 29.6% in 2012. The reduction was due to $6 million in discrete tax benefits related to the enactment of the American Taxpayer Relief Act of 2012 ("ATRA"), as well as a $6 million benefit from the correction of an out of period adjustment of tax balances which were immaterial to any covered period, offset in part by increased revenues and resulting pretax income in higher tax jurisdictions, primarily the United States. We expect the effective tax rate to increase in 2014 due to a continued increase in revenues and resulting pretax income in higher tax jurisdictions as well as the non-recurrence of the $6 million tax benefit taken in 2013.

At December 31, 2013, the functional currencies of most of our European subsidiaries were stronger and our Canadian and United Kingdom subsidiaries were weaker against the U.S. dollar compared to currency exchange rates at December 31, 2012. The net result of these changes led to a pre-tax decrease in the foreign exchange component of comprehensive earnings of $17.9 million in the year ended December 31, 2013. Approximately $9.5 million of this amount related to goodwill and is not expected to directly affect our projected future cash flows. For the entire year of 2013, operating profit decreased by less than 1% due to fluctuations in non-U.S. currencies.

The following table summarizes our net order information for the years ended December 31, 2013 and 2012 (dollar amounts in thousands).

	2013	2012	change
Industrial Technology	$ 772,337	$ 783,362	(1.4)%
Energy Systems and Controls	673,569	634,051	6.2
Medical and Scientific Imaging	958,830	703,034	36.4
RF Technology	943,757	871,225	8.3
Total	$ 3,348,493	$ 2,991,672	11.9%

The increase in orders was due to internal growth of 4%, as well as orders from acquisitions which added 8%. Our Energy Systems and Controls and RF Technology segments experienced strong internal growth throughout 2013. Our Medical and Scientific Imaging segment experienced internal growth of 3%, as well as orders from recent acquisitions.

The following table summarizes order backlog information at December 31, 2013 and 2012 (dollar amounts in thousands). We include in backlog only orders that are expected to be recognized as revenue within twelve months.

	2013	2012	change
Industrial Technology	$ 121,943	$ 131,621	(7.4)%
Energy Systems and Controls	131,799	109,885	19.9
Medical and Scientific Imaging	290,435	234,526	23.8
RF Technology	510,553	471,185	8.4
Total	$ 1,054,730	$ 947,217	11.4%

Year Ended December 31, 2012 Compared to Year Ended December 31, 2011

Net sales for the year ended December 31, 2012 were $2.99 billion as compared to sales of $2.80 billion for the year ended December 31, 2011, an increase of 7%. The increase was the result of organic sales growth of 4%, contributions from acquisitions of 4% and an unfavorable effect from foreign exchange of 1%.

Our Medical and Scientific Imaging segment reported a $93 million or 15% increase in net sales for the year ended December 31, 2012 over the year ended December 31, 2011. Acquisitions added $94 million in sales, while organic sales increased 1% due to increased sales in our medical and electron microscopy businesses, offset by declines in sales of scientific imaging products. The impact from foreign exchange was a negative 1%. Gross margin increased to 64.4%

in the year ended December 31, 2012 from 63.3% in the year ended December 31, 2011, due primarily to additional sales from medical products which have a higher gross margin. Selling, general and administrative expenses ("SG&A") as a percentage of net sales decreased to 37.8% in the year ended December 31, 2012 as compared to 39.0% in the year ended December 31, 2011 due to investments in new products in the medical businesses in 2011 that did not recur in 2012. Operating margin was 26.6% in the year ended December 31, 2012 as compared to 24.3% in the year ended December 31, 2011.

In our Energy Systems and Controls segment, net sales for the year ended December 31, 2012 increased by $48 million or 8% over the year ended December 31, 2011. Organic sales increased 7% while acquisitions added $19 million, or 3%. The increase in organic sales was primarily due to increased demand in industrial process and nuclear plant inspection end markets. The impact from foreign exchange was a negative 2%. Gross margin was 56.3% in the year ended December 31, 2012, compared to 55.5% in the year ended December 31, 2011, due to operating leverage from higher sales volume. SG&A expenses as a percentage of net sales were 28.4% as compared to 29.1% in the prior year due to operating leverage from higher sales volume. Operating margin was 27.8% in the year ended December 31, 2012 as compared to 26.4% in the year ended December 31, 2011.

Net sales for our Industrial Technology segment increased by $58 million or 8% for the year ended December 31, 2012 over the year ended December 31, 2011. The increase was due to broad-based growth in nearly all businesses in the segment, with particular strength in our materials testing business and fluid handling businesses, offset in part by a negative 2% impact from foreign exchange. Gross margin was 51.6% for the year ended December 31, 2012 as compared to 49.8% in the year ended December 31, 2011 due to operating leverage on higher sales volume as well as a $5.5 million one-time reduction to cost of goods sold at one of our businesses. This reduction is due to the cumulative effect of an accounting system error which caused the cost of goods sold to be overstated for several years by quarterly and annually immaterial amounts. SG&A expenses as a percentage of net sales were 20.8%, as compared to 21.5% in the prior year, due primarily to operating leverage on higher sales volume. The resulting operating profit margin was 30.8% in the year ended December 31, 2012 as compared to 28.2% in the year ended December 31, 2011.

In our RF Technology segment, net sales for the year ended December 31, 2012 decreased by $3 million over the year ended December 31, 2011. Organic sales were flat as growth in toll and traffic systems was offset by a large installation project in gas network monitoring during 2011 that has since been completed. Gross margin was 52.4% in 2012 as compared to 50.6% in the prior year due to product mix. SG&A expenses as a percentage of sales in the year ended December 31, 2012 were 26.1%, a decrease from 26.8% in the prior year due to lower spending, particularly in selling expense related to toll projects. Operating profit margin was 26.3% in 2012 as compared to 23.8% in 2011.

Corporate expenses increased by $20.6 million to $77.5 million, or 2.6% of sales, in 2012 as compared to $56.9 million, or 2.0% of sales, in 2011. The increase was due to $6.5 million of acquisition expense related to the Sunquest acquisition, higher equity compensation (as a result of higher stock prices) and other compensation related costs.

Interest expense increased $3.9 million, or 6.1%, for the year ended December 31, 2012 compared to the year ended December 31, 2011. The increase is due primarily to higher average debt balances offset in part by lower average interest rates throughout 2012.

Other expense for the year ended December 31, 2012 was $2.3 million, primarily due to foreign exchange losses at our non-U.S. based companies. Other income for the year ended December 31, 2011 was $8.1 million, which was primarily due to a currency remeasurement gain on an intercompany note.

During 2012, our effective income tax rate was 29.6% versus 29.4% in 2011. This increase was due to a decrease in R&D credits.

At December 31, 2012, the functional currencies of our Canadian and most of our European subsidiaries were stronger against the U.S. dollar compared to currency exchange rates at December 31, 2011. The net result of these changes led to a pre-tax increase in the foreign exchange component of comprehensive earnings of $24.5 million in the year ended December 31, 2012. Approximately $12.7 million of this amount related to goodwill and is not expected to directly affect our projected future cash flows. For the entire year of 2012, operating profit decreased by 1.3% due to fluctuations in non-U.S. currencies.

The following table summarizes our net order information for the years ended December 31, 2012 and 2011 (dollar amounts in thousands).

	2012	2011	change
Industrial Technology	$ 783,362	$ 767,020	2.1%
Energy Systems and Controls	634,051	608,538	4.2
Medical and Scientific Imaging	703,034	612,787	14.7
RF Technology	871,225	834,903	4.4
Total	$ 2,991,672	$ 2,823,248	6.0%

The increase in orders was due to internal growth of 2%, as well as orders from acquisitions which added $124 million. Our Industrial Technology, Energy Systems and Controls and RF Technology segments experienced strong internal growth throughout 2012. Our Medical and Scientific Imaging segment experienced negative internal growth, offset by bookings from recent acquisitions.

The following table summarizes order backlog information at December 31, 2012 and 2011 (dollar amounts in thousands). We include in backlog only orders that are expected to be recognized as revenue within twelve months.

	2012	2011	change
Industrial Technology	$ 131,621	$ 141,836	(7.2)%
Energy Systems and Controls	109,885	120,497	(8.8)
Medical and Scientific Imaging	234,526	118,609	97.7
RF Technology	471,185	447,355	5.3
Total	$ 947,217	$ 828,297	14.4%

Financial Condition, Liquidity and Capital Resources

Selected cash flows for the years ended December 31, 2013, 2012, and 2011 are as follows (in millions):

	2013	2012	2011
Cash provided by/(used in):			
Operating activities	$ 802.6	$ 677.9	$ 601.6
Investing activities	(1,115.9)	(1,505.6)	(275.7)
Financing activities	403.6	853.9	(256.7)

Operating activities - The increase in cash provided by operating activities in 2013 was primarily due to increased earnings net of intangible amortization related to acquisitions and improved receivables collection.

Investing activities - Cash used in investing activities during 2013, 2012, and 2011 was primarily for business acquisitions.

Financing activities - Cash used in financing activities in all periods presented was primarily debt repayments as well as dividends paid to stockholders. Cash provided by financing activities during all periods presented was primarily debt borrowings for acquisitions partially offset by debt payments made using cash from operations.

Net working capital (current assets, excluding cash, less total current liabilities, excluding debt) was $282 million at December 31, 2013 compared to $308 million at December 31, 2012. We acquired net working capital of $12 million through business acquisitions during 2013.

Total debt was $2.5 billion at December 31, 2013 (36.9% of total capital) compared to $2.0 billion at December 31, 2012 (35.4% of total capital). Our increased debt at December 31, 2013 compared to December 31, 2012 was due to debt borrowings for acquisitions, partially offset by debt payments made using cash from operations.

At December 31, 2013, we had $250 million of outstanding borrowings under our $1.5 billion revolving credit facility, $400 million of senior notes due 2017, $800 million of senior notes due 2018, $500 million of senior notes due 2019, $500 million of senior notes due 2022 and $8 million of senior subordinated convertible notes due 2034. In addition, we had $6.5 million of other debt in the form of capital leases and several smaller facilities that allow for borrowings or the issuance of letters of credit in foreign locations to support our non-U.S. businesses. We had $41.0 million of outstanding letters of credit at December 31, 2013, of which $36.0 million was covered by our lending group, thereby reducing our remaining revolving credit capacity commensurately.

On June 6, 2013, we completed a public offering of $800 million aggregate principal amount of 2.050% senior unsecured notes due October 1, 2018. The notes were issued at 99.791% of their principal amount. The terms of the notes are described below under the heading "Description of Certain Indebtedness-Senior Notes due 2018." The net proceeds were used to pay a portion of the outstanding revolver balance under our revolving credit facility.

On August 15, 2013, our $500 million of senior notes due 2013 matured, and were repaid using borrowings from our revolving credit facility.

Cash and short-term investments at our foreign subsidiaries at December 31, 2013 totaled $386 million. Repatriation of these funds under current regulatory and tax law for use in domestic operations would expose us to additional taxes. We consider this cash to be permanently reinvested. We expect existing cash and cash equivalents, cash generated by our U.S. operations, our unsecured credit facility, as well as our expected ability to access the capital markets, will be sufficient to fund operating requirements in the U.S. for the foreseeable future.

We were in compliance with all debt covenants related to our credit facilities throughout the year ended December 31, 2013.

Capital expenditures of $42.5 million, $38.4 million and $40.7 million were incurred during 2013, 2012, and 2011, respectively. In the future, we expect capital expenditures as a percentage of sales to be between 1.0% and 1.5% of annual net sales.

Description of Certain Indebtedness

Senior Unsecured Credit Facility **-** On July 27, 2012, we entered into a new unsecured credit facility (the "2012 Facility"), composed of a five-year $1.5 billion revolving credit facility, with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders. We may also, subject to compliance with specified conditions, request term loans or additional revolving credit commitments in an aggregate amount not to exceed $350 million. The 2012 Facility replaced our previous unsecured credit facility dated as of July 7, 2008 (the "2008 Facility"). Due to the early termination of the 2008 Facility, we recorded a $1.0 million non-cash debt extinguishment charge, reported as other expense, in the third quarter of 2012 reflecting the unamortized fees associated with the 2008 Facility. At December 31, 2013, there were $250 million of outstanding borrowings under the 2012 Facility.

The 2012 Facility contains various affirmative and negative covenants which, among other things, limit our ability to incur new debt, prepay subordinated debt, make certain investments and acquisitions, sell assets and grant liens, make restricted payments (including the payment of dividends on our common stock) and capital expenditures, or change our line of business. We also are subject to financial covenants which require us to limit our consolidated total leverage ratio and to maintain a consolidated interest coverage ratio. The most restrictive covenant is the consolidated total leverage ratio which is limited to 3.5.

Senior Notes **–** Our senior notes are unsecured senior obligations of the Company and rank senior in right of payment with all of our existing and future subordinated indebtedness and rank equally in right of payment with all of our existing and future unsecured senior indebtedness. The notes are effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of our subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

Senior Notes due 2018 – On June 6, 2013, we completed a public offering of $800 million aggregate principal amount of 2.050% senior unsecured notes due October 1, 2018. The notes were issued at 99.791% of their principal amount. Net proceeds of $793.5 million were used to pay off a portion of the outstanding revolver balance under the 2012 Facility.

The notes bear interest at a fixed rate of 2.050% per year, payable semi-annually in arrears on April 1 and October 1 of each year, beginning October 1, 2013.

We may redeem some of all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

Senior Notes due 2017 - In November 2012, we completed a public offering of $400 million aggregate principal amount of 1.850% senior unsecured notes due November 2017. Net proceeds of $397.2 million were used to pay off a portion of the outstanding revolver balance under the 2012 Facility.

The notes bear interest at a fixed rate of 1.850% per year, payable semi-annually in arrears on May 15 and November 15 of each year, beginning May 15, 2013.

We may redeem some of all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

Senior Notes due 2022 - In November 2012, we completed a public offering of $500 million aggregate principal amount of 3.125% senior unsecured notes due November 2022. Net proceeds of $496.4 million were used to pay off a portion of the outstanding revolver balance under the 2012 Facility.

The notes bear interest at a fixed rate of 3.125% per year, payable semi-annually in arrears on May 15 and November 15 of each year, beginning May 15, 2013.

We may redeem some of all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

Senior Notes due 2019 - In September 2009, we completed a public offering of $500 million aggregate principal amount of 6.25% senior unsecured notes due September 2019. Net proceeds of $496 million were used to pay off our $350 million term loan originally due July 2010 and the outstanding revolver balance under the 2008 Facility.

The notes bear interest at a fixed rate of 6.25% per year, payable semi-annually in arrears on March 1 and September 1 of each year, beginning March 1, 2010.

We may redeem some of all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

Senior Notes due 2013 - On August 15, 2013, our $500 million of senior notes due 2013 matured, and were repaid using revolver borrowings from the 2012 Facility.

On August 15, 2013 an aggregate notional amount of $500 million in interest rate swaps we had entered into during 2009 expired. The swaps had been designated as fair value hedges which had effectively changed our $500 million senior notes due 2013 to a variable-rate obligation at a weighted average spread of 4.377% plus the 3 month London Interbank Offered Rate ("LIBOR").

Senior Subordinated Convertible Notes - In December 2003, we issued $230 million of senior subordinated convertible notes at an original issue discount of 60.498%, resulting in an effective yield of 3.75% per year to maturity. Interest on the notes was payable semi-annually, beginning July 15, 2004, until January 15, 2009, after which cash interest is not paid on the notes prior to maturity unless contingent cash interest becomes payable. As of January 15, 2009, interest is recognized at the effective rate of 3.75% and represents accrual of original issue discount, excluding any contingent cash interest that may become payable. We will pay contingent cash interest to the holders of the notes during any six month period commencing after January 15, 2009 if the average trading price of a note for a five trading day measurement period preceding the applicable six month period equals 120% or more of the sum of the issue price, accrued original issue discount and accrued cash interest, if any, for such note. The contingent cash interest payable per note in respect of any six month period will equal the annual rate of 0.25%. In accordance with this criterion, contingent interest has been paid for each six month period since January 15, 2009.

The notes are unsecured senior subordinated obligations, rank junior to our existing and future senior secured indebtedness and rank equally with our existing and future senior subordinated indebtedness.

As originally issued, each $1,000 principal amount of the notes will be convertible at the option of the holder into 12.422 shares of our common stock (giving effect to the 2-for-1 stock split effective August 26, 2005 and subject to further adjustment), if (i) the sale price of our common stock reaches, or the trading price of the notes falls below, specified thresholds, (ii) if the notes are called for redemption or (iii) if specified corporate transactions have occurred. Upon conversion, we would have the right to deliver, in lieu of common stock, cash or a combination of cash and common stock. On November 19, 2004, we began a consent solicitation to amend the notes such that we would pay the same conversion value upon conversion of the notes, but would change how the conversion value is paid. In lieu of receiving exclusively shares of common stock or cash upon conversion, noteholders would receive cash up to the value of the accreted principal amount of the notes converted and, at our option, any remainder of the conversion value would be paid in cash or shares of common stock. The consent solicitation was successfully completed on December 6, 2004 and the amended conversion provisions were adopted.

As of September 30, 2005, the senior subordinated convertible notes were reclassified from long-term to short-term debt as the notes became convertible on

October 1, 2005 based upon our common stock trading above the trigger price for at least 20 trading days during the 30 consecutive trading-day period ending on September 30, 2005.

Holders may require us to purchase all or a portion of their notes on January 15, 2014, January 15, 2019, January 15, 2024, and January 15, 2029, at stated prices plus accrued cash interest, if any, including contingent cash interest, if any. We may only pay the purchase price of such notes in cash and not in common stock.

We may redeem for cash all or a portion of the notes at any time at redemption prices equal to the sum of the issue price plus accrued original issue discount and accrued cash interest, if any, including contingent cash interest, if any, on such notes to the applicable redemption date.

We include in our diluted weighted-average common share calculation an increase in shares based upon the difference between our average closing stock price for the period and the conversion price of $31.80, plus accretion. This is calculated using the treasury stock method.

Contractual Cash Obligations and Other Commercial Commitments and Contingencies

The following tables quantify our contractual cash obligations and commercial commitments at December 31, 2013 (in thousands).

Contractual Cash Obligations[1]	Total	Payments Due in Fiscal Year					
		2014	2015	2016	2017	2018	Thereafter
Long-term debt	$ 2,458,321	$ 8,321	$ -	$ -	$ 650,000	$ 800,000	$ 1,000,000
Senior note interest	417,547	70,675	70,675	70,675	69,750	54,392	81,380
Capital leases	6,531	2,695	2,262	1,234	335	5	-
Operating leases	124,910	38,978	32,092	25,008	16,452	7,520	4,860
Total	$ 3,007,309	$ 120,669	$ 105,029	$ 96,917	$ 736,537	$ 861,917	$ 1,086,240

Other Commercial Commitments	Total Amount Committed	Amounts Expiring in Fiscal Year					
		2014	2015	2016	2017	2018	Thereafter
Standby letters of credit and bank guarantees	$ 40,980	$ 30,279	$ 5,813	$ 932	$ 419	$ 114	$ 3,423

1. We have excluded $26.9 million related to the liability for uncertain tax positions from the tables as the current portion is not material, and we are not able to reasonably estimate the timing of the long-term portion of the liability. See Note 7 of the notes to Consolidated Financial Statements.

At December 31, 2013, we had outstanding surety bonds of $410 million.

At December 31, 2013 and 2012, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

We believe that internally generated cash flows and the remaining availability under our credit facilities will be adequate to finance normal operating requirements and future acquisition activities. Although we maintain an active acquisition program, any future acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our activities, financial condition and results of operations. We may also explore alternatives to attract additional capital resources.

We anticipate that our businesses will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of currently outstanding debt in accordance with the repayment schedule. However, the rate at which we can reduce our debt during 2014 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies. None of these factors can be predicted with certainty.

Recently Issued Accounting Standards

See Note 1 of our notes to Consolidated Financial Statements for information regarding the effect of new accounting pronouncements on our financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to interest rate risks on our outstanding revolving credit borrowings, and to foreign currency exchange risks on our transactions denominated in currencies other than the U.S. dollar. We are also exposed to equity market risks pertaining to the traded price of our common stock.

At December 31, 2013, we had a combination of fixed and floating rate borrowings. Our credit facility contains a $1.5 billion variable-rate revolver with outstanding borrowings of $250 million at December 31, 2013. Our $400 million senior notes due 2017, $800 million senior notes due 2018, $500 million senior notes due 2019 and $500 million senior notes due 2022 have fixed interest rates of 1.850%, 2.050%, 3.125% and 6.250%, respectively, and our $8 million senior unsecured convertible notes have a fixed interest rate of 3.75%. At December 31, 2013, the prevailing market rates for our long-term notes were

between 1.5% higher and 1.6% lower than the fixed rates on our debt instruments.

At December 31, 2013, our outstanding variable-rate borrowings were $250 million of outstanding revolver borrowings; an increase in interest rates of 1% would increase our annualized interest costs by $2.5 million.

Several of our businesses have transactions and balances denominated in currencies other than the U.S. dollar. Most of these transactions or balances are denominated in euros, Canadian dollars, British pounds or Danish krone. Sales by companies whose functional currency was not the U.S. dollar were 24% of our total sales in 2013 and 61% of these sales were by companies with a European functional currency. The U.S. dollar was stronger against most of our non-U.S. subsidiary currencies throughout most of 2013 as compared to 2012, which resulted in a decrease in sales of less than 1.0% due to foreign currency exchange. If these currency exchange rates had been 10% different throughout 2013 compared to currency exchange rates actually experienced, the impact on our net earnings would have been approximately 2.1%.

The changes in these currency exchange rates relative to the U.S. dollar at December 31, 2013 compared to currency exchange rates at December 31, 2012 resulted in a pre-tax decrease in net assets of $17.9 million that was reported as a component of comprehensive earnings, $9.5 million of which was attributed to goodwill. Goodwill changes from currency exchange rate changes do not directly affect our reported earnings or cash flows.

The trading price of our common stock influences the valuation of stock award grants and the effects these grants have on our results of operations. The stock price also influences the computation of potentially dilutive common stock which includes both stock awards and the premium over the conversion price on senior subordinated convertible notes to determine diluted earnings per share. The stock price also affects our employees' perceptions of programs that involve our common stock. We believe the quantification of the effects of these changing prices on our future earnings and cash flows is not readily determinable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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Report of Independent Certified Public Accountants

To the Stockholders of Roper Industries, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of earnings, of stockholders' equity and comprehensive earnings and of cash flows, present fairly, in all material respects, the financial position of Roper Industries, Inc. and its subsidiaries at December 31, 2013 and December 31, 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in *Internal Control - Integrated Framework* 1992 issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

As described in Management's Report on Internal Control over Financial Reporting, management has excluded acquisitions completed during 2013 from its assessment of internal control over financial reporting as of December 31, 2013 because they were acquired by the Company in purchase business combinations during 2013. We have also excluded acquisitions completed during 2013 from our audit of internal control over financial reporting. These acquisitions are wholly-owned subsidiaries whose total assets and total revenues represent 1.3%, and 2.3%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2013.

/s/ PricewaterhouseCoopers LLP
Tampa, Florida
February 21, 2014

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
December 31, 2013 and 2012
(in thousands, except per share data)

	2013	2012
Assets		
Cash and cash equivalents	$ 459,720	$ 370,590
Accounts receivable, net	519,075	526,408
Inventories, net	204,923	190,867
Deferred taxes	64,464	41,992
Unbilled receivables	86,945	72,193
Other current assets	38,210	43,492
Total current assets	1,373,337	1,245,542
Property, plant and equipment, net	117,310	110,397
Goodwill	4,549,998	3,868,857
Other intangible assets, net	2,039,136	1,698,867
Deferred taxes	28,773	78,644
Other assets	76,427	68,797
Total assets	$ 8,184,981	$ 7,071,104
Liabilities and Stockholders' Equity		
Accounts payable	$ 150,313	$ 138,340
Accrued compensation	107,953	110,724
Deferred revenue	209,332	185,912
Other accrued liabilities	153,712	128,351
Income taxes payable	4,275	-
Deferred taxes	6,490	3,868
Current portion of long-term debt, net	11,016	519,015
Total current liabilities	643,091	1,086,210
Long-term debt, net of current portion	2,453,836	1,503,107
Deferred taxes	783,805	707,278
Other liabilities	91,199	86,783
Total liabilities	3,971,931	3,383,378
Commitments and contingencies (Note 12)		
Stockholders' equity:		
Preferred stock, $0.01 par value per share; 1,000 shares authorized; none outstanding	-	-
Common stock, $0.01 par value per share; 350,000 shares authorized; 101,276 shares issued and 99,312 outstanding at December 31, 2013 and 100,588 shares issued and 98,604 outstanding at December 31, 2012	1,013	1,006
Additional paid-in capital	1,229,233	1,158,001
Retained earnings	2,959,196	2,489,858
Accumulated other comprehensive earnings	43,083	58,537
Treasury stock, 1,964 shares at December 31, 2013 and 1,984 shares at December 31, 2012	(19,475)	(19,676)
Total stockholders' equity	4,213,050	3,687,726
Total liabilities and stockholders' equity	$ 8,184,981	$ 7,071,104

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS
Years ended December 31, 2013, 2012 and 2011
(Dollar and share amounts in thousands, except per share data)

	Years ended December 31,		
	2013	**2012**	**2011**
Net sales	$ 3,238,128	$ 2,993,489	$ 2,797,089
Cost of sales	1,355,200	1,321,772	1,281,525
Gross profit	1,882,928	1,671,717	1,515,564
Selling, general and administrative expenses	1,040,567	914,130	855,025
Income from operations	842,361	757,587	660,539
Interest expense, net	88,039	67,525	63,648
Loss on extinguishment of debt	-	1,043	-
Other income/(expense), net	(192)	(2,338)	8,096
Earnings before income taxes	754,130	686,681	604,987
Income taxes	215,837	203,321	177,740
Net earnings	$ 538,293	$ 483,360	$ 427,247
Earnings per share:			
Basic	$ 5.43	$ 4.95	$ 4.45
Diluted	$ 5.37	$ 4.86	$ 4.34
Weighted-average common shares outstanding:			
Basic	99,123	97,702	95,959
Diluted	100,209	99,558	98,386

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Years ended December 31, 2013, 2012 and 2011
(in thousands)

	Years ended December 31,		
	2013	**2012**	**2011**
Net earnings	$ 538,293	$ 483,360	$ 427,247
Other comprehensive income, net of tax:			
Foreign currency translation adjustments	(15,454)	23,633	(10,178)
Unrecognized pension gain	-	1,104	-
Total other comprehensive income/(loss), net of tax	(15,454)	24,737	(10,178)
Comprehensive income	$ 522,839	$ 508,097	$ 417,069

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
Years ended December 31, 2013, 2012 and 2011
(in thousands, except per share data)

	Common Stock				Accumulated other comprehensive earnings		Total stockholders' equity
	Shares	Amount	Additional paid-in capital	Retained earnings		Treasury stock	
Balances at December 31, 2010	95,088	$ 971	$ 1,045,286	$ 1,680,849	$ 43,978	$ (20,177)	$ 2,750,907
Net earnings	-	-	-	427,247	-	-	427,247
Stock option exercises	838	8	28,159	-	-	-	28,167
Treasury stock sold	29	-	1,821	-	-	283	2,104
Currency translation adjustments, net of $866 tax	-	-	-	-	(10,178)	-	(10,178)
Stock based compensation	-	-	30,906	-	-	-	30,906
Restricted stock activity	268	3	(6,008)	-	-	-	(6,005)
Stock option tax benefit, net of shortfalls	-	-	12,684	-	-	-	12,684
Conversion of senior subordinated convertible notes	456	5	4,245	-	-	-	4,250
Dividends declared ($0.47 per share)	-	-	-	(44,986)	-	-	(44,986)
Balances at December 31, 2011	96,679	$ 987	$ 1,117,093	$ 2,063,110	$ 33,800	$ (19,894)	$ 3,195,096
Net earnings	-	-	-	483,360	-	-	483,360
Stock option exercises	1,389	14	56,086	-	-	-	56,100
Treasury stock sold	22	-	1,977	-	-	218	2,195
Currency translation adjustments, net of $907 tax	-	-	-	-	23,633	-	23,633
Stock based compensation	-	-	39,808	-	-	-	39,808
Restricted stock activity	187	2	(18,424)	-	-	-	(18,422)
Stock option tax benefit, net of shortfalls	-	-	30,840	-	-	-	30,840
Conversion of senior subordinated convertible notes	327	3	(69,379)	-	-	-	(69,376)
Deferred pension gain	-	-	-	-	1,104	-	1,104
Dividends declared ($0.58 per share)	-	-	-	(56,612)	-	-	(56,612)
Balances at December 31, 2012	98,604	$ 1,006	$ 1,158,001	$ 2,489,858	$ 58,537	$ (19,676)	$ 3,687,726
Net earnings	-	-	-	538,293	-	-	538,293
Stock option exercises	434	4	23,995	-	-	-	23,999
Treasury stock sold	20	-	2,248	-	-	201	2,449
Currency translation adjustments, net of $2,406 tax	-	-	-	-	(15,454)	-	(15,454)
Stock based compensation	-	-	53,417	-	-	-	53,417
Restricted stock activity	254	3	(16,046)	-	-	-	(16,043)
Stock option tax benefit, net of shortfalls	-	-	16,000	-	-	-	16,000
Conversion of senior subordinated convertible notes	-	-	(8,382)	-	-	-	(8,382)
Dividends declared ($0.70 per share)	-	-	-	(68,955)	-	-	(68,955)
Balances at December 31, 2013	99,312	$ 1,013	$ 1,229,233	$ 2,959,196	$ 43,083	$ (19,475)	$ 4,213,050

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31, 2013, 2012 and 2011
(in thousands)

	Years ended December 31,		
	2013	2012	2011
Cash flows from operating activities:			
Net earnings	$ 538,293	$ 483,360	$ 427,247
Adjustments to reconcile net earnings to cash flows from operating activities:			
Depreciation and amortization of property, plant and equipment	37,756	37,888	36,780
Amortization of intangible assets	151,434	116,860	103,363
Amortization of deferred financing costs	3,918	2,399	2,362
Non-cash stock compensation	53,133	40,773	31,730
Changes in operating assets and liabilities, net of acquired businesses:			
Accounts receivable	32,800	(16,455)	(33,333)
Inventories	(12,687)	18,361	(23,033)
Unbilled receivables	(14,754)	(5,122)	11,759
Accounts payable and accrued liabilities	23,305	9,209	24,347
Income taxes	(6,427)	(15,988)	14,526
Other, net	(4,218)	6,567	5,870
Cash provided by operating activities	802,553	677,852	601,618
Cash flows from investing activities:			
Acquisitions of businesses, net of cash acquired	(1,074,413)	(1,467,772)	(233,594)
Capital expenditures	(42,528)	(38,405)	(40,702)
Proceeds from sale of assets	2,174	1,315	1,990
Other, net	(1,096)	(683)	(3,443)
Cash used in investing activities	(1,115,863)	(1,505,545)	(275,749)
Cash flows from financing activities:			
Proceeds from senior notes	800,000	900,000	-
Payment of senior notes	(500,000)	-	-
Borrowings/(payments) under revolving line of credit, net	150,000	100,000	(230,000)
Principal payments on convertible notes	(3,702)	(57,304)	(26,457)
Debt issuance costs	(7,717)	(12,213)	-
Cash dividends to stockholders	(49,092)	(69,903)	(42,090)
Treasury stock sales	2,449	2,195	2,104
Stock award tax excess windfall benefit	11,709	30,747	12,664
Proceeds from stock based compensation, net	7,944	37,679	28,167
Redemption premium on convertible debt	(9,124)	(76,641)	-
Other	1,166	(690)	(1,067)
Cash provided by/(used in) financing activities	403,633	853,870	(256,679)
Effect of exchange rate changes on cash	(1,193)	6,312	(1,483)
Net increase in cash and cash equivalents	89,130	32,489	67,707
Cash and cash equivalents, beginning of year	370,590	338,101	270,394
Cash and cash equivalents, end of year	$ 459,720	$ 370,590	$ 338,101
Supplemental disclosures:			
Cash paid for:			
Interest	$ 94,648	$ 67,804	$ 62,840
Income taxes, net of refunds received	$ 210,540	$ 188,560	$ 150,550
Noncash investing activities:			
Net assets of businesses acquired:			
Fair value of assets, including goodwill	$ 1,275,827	$ 1,824,453	$ 256,589
Liabilities assumed	(201,414)	(356,681)	(22,995)
Cash paid, net of cash acquired	$ 1,074,413	$ 1,467,772	$ 233,594

See accompanying notes to consolidated financial statements.

(1) Summary of Accounting Policies

Basis of Presentation - These financial statements present consolidated information for Roper Industries, Inc. and its subsidiaries ("Roper" or the "Company"). All significant intercompany accounts and transactions have been eliminated.

Nature of the Business - Roper is a diversified growth company that designs, manufactures and distributes medical and scientific imaging products and software, radio frequency ("RF") products, services and application software, industrial technology products and energy systems and controls products and solutions. Roper markets these products and services to a broad range of markets, including radio frequency applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

Accounts Receivable - Accounts receivable are stated net of an allowance for doubtful accounts and sales allowances of $15.0 million and $16.0 million at December 31, 2013 and 2012, respectively. Outstanding accounts receivable balances are reviewed periodically, and allowances are provided at such time that management believes it is probable that an account receivable is uncollectible. The returns and other sales credit allowance is an estimate of customer returns, exchanges, discounts or other forms of anticipated concessions and is treated as a reduction in revenue.

Cash and Cash Equivalents - Roper considers highly liquid financial instruments with remaining maturities at acquisition of three months or less to be cash equivalents. Roper had no cash equivalents at December 31, 2013 and 2012.

Contingencies - Management continually assesses the probability of any adverse judgments or outcomes to its potential contingencies. Disclosure of the contingency is made if there is at least a reasonable possibility that a loss or an additional loss may have been incurred. In the assessment of contingencies as of December 31, 2013, management concluded that no accrual was necessary and that there were no matters for which there was a reasonable possibility of a material loss.

Earnings per Share - Basic earnings per share were calculated using net earnings and the weighted-average number of shares of common stock outstanding during the respective year. Diluted earnings per share were calculated using net earnings and the weighted-average number of shares of common stock and potential common stock outstanding during the respective year. Potentially dilutive common stock consisted of stock options and the premium over the conversion price on Roper's senior subordinated convertible notes based upon the trading price of the Company's common stock. The effects of potential common stock were determined using the treasury stock method (in thousands):

	Years ended December 31,		
	2013	2012	2011
Basic weighted-average shares outstanding	99,123	97,702	95,959
Effect of potential common stock:			
Common stock awards	891	1,040	1,213
Senior subordinated convertible notes	195	816	1,214
Diluted weighted-average shares outstanding	100,209	99,558	98,386

As of and for the years ended December 31, 2013, 2012 and 2011, there were 614,850, 547,591 and 760,000 outstanding stock options, respectively, that were not included in the determination of diluted earnings per share because doing so would have been antidilutive.

Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Foreign Currency Translation and Transactions - Assets and liabilities of subsidiaries whose functional currency is not the U.S. dollar were translated at the exchange rate in effect at the balance sheet date, and revenues and expenses were translated at average exchange rates for the period in which those entities were included in Roper's financial results. Translation adjustments are reflected as a component of other comprehensive income. Foreign currency transaction gains and losses are recorded in the income statement as other income/(expense). The gain or loss included in pre-tax income was a net loss of $3.9 million for the year ended December 31, 2013, a net loss of $2.8 million for the year ended December 31, 2012 and a net gain of $6.9 million for the year ended December 31, 2011.

Goodwill and Other Intangibles - Roper accounts for goodwill in a purchase business combination as the excess of the cost over the estimated fair value of net assets acquired. Business combinations can also result in other intangible assets being recognized. Amortization of intangible assets, if applicable, occurs over their estimated useful lives. Goodwill, which is not amortized, is tested for impairment on an annual basis (or an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value) using a two-step process. The first step of the process utilizes both an income approach (discounted cash flows) and a market approach consisting of a comparable public company earnings multiples methodology to estimate the fair value of a reporting unit. To determine the reasonableness of the estimated fair values, the Company reviews the assumptions to ensure that neither the income approach nor the market approach provides significantly different valuations. If the estimated fair value exceeds the carrying value, no further work is required and no impairment loss is recognized. If the carrying value exceeds the estimated fair value, the goodwill of the reporting unit is potentially impaired and then the second step would be completed in order to measure the impairment loss by calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets (including unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, a non-cash impairment loss would be recognized.

Key assumptions used in the income and market methodologies are updated when the analysis is performed for each reporting unit. Various assumptions are utilized including forecasted operating results, strategic plans, economic projections, anticipated future cash flows, the weighted-average cost of capital, comparable transactions, market data and earnings multiples. The assumptions that have the most significant effect on the fair value calculations are the anticipated future cash flows, discount rates, and the earnings multiples. While the Company uses reasonable and timely information to prepare its cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances.

The Company has 28 reporting units with individual goodwill amounts ranging from zero to $988 million. The Company concluded that the fair value of each of its reporting units was in excess of its carrying value, with no impairment indicated as of December 31, 2013. However, the fair value of one of the reporting units in the RF Technology segment was less than 5% above the carrying value at December 31, 2013 using the discounted cash flow methodology. The Company believes the market value of this unit to be significantly in excess of its carrying value based upon observed market data. Negative industry or economic trends, disruptions to its business, actual results significantly below expected results, unexpected significant changes or planned changes in the use of the assets, divestitures and market capitalization declines may have a negative effect on the fair value of Roper's reporting units.

The following events or circumstances would be considered to determine whether interim testing of goodwill would be required:

- a significant adverse change in legal factors or in the business climate;
- an adverse action or assessment by a regulator;
- unanticipated competition;
- a loss of key personnel;
- a more-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or otherwise disposed of;
- the testing for recoverability under the Impairment or Disposal of Long-Lived Assets of a significant asset group within a reporting unit; and
- recognition of a goodwill impairment loss in the financial statements of a subsidiary that is a component of a reporting unit.

Business combinations can also result in other intangible assets being recognized. Amortization of intangible assets, if applicable, occurs over their estimated useful lives. Trade names that are determined to have an indefinite useful economic life are not amortized, but separately tested for impairment during the fourth quarter of the fiscal year or on an interim basis if an event occurs that indicates the fair value is more likely than not below the carrying value. Roper conducts these reviews for all of its reporting units using the relief-from-royalty method, which management believes to be an acceptable methodology due to its common use by valuations specialists in determining the fair value of intangible assets. This methodology assumes that, in lieu of ownership, a third party would be willing to pay a royalty in order to exploit the related benefits of these assets. The fair value of each trade name is determined by applying a royalty rate to a projection of net sales discounted using a risk adjusted rate of capital. Each royalty rate is determined based on the profitability of the reporting unit to which it relates and observed market royalty rates. Sales growth rates are determined after considering current and future economic conditions, recent sales trends, discussions with customers, planned timing of new product launches or other variables.

The assessment of fair value for impairment purposes requires significant judgments to be made by management. Although forecasts are based on assumptions that are considered reasonable by management and consistent with the plans and estimates management is using to operate the underlying businesses, there is significant judgment in determining the expected results attributable to the reporting units. Changes in estimates or the application of alternative assumptions could produce significantly different results. No impairment resulted from the annual reviews performed in 2013.

Roper evaluates whether there has been an impairment of identifiable intangible assets with definite useful economic lives, or of the remaining life of such assets, when certain indicators of impairment are present. In the event that facts and circumstances indicate that the cost or remaining period of amortization of any asset may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future gross, undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to fair value or a revision in the remaining amortization period is required.

Impairment of Long-Lived Assets - The Company determines whether there has been an impairment of long-lived assets, excluding goodwill and identifiable intangible assets that are determined to have indefinite useful economic lives, when certain indicators of impairment are present. In the event that facts and circumstances indicate that the cost or life of any long-lived assets may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future gross, undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to fair value or revision to remaining life is required. Future adverse changes in market conditions or poor operating results of underlying long-lived assets could result in losses or an inability to recover the carrying value of the long-lived assets that may not be reflected in the assets' current carrying value, thereby possibly requiring an impairment charge or acceleration of depreciation or amortization expense in the future.

Income Taxes - Roper is a U.S.-based multinational company and the calculation of its worldwide provision for income taxes requires analysis of many factors, including income tax systems that vary from country to country, and the United States' treatment of non-U.S. earnings. The Company provides U.S. income taxes for unremitted earnings of foreign subsidiaries that are not considered permanently reinvested overseas. As of December 31, 2013, the amount of earnings of foreign subsidiaries that the Company considers permanently reinvested and for which deferred taxes have not been provided was approximately $939 million. Because of the availability of U.S. foreign tax credits, it is not practicable to determine the U.S. federal income tax liability that would be payable if such earnings were not reinvested indefinitely.

Although it is the Company's intention to permanently reinvest these earnings indefinitely there are certain events that would cause these earnings to become taxable. These events include, but are not limited to, changes in U.S. tax laws, dividends paid between foreign subsidiaries in the absence of Section 954(c)(6) of the Internal Revenue Code ("IRC"), foreign subsidiary guarantees of U.S. parent debt and the liquidation of foreign subsidiaries or actual distributions by foreign subsidiaries into a U.S. affiliate.

The Company recognizes in the consolidated financial statements only those tax positions determined to be "more likely than not" of being sustained upon

examination based on the technical merits of the positions. Interest and penalties related to unrecognized tax benefits are classified as a component of income tax expense.

The Company records a valuation allowance to reduce its deferred tax assets if, based on the weight of available evidence, both positive and negative, for each respective tax jurisdictions, it is more likely than not that some portion or all of such deferred tax assets will not be realized. Available evidence which is considered in determining the amount of valuation allowance required includes, but is not limited to, the Company's estimate of future taxable income and any applicable tax-planning strategies.

Certain assets and liabilities have different bases for financial reporting and income tax purposes. Deferred income taxes have been provided for these differences at the tax rates expected to be paid.

Interest Rate Risk - The Company manages interest rate risk by maintaining a combination of fixed- and variable-rate debt, which may include interest rate swaps to convert fixed-rate debt to variable-rate debt, or to convert variable-rate debt to fixed-rate debt. Interest rate swaps are recorded at fair value in the balance sheet as an asset or liability, and the changes in fair values of both the swap and the hedged item are recorded as interest expense in current earnings. There were no interest rate swaps outstanding at December 31, 2013.

Inventories - Inventories are valued at the lower of cost or market. Cost is determined using the first-in, first-out method. The Company writes down its inventory for estimated obsolescence or excess inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions.

Other Comprehensive Income - Comprehensive income includes net earnings and all other non-owner sources of changes in a company's net assets.

Product Warranties - The Company sells certain of its products to customers with a product warranty that allows customers to return a defective product during a specified warranty period following the purchase in exchange for a replacement product, repair at no cost to the customer or the issuance of a credit to the customer. The Company accrues its estimated exposure to warranty claims based upon current and historical product sales data, warranty costs incurred and any other related information known to the Company.

Property, Plant and Equipment and Depreciation and Amortization - Property, plant and equipment is stated at cost less accumulated depreciation and amortization. Depreciation and amortization are provided for using principally the straight-line method over the estimated useful lives of the assets as follows:

Buildings	20-30 years
Machinery	8-12 years
Other equipment	3-5 years

Recently Released Accounting Pronouncements - The Financial Accounting Standards Board ("FASB") establishes changes to accounting principles under GAAP in the form of accounting standards updates ("ASUs") to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all ASUs. Any ASUs not listed below were assessed and determined to be either not applicable or are expected to have an immaterial impact on the Company's results of operations, financial position or cash flows.

In July 2012, the FASB issued an amendment to accounting rules related to the testing of indefinite-lived intangibles. The new accounting rules permit an entity to first assess qualitative factors to determine if it is more likely than not that an indefinite-lived asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test prescribed under current accounting rules. Roper adopted this guidance on January 1, 2013. The guidance did not have an impact on the Company's results of operations, financial position or cash flows.

Research and Development - Research and development ("R&D") costs include salaries and benefits, rents, supplies, and other costs related to products under development. Research and development costs are expensed in the period incurred and totaled $145.7 million, $125.9 million and $121.7 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Revenue Recognition - The Company recognizes revenue when all of the following criteria are met:

- persuasive evidence of an arrangement exists;
- delivery has occurred or services have been rendered;
- the seller's price to the buyer is fixed or determinable; and
- collectibility is reasonably assured.

In addition, the Company recognizes revenue from the sale of product when title and risk of loss pass to the customer, which is generally when product is shipped. The Company recognizes revenue from services when such services are rendered or, if applicable, upon customer acceptance. Revenues under certain relatively long-term and relatively large-value construction projects are recognized under the percentage-of-completion method using the ratio of costs incurred to total estimated costs as the measure of performance. The Company recognized revenues of $205.0 million, $145.5 million and $151.5 million for the years ended December 31, 2013, 2012 and 2011, respectively, using this method. Estimated losses on any projects are recognized as soon as such losses become known.

Capitalized Software - The Company accounts for capitalized software under applicable accounting guidance which, among other provisions, requires capitalization of certain internal-use software costs once certain criteria are met. Overhead, general and administrative and training costs are not capitalized. Capitalized software was $8.0 million and $10.9 million at December 31, 2013 and 2012, respectively.

Stock-Based Compensation - The Company recognizes expense for the grant date fair value of its employee stock awards on a straight-line basis (or, in

the case of performance-based awards, on a graded basis) over the employee's requisite service period (generally the vesting period of the award). The fair value of option awards is estimated using the Black-Scholes option valuation model. The Company presents the cash flows resulting from the tax benefits arising from tax deductions in excess of the compensation cost recognized for stock award exercises (excess tax benefits) as financing cash flows.

(2) Business Acquisitions

2013 Acquisitions – During the year ended December 31, 2013, Roper completed two business combinations. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

On May 1, 2013, Roper acquired 100% of the shares of Managed Health Care Associates, Inc. ("MHA"), in a $1.0 billion all-cash transaction. MHA is a leading provider of services and technologies to support the diverse and complex needs of alternate site health care providers who deliver services outside of an acute care hospital setting. The acquisition of MHA complements and expands the Company's medical software and services platform. MHA is reported in the Medical & Scientific Imaging segment.

The following table (in thousands) summarizes the fair values of the assets acquired and liabilities assumed at the date of acquisition. The allocation of the purchase price is considered preliminary pending tax-related adjustments.

Current assets	$	59,813
Identifiable intangibles		465,500
Goodwill		680,732
Other assets		5,798
Total assets acquired		1,211,843
Current liabilities		(24,717)
Long-term deferred tax liability		(165,052)
Other liabilities		(6,524)
Net assets acquired	$	1,015,550

The fair value of current assets acquired also includes an adjustment of $35.0 million for administrative fees related to customer purchases that occurred prior to the acquisition date but not reported to MHA until after the acquisition date. In the ordinary course, these administrative fees are recorded as revenue when reported; however, GAAP accounting for business acquisitions requires the Company to estimate the amount of purchases occurring prior to the acquisition date and record the fair value of the administrative fees to be received from those purchases as an accounts receivable at the date of acquisition. The Company also recorded a fair value liability of $8.6 million included in current liabilities related to corresponding revenue-share obligation owed to customers that generated the administrative fees. Both of these fair value adjustments were fully amortized as of September 30, 2013.

On October 4, 2013, the Company paid $54 million in cash to acquire 100% of the shares of Advanced Sensors, Ltd. ("Advanced Sensors"), a company which manufactures and supports oil-in-water analyzers for the oil and gas industries, in order to expand the Company's product line. Advanced Sensors is reported in the Energy Systems and Controls segment. The allocation of the purchase price is considered preliminary pending final intangible asset valuations and tax-related adjustments. The Company recorded $28 million in goodwill and $28 million of other identifiable intangibles in connection with the acquisition.

The majority of the goodwill related to the 2013 acquisitions is not expected to be deductible for tax purposes. Of the $493 million of intangible assets acquired in 2013, $28 million was assigned to trade names that are not subject to amortization. The remaining $465 million of acquired intangible assets have a weighted-average useful life of approximately 19 years. The intangible assets that make up that amount include customer relationships of $451 million (20 year weighted-average useful life), technology of $12 million (7 year weighted-average useful life), and $2 million of protective rights in the form of non-compete agreements (5 year weighted-average useful life).

The Company expensed transaction costs of $3.3 million related to the acquisitions as corporate general and administrative expenses, as incurred.

2012 Acquisitions – During the year ended December 31, 2012, Roper completed six business combinations. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition.

The largest of the 2012 acquisitions was Sunquest Information Systems, Inc. ("Sunquest"), a leading provider of diagnostic and laboratory software solutions to healthcare providers. Roper acquired 100% of the shares of Sunquest on August 22, 2012, in a $1.416 billion all-cash transaction. The Company acquired Sunquest in order to complement and expand its medical platform. Sunquest is reported in the Medical & Scientific Imaging segment.

The Company expensed transaction costs of $6.7 million related to the acquisition as corporate general and administrative expenses, as incurred.

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

Current assets	$	96,883
Identifiable intangibles		669,000
Goodwill		987,881
Other assets		2,694
Total assets acquired		1,756,458
Deferred revenue		(83,065)
Other current liabilities		(18,762)

Long-term deferred tax liability	(238,651)
Net assets acquired	$ 1,415,980

The majority of the goodwill is not expected to be deductible for tax purposes. Of the $669 million of acquired intangible assets acquired, $98 million was assigned to trade names that are not subject to amortization. The remaining $571 million of acquired intangible assets have a weighted-average useful life of 18 years. The intangible assets that make up that amount include customer relationships of $460 million (20 year weighted-average useful life) and software of $111 million (12 year weighted-average useful life).

Roper's results for the year ended December 31, 2012 included results from Sunquest between August 22, 2012 and December 31, 2012. In that period, Sunquest contributed $69.4 million in revenue and $8.8 million of earnings (inclusive of deal-related costs) to Roper's results. The following unaudited pro forma summary presents consolidated information as if the acquisition of Sunquest had occurred on January 1, 2011 (amounts in thousands, except per share data):

	Pro forma Year ended December 31,	
	2012	2011
Sales	$ 3,130,407	$ 2,967,415
Net income	521,141	454,059
Earnings per share, basic	5.33	4.73
Earnings per share, diluted	5.23	4.62

Pro forma earnings for the years ended December 31, 2012 and 2011 were adjusted by $50.7 million and $9.2 million, respectively, for non-recurring acquisition and other costs. Adjustments were also made to pro forma earnings for the years ended December 31, 2012 and 2011 for recurring changes in amortization, interest expense and taxes related to the acquisition.

During the year ended December 31, 2012, Roper completed five other acquisitions which were immaterial. The aggregate purchase price of these acquisitions totaled $62 million of cash. The Company recorded $43 million in other identifiable intangibles and $16 million in goodwill in connection with these acquisitions. The Company expensed transaction costs of $1 million related to these acquisitions as corporate general and administrative expenses, as incurred. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

The majority of the goodwill recorded for these five companies is not expected to be deductible for tax purposes. Of the $43 million of intangible assets acquired, $1 million was assigned to trade names that are not subject to amortization. The remaining $42 million of acquired intangible assets have a weighted-average useful life of 7 years. The intangible assets that make up that amount include customer relationships of $17 million (7 year weighted-average useful life), protective rights and patents of $16 million (7 year weighted-average useful life) and unpatented technology of $8 million (8 year weighted-average useful life),

2011 Acquisitions - During the year ended December 31, 2011, Roper completed three business combinations. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

The aggregate purchase price of 2011 acquisitions totaled $234 million of cash. The Company recorded $91 million in other identifiable intangibles and $149 million in goodwill in connection with these acquisitions. The majority of the goodwill is not expected to be deductible for tax purposes. The Company expensed transaction costs of $2.2 million related to these acquisitions, as incurred.

On June 3, 2011, Roper acquired 100% of the shares of NDI Holding Corp. ("Northern Digital"), a provider of 3-D measurement technology for medical applications in computer-assisted surgery and computer-assisted therapy. Roper acquired Northern Digital as an addition to its medical platform, and it is reported in the Medical and Scientific Imaging segment.

On September 26, 2011, Roper acquired 100% of the shares of United Controls Group, Inc. ("UCG"), a manufacturer of control systems in the oil and gas industry. UCG was acquired as an addition to our existing process control systems businesses, and is reported in the Energy Systems and Controls segment.

On December 1, 2011, Roper acquired 100% of the shares of Trinity Integrated Systems Ltd. ("Trinity"), a specialist provider of requirements capture, safety lifecycle management and engineering software tools, and safety and control system solutions to the oil and gas, industrial process and control markets. Trinity was acquired as an addition to our existing process control systems businesses, and is reported in the Energy Systems and Controls segment.

Of the $91 million of intangible assets acquired in 2011, $3 million was assigned to trade names that are not subject to amortization. The remaining $88 million of acquired intangible assets have a weighted-average useful life of approximately 11 years. The intangible assets that make up that amount include customer relationships of $70 million (12 year weighted-average useful life), and unpatented technology of $18 million (8 year weighted-average useful life).

(3) Inventories

The components of inventories at December 31 were as follows (in thousands):

	2013	2012
Raw materials and supplies	$ 127,525	$ 121,573
Work in process	30,498	29,725
Finished products	90,352	81,536
Inventory reserves	(43,452)	(41,967)
	$ 204,923	$ 190,867

(4) Property, Plant and Equipment

The components of property, plant and equipment at December 31 were as follows (in thousands):

	2013	2012
Land	$ 4,384	$ 4,308
Buildings	79,219	74,609
Machinery and other equipment	310,738	291,004
	394,341	369,921
Accumulated depreciation	(277,031)	(259,524)
	$ 117,310	$ 110,397

Depreciation and amortization expense was $37,756, $37,888 and $36,780 for the years ended December 31, 2013, 2012 and 2011, respectively.

(5) Goodwill and Other Intangible Assets

The carrying value of goodwill by segment was as follows (in thousands):

	Industrial Technology	Energy Systems and Controls	Medical and Scientific Imaging	RF Technology	Total
Balances at December 31, 2011	$ 419,053	$ 393,967	$ 768,228	$ 1,285,178	$ 2,866,426
Goodwill acquired	-	8,670	999,030	-	1,007,700
Currency translation adjustments	2,702	1,420	5,144	3,395	12,661
Reclassifications and other	-	-	-	(17,930)	(17,930)
Balances at December 31, 2012	$ 421,755	$ 404,057	$ 1,772,402	$ 1,270,643	$ 3,868,857
Goodwill acquired	-	27,944	680,732	-	708,676
Currency translation adjustments	3,746	198	(13,345)	(76)	(9,477)
Reclassifications and other	-	2,498	(4,283)	(16,273)	(18,058)
Balances at December 31, 2013	$ 425,501	$ 434,697	$ 2,435,506	$ 1,254,294	$ 4,549,998

Goodwill acquired during the years ended December 31, 2013 and 2012 was due primarily to the acquisitions of MHA and Sunquest, respectively. The reclassifications and other during the years ended December 31, 2013 and 2012 are due primarily to immaterial out of period corrections of tax adjustments for TransCore and iTrade, respectively, that were not material in the current or prior periods.

Other intangible assets were comprised of (in thousands):

	Cost	Accum. amort.	Net book value
Assets subject to amortization:			
Customer related intangibles	$ 1,509,339	$ (379,535)	$ 1,129,804
Unpatented technology	198,609	(97,487)	101,122
Software	160,520	(44,256)	116,264
Patents and other protective rights	40,399	(20,312)	20,087
Trade secrets	1,500	(1,500)	-
Assets not subject to amortization:			
Trade names	331,590	-	331,590
Balances at December 31, 2012	$ 2,241,957	$ (543,090)	$ 1,698,867
Assets subject to amortization:			
Customer related intangibles	$ 1,936,336	$ (464,018)	$ 1,472,318
Unpatented technology	216,044	(120,091)	95,953
Software	160,618	(58,084)	102,534
Patents and other protective rights	31,394	(21,922)	9,472
Trade names	656	(16)	640
Assets not subject to amortization:			
Trade names	358,219	-	358,219
Balances at December 31, 2013	$ 2,703,267	$ (664,131)	$ 2,039,136

Amortization expense of other intangible assets was $147 million, $113 million, and $98 million during the years ended December 31, 2013, 2012 and 2011, respectively. Amortization expense is expected to be $150 million in 2014, $137 million in 2015, $134 million in 2016, $123 million in 2017 and $116 million in 2018.

(6) Accrued Liabilities

Accrued liabilities at December 31 were as follows (in thousands):

	2013	2012
Interest	$ 18,285	$ 29,537
Customer deposits	21,438	18,738
Commissions	12,030	14,372
Warranty	14,336	9,755
Accrued dividend	19,863	-
Rebates	14,104	-
Billings in excess of cost	5,016	7,912
Other	48,640	48,037
	$ 153,712	$ 128,351

(7) Income Taxes

Earnings before income taxes for the years ended December 31, 2013, 2012 and 2011 consisted of the following components (in thousands):

	2013	2012	2011
United States	$ 517,432	$ 430,573	$ 359,800
Other	236,698	256,108	245,187
	$ 754,130	$ 686,681	$ 604,987

Components of income tax expense for the years ended December 31, 2013, 2012 and 2011 were as follows (in thousands):

	2013	2012	2011
Current:			
Federal	$ 166,430	$ 136,860	$ 123,310
State	12,577	9,972	14,903
Foreign	40,451	48,403	41,437
Deferred:			
Federal	(1,965)	15,789	1,846
Foreign	(1,656)	(7,703)	(3,756)
	$ 215,837	$ 203,321	$ 177,740

Reconciliations between the statutory federal income tax rate and the effective income tax rate for the years ended December 31, 2013, 2012 and 2011 were as follows:

	2013	2012	2011
Federal statutory rate	35.0%	35.0%	35.0%
Foreign rate differential	(4.1)	(3.9)	(3.7)
R&D tax credits	(0.5)	-	(0.7)
State taxes, net of federal benefit	1.9	1.7	1.7
Foreign tax credit	-	(2.4)	-
Section 199 deduction	(1.8)	(1.3)	(1.3)
Other, net	(1.9)	0.5	(1.6)
	28.6%	29.6%	29.4%

The deferred income tax balance sheet accounts arise from temporary differences between the amount of assets and liabilities recognized for financial reporting and tax purposes.

Components of the deferred tax assets and liabilities at December 31 were as follows (in thousands):

	2013	2012
Deferred tax assets:		
Reserves and accrued expenses	$ 119,955	$ 63,703
Inventories	10,315	9,171
Net operating loss carryforwards	35,286	21,161
R&D credits	3,134	6,331
Foreign tax credits	425	20,270
Valuation allowance	(5,917)	-
Total deferred tax assets	$ 163,198	$ 120,636
Deferred tax liabilities:		
Reserves and accrued expenses	$ 20,995	$ 10,766
Amortizable intangible assets	826,838	691,536
Plant and equipment	12,423	8,844
Total deferred tax liabilities	$ 860,256	$ 711,146

At December 31, 2013, the Company had approximately $35.3 million of U.S. federal net operating loss carryforwards. If not utilized, these carryforwards will expire in years 2023 through 2033. The net operating loss carryforward increased between 2012 and 2013 primarily due to losses incurred by a U.S. entity that is not a member of the Company's consolidated tax group and therefore not available for offset against the taxable income of other members of the group. In a recent acquisition, the consolidated group obtained federal net operating losses subject to an IRC Section 382 limitation; however, the Company expects to utilize the losses in their entirety prior to expiration. The Company's state net operating loss carryforwards are primarily related to Florida and New Jersey and will expire in years 2027 through 2030 if not utilized. The New Jersey net operating loss was acquired as part of a recent acquisition. The Company has smaller net operating losses in various other states. Additionally, the Company has a foreign tax credit carryforward and a R&D tax credit carryforward.

As of December 31, 2013, the Company determined that a total valuation allowance of $5.9 million was necessary to reduce U.S. deferred tax assets by

$2.6 million and foreign deferred tax assets by $3.3 million, where it was more likely than not that some portion or all of such deferred tax assets will not be realized. As of December 31, 2013, based on the Company's estimates of future taxable income and any applicable tax-planning strategies within various tax jurisdictions, the Company believes that it is more likely than not that the remaining net deferred tax assets will be realized.

The Company recognizes in the consolidated financial statements only those tax positions determined to be "more likely than not" of being sustained upon examination based on the technical merits of the positions. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	2013	2012	2011
Beginning balance	$ 24,865	$ 19,556	$ 24,765
Additions for tax positions of prior periods	3,055	1,371	470
Additions for tax positions of the current period	1,639	1,541	2,572
Additions due to acquisitions	5,026	9,116	-
Reductions for tax positions of prior periods	(3,675)	(197)	(558)
Reductions for tax positions of the current period			
Settlements with taxing authorities	-	-	(4,043)
Lapse of applicable statute of limitations	(3,986)	(6,522)	(3,650)
Ending balance	$ 26,924	$ 24,865	$ 19,556

The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is $25.5 million. Interest and penalties related to unrecognized tax benefits are classified as a component of income tax expense and totaled $(0.5) million in 2013. Accrued interest and penalties were $4.5 million at December 31, 2013 and $5.0 million at December 31, 2012. During the next twelve months, the unrecognized tax benefits are expected to increase by a net $1.2 million, due mainly to identified uncertain tax positions.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state, city and foreign jurisdictions. The Company's federal income tax returns for 2010 through the current period remain subject to examination and the relevant state, city and foreign statutes vary. At December 31, 2013, the Internal Revenue Service has been and is continuing to examine the Company's income tax returns for the years 2010 and 2011. The Company does not expect the assessment of any significant additional tax in excess of amounts reserved.

(8) Long-Term Debt

On July 27, 2012, Roper entered into a $1.5 billion unsecured credit facility (the "2012 Facility") with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders, which replaced its prior unsecured credit facility dated as of July 7, 2008 (the "2008 Facility"). The 2012 Facility is composed of a five year $1.5 billion revolving credit facility. Roper may also, subject to compliance with specified conditions, request term loans or additional revolving credit commitments in an aggregate amount not to exceed $350 million. At December 31, 2013, there were $250 million of outstanding borrowings under the 2012 Facility. Roper recorded a $1.0 million non-cash debt extinguishment charge in the third quarter of 2012 related to the early termination of the 2008 Facility. This charge reflects the unamortized fees associated with the 2008 Facility and was reported as other expense.

The 2012 Facility contains affirmative and negative covenants which, among other things, limit Roper's ability to incur new debt, prepay subordinated debt, make certain investments and acquisitions, sell assets and grant liens, make restricted payments (including the payment of dividends on our common stock) and capital expenditures, or change its line of business. Roper is also subject to financial covenants which require the Company to limit its consolidated total leverage ratio and to maintain a consolidated interest coverage ratio. The most restrictive covenant is the consolidated total leverage ratio which is limited to 3.5.

The Company was in compliance with its debt covenants throughout the years ended December 31, 2013 and 2012.

On June 6, 2013, the Company completed a public offering of $800 million aggregate principal amount of 2.050% senior unsecured notes due October 1, 2018. The notes were issued at 99.791% of their principal amount. Net proceeds of $793.5 million were used to pay off a portion of the outstanding revolver balance under the 2012 Facility.

The notes bear interest at a fixed rate of 2.050% per year, payable semi-annually in arrears on April 1 and October 1 of each year, beginning October 1, 2013.

Roper may redeem some or all of the notes at any time or from time to time, at 100% of their principal amount plus a make-whole premium based on a spread to U.S. Treasury securities as described in the indenture relating to the notes.

On November 21, 2012, Roper completed a public offering of $400 million aggregate principal amount of 1.850% senior unsecured notes due November 15, 2017 and $500 million aggregate principal amount of 3.125% senior unsecured notes due November 15, 2022. The notes bear interest at a fixed rate of 1.850% and 3.125% per year, respectively, payable semi-annually in arrears on May 15 and November 15 of each year, beginning May 15, 2013.

Roper may redeem some or all of the notes at any time or from time to time, at 100% of their principal amount plus a make-whole premium based on a spread to U.S. Treasury securities as described in the indenture relating to the notes.

In September 2009, the Company completed a public offering of $500 million aggregate principal amount of 6.25% senior unsecured notes due September 2019. The notes bear interest at a fixed rate of 6.25% per year, payable semi-annually in arrears on March 1 and September 1 of each year, beginning March 1, 2010.

Roper may redeem some of all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

The Company's senior notes are unsecured senior obligations of the Company and rank equally in right of payment with all of Roper's existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any of its existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of Roper's subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of Roper's subsidiaries.

On August 15, 2013, $500 million of senior notes due 2013 matured, and were repaid using revolver borrowings from the 2012 Facility.

Other debt includes $8 million of senior subordinated convertible notes due 2034.

Total debt at December 31 consisted of the following (in thousands):

	2013	2012
$1.50 billion revolving credit facility	$ 250,000	$ 100,000
2013 Notes*	-	505,087
2017 Notes	400,000	400,000
2018 Notes	800,000	-
2019 Notes	500,000	500,000
2022 Notes	500,000	500,000
Senior Subordinated Convertible Notes	8,270	11,594
Other	6,582	5,441
Total debt	2,464,852	2,022,122
Less current portion	11,016	519,015
Long-term debt	$ 2,453,836	$ 1,503,107

*Shown net of fair value swap adjustment of $5,087.

The 2012 Facility and Roper's $2.2 billion senior notes and senior subordinated convertible notes provide substantially all of Roper's daily external financing requirements. The interest rate on the borrowings under the 2012 Facility is calculated based upon various recognized indices plus a margin as defined in the credit agreement. At December 31, 2013, Roper's debt consisted of $2.2 billion of senior notes, $250 million of outstanding revolver borrowings and $8 million in senior subordinated convertible notes. In addition, the Company had $6.5 million of other debt in the form of capital leases, several smaller facilities that allow for borrowings or the issuance of letters of credit in foreign locations to support Roper's non-U.S. businesses and $41 million of outstanding letters of credit at December 31, 2013.

In December 2003, the Company issued through a public offering $230 million of 3.75% subordinated convertible notes due in 2034 at an original issue discount of 60.498% (the "Convertible Notes"). The Convertible Notes are subordinated in right of payment and collateral to all of Roper's existing and future senior debt. Cash interest on the notes was paid semi-annually until January 15, 2009, after which interest is recognized at the effective rate of 3.75% and represents accrual of original issue discount, and only contingent cash interest may be paid. Contingent cash interest may be paid during any six month period if the average trading price of a note for a five trading day measurement period preceding the applicable six month period equals 120% or more of the sum of the issue price, accrued original issue discount and accrued cash interest, if any, for such note. The contingent cash interest payable per note in respect of any six month period will equal the annual rate of 0.25%. In accordance with this criterion, contingent interest has been paid for each six month period since January 15, 2009. Holders receive cash up to the value of the accreted principal amount of the notes converted and, at the Company's option, any remainder of the conversion value may be paid in cash or shares of common stock. Holders may require Roper to purchase all or a portion of their notes on January 15, 2014 at a price of $475.66 per note, on January 15, 2019 at a price of $572.76 per note, on January 15, 2024 at a price of $689.68 per note, and on January 15, 2029 at a price of $830.47 per note, in each case plus accrued cash interest, if any, and accrued contingent cash interest, if any. The Company may only pay the purchase price of such notes in cash and not in common stock. In addition, if Roper experiences a change in control, each holder may require Roper to purchase for cash all or a portion of such holder's notes at a price equal to the sum of the issue price plus accrued original issue discount for non-tax purposes, accrued cash interest, if any, and accrued contingent cash interest, if any, to the date of purchase.

The Convertible Notes are classified as short-term debt as the notes became convertible on October 1, 2005 based upon the Company's common stock trading above the trigger price for at least 20 trading days during the 30 consecutive trading-day periods ending on September 30, 2005.

At December 31, 2013, the conversion price on the outstanding notes was $474.98. If converted at December 31, 2013, the value would have exceeded the $8 million principal amount of the notes by $22 million and could have resulted in the issuance of 160,974 shares of the Company's common stock.

Future maturities of long-term debt during each of the next five years ending December 31 and thereafter were as follows (in thousands):

2014	$ 11,016
2015	2,262
2016	1,234
2017	650,335
2018	800,005
Thereafter	1,000,000
	$ 2,464,852

(9) Fair Value

Roper's debt at December 31, 2013 included $2.2 billion of fixed-rate senior notes with the following fair values (in millions):

$400 million senior notes due 2017	$ 398
$800 million senior notes due 2018	787
$500 million senior notes due 2019	581
$500 million senior notes due 2022	462

The fair values of the senior notes are based on the trading prices of the notes, which the Company has determined to be Level 2 in the FASB fair value hierarchy. Short-term debt included $8 million of fixed-rate convertible notes which were at fair value due to the short-term nature of the notes. Most of Roper's other borrowings at December 31, 2013 were at various interest rates that adjust relatively frequently under its credit facility. The fair value for each of these borrowings at December 31, 2013 was estimated to be the face value of these borrowings.

On August 15, 2013, an aggregate notional amount of $500 million of interest rate swaps expired. The swaps were designated as fair value hedges and effectively changed the Company's $500 million senior notes due 2013 with a fixed interest rate of 6.625% to a variable-rate obligation at a weighted-average spread of 4.377% plus LIBOR. The Company had determined the swaps to be Level 2 in the FASB fair value hierarchy. To account for the fair value hedge, the swap was recorded at fair value in the balance sheet as an asset or liability, and the changes in fair values of both the interest rate swap and the hedged senior notes due 2013 were recorded as interest expense. The fair value of the swap was an asset balance of $5.8 million and the corresponding change in the fair value of the notes being hedged was an increase of $5.1 million at December 31, 2012. The impact on earnings was immaterial in the years ended December 31, 2013, 2012 and 2011.

(10) Retirement and Other Benefit Plans

Roper maintains eleven defined contribution retirement plans under the provisions of Section 401(k) of the IRC covering substantially all U.S. employees not subject to collective bargaining agreements. Roper partially matches employee contributions. Costs related to these plans were $16.5 million, $16.4 million and $15.2 million for 2013, 2012 and 2011, respectively.

Roper also maintains various defined benefit retirement plans covering employees of non-U.S. and certain U.S. subsidiaries and a plan that supplements certain employees for the contribution ceiling applicable to the Section 401(k) plans. The costs and accumulated benefit obligations associated with each of these plans were not material.

(11) Stock-Based Compensation

The Roper Industries, Inc. Amended and Restated 2006 Incentive Plan ("2006 Plan") is a stock-based compensation plan used to grant incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights or equivalent instruments to the Company's employees, officers, directors and consultants. The 2006 Plan replaced the Amended and Restated 2000 Incentive Plan ("2000 Plan"), and no additional grants will be made from the 2000 Plan. The number of shares reserved for issuance under the 2006 Plan is 14,000,000, plus the 17,000 remaining shares that were available to grant under the 2000 Plan at June 28, 2006, plus any shares underlying outstanding awards under the 2000 Plan that terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason subsequent to June 28, 2006. At December 31, 2013, 5,714,062 shares were available to grant.

Under the Roper Industries, Inc., Employee Stock Purchase Plan ("ESPP"), all employees in the U.S. and Canada are eligible to designate up to 10% of eligible earnings to purchase Roper's common stock at a 5% discount to the average closing price of its common stock at the beginning and end of a quarterly offering period. Common stock sold to the employees may be either treasury stock, stock purchased on the open market, or newly issued shares.

Stock based compensation expense for the years ended December 31, 2013, 2012 and 2011 was as follows (in millions):

	2013	2012	2011
Stock based compensation	$ 53.4	$ 40.8	$ 31.7
Tax benefit recognized in net income	18.7	14.3	11.1
Windfall tax benefit, net	16.0	30.8	12.7

Stock Options – Stock options are typically granted at prices not less than 100% of market value of the underlying stock at the date of grant. Stock options typically vest over a period of up to three to five years from the grant date and generally expire seven to ten years after the grant date. The Company recorded $16.9 million, $14.8 million, and $12.2 million of compensation expense relating to outstanding options during 2013, 2012 and 2011, respectively, as a component of corporate and certain segment general and administrative expenses.

The Company estimates the fair value of its option awards using the Black-Scholes option valuation model that uses the assumptions noted in the following table. The stock volatility for each grant is measured using the weighted-average of historical daily price changes of the Company's common stock over the most recent period equal to the expected life of the grant. The expected term of options granted is derived from historical data to estimate option exercises and employee terminations, and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The weighted-average fair value of options granted in 2013, 2012 and 2011 were calculated using the following weighted-average assumptions:

	2013	2012	2011
Weighted-average fair value ($)	37.08	30.25	24.45
Risk-free interest rate (%)	0.86	0.77	1.91
Average expected option life (years)	5.19	5.24	5.34
Expected volatility (%)	36.09	36.51	35.27
Expected dividend yield (%)	0.56	0.58	0.60

The following table summarizes the Company's activities with respect to its stock option plans for the years ended December 31, 2013 and 2012:

	Number of shares	Weighted-average exercise price per share	Weighted-average contractual term	Aggregate intrinsic value
Outstanding at January 1, 2012	3,822,662	$ 50.44		
Granted	538,100	95.27		
Exercised	(1,389,069)	40.46		
Canceled	(53,498)	70.01		
Outstanding at December 31, 2012	2,918,195	63.15	6.52	$ 141,029,378
Granted	601,350	117.78		
Exercised	(424,945)	56.48		
Canceled	(106,164)	98.74		
Outstanding at December 31, 2013	2,988,436	74.00	6.22	$ 193,279,214
Exercisable at December 31, 2013	1,859,725	$ 56.99	4.84	$ 151,929,651

The following table summarizes information for stock options outstanding at December 31, 2013:

	Outstanding options			Exercisable options	
Exercise price	Number	Average exercise price	Average remaining life (years)	Number	Average exercise price
$ 14.09 - 28.17	157,638	$ 23.70	0.2	157,638	$ 23.70
28.17 - 42.26	126,574	41.81	5.2	126.574	41.81
42.27 - 56.34	1,113,058	53.79	4.4	1,113,058	53.79
56.35 - 70.43	96,800	67.88	7.5	45,300	66.71
70.44 - 84.52	453,392	74.63	7.1	278,034	75.21
84.53 - 98.60	419,924	94.00	8.1	130,085	93.91
98.61 - 112.69	48,700	103.41	8.6	9,036	103.64
112.70 - 126.77	547,350	117.03	9.2	-	-
126.78 - 140.86	25,000	131.54	9.6	-	-
$ 14.09 - 140.86	2,988,436	$ 74.00	6.2	1,859,725	$ 56.99

At December 31, 2013, there was $23.7 million of total unrecognized compensation expense related to nonvested options granted under the Company's share-based payment plans. That cost is expected to be recognized over a weighted-average period of 2.0 years. The total intrinsic value of options exercised in 2013, 2012 and 2011 was $28.8 million, $86.0 million and $41.2 million, respectively. Cash received from option exercises under all plans in 2013 and 2012 was $24.0 million and $56.1 million, respectively.

Restricted Stock Grants - During 2013 and 2012, the Company granted 399,540 and 374,307 shares, respectively, of restricted stock to certain employee and director participants under the 2006 Plan. Restricted stock grants generally vest over a period of 1 to 3 years. The Company recorded $36.5 million, $25.9 million and $19.5 million of compensation expense related to outstanding shares of restricted stock held by employees and directors during 2013, 2012 and 2011, respectively. A summary of the Company's nonvested shares activity for 2013 and 2012 is as follows:

	Number of shares	Weighted-average fair value
Nonvested at December 31, 2011	753,811	$ 61.15
Granted	374,307	95.78
Vested	(551,051)	64.59
Forfeited	(5,162)	70.56
Nonvested at December 31, 2012	571,905	$ 80.96
Granted	399,540	117.74
Vested	(373,946)	126.80
Forfeited	(23,649)	124.48
Nonvested at December 31, 2013	573,850	$ 103.44

At December 31, 2013, there was $38.9 million of total unrecognized compensation expense related to nonvested awards granted to both employees and directors under the Company's share-based payment plans. That cost is expected to be recognized over a weighted-average period of 2.0 years. Unrecognized compensation expense related to nonvested shares of restricted stock grants is recorded as a reduction to additional paid-in capital in stockholder's equity at December 31, 2013.

Employee Stock Purchase Plan - During 2013, 2012 and 2011, participants of the ESPP purchased 20,211, 22,863 and 27,756 shares, respectively, of Roper's common stock for total consideration of $2.4 million, $2.2 million, and $2.1 million, respectively. All of these shares were purchased from Roper's treasury shares. The Company had no compensation expense relating to the stock purchase plan during 2013, 2012 and 2011.

(12) Contingencies

Roper, in the ordinary course of business, is the subject of, or a party to, various pending or threatened legal actions, including product liability and employment practices. It is vigorously contesting all lawsuits that, in general, are based upon claims of the kind that have been customary over the past several years. After analyzing the Company's contingent liabilities on a gross basis and, based upon past experience with resolution of its product liability and employment practices claims and the limits of the primary, excess, and umbrella liability insurance coverages that are available with respect to pending claims, management believes that adequate provision has been made to cover any potential liability not covered by insurance, and that the ultimate liability, if any, arising from these actions should not have a material adverse effect on the consolidated financial position, results of operations or cash flows of Roper.

Over recent years there has been a significant increase in certain U.S. states in asbestos-related litigation claims against numerous industrial companies. Roper or its subsidiaries have been named defendants in some such cases. No significant resources have been required by Roper to respond to these cases and Roper believes it has valid defenses to such claims and, if required, intends to defend them vigorously. Given the state of these claims it is not possible to determine the potential liability, if any.

Roper's rent expense was $39.8 million, $26.8 million and $29.7 million for 2013, 2012 and 2011, respectively. Roper's future minimum property lease commitments are as follows (in millions):

2014	$ 33.6
2015	28.5
2016	23.0
2017	15.8
2018	7.3
Thereafter	4.8
Total	$112.70

A summary of the Company's warranty accrual activity is presented below (in thousands):

	2013	2012	2011
Balance, beginning of year	$ 9,755	$ 8,147	$ 7,038
Additions charged to costs and expenses*	20,387	11,845	8,846
Deductions	(15,697)	(10,287)	(7,716)
Other	(109)	50	(21)
Balance, end of year	$ 14,336	$ 9,755	$ 8,147

* During the second quarter of 2013, the Company identified a vendor-supplied component within a refrigeration system valve that did not meet its quality standards, and $9.1 million was expensed to cover the estimated cost of replacing the faulty components for customers.

Other included warranty balances at acquired businesses at the dates of acquisition, the effects of foreign currency translation adjustments, reclassifications and other.

At December 31, 2013 the Company had outstanding surety bonds of $410 million.

(13) Segment and Geographic Area Information

Roper's operations are reported in four segments around common customers, markets, sales channels, technologies and common cost opportunities. The segments are: Industrial Technology, Energy Systems and Controls, Medical & Scientific Imaging, and RF Technology. Products included within the Industrial Technology segment are water and fluid handling pumps, flow measurement and metering equipment, industrial valves and controls, and equipment and consumables for materials analysis and industrial leak testing. The Energy Systems and Controls segment's products include control systems, equipment and consumables for fluid properties testing, vibration sensors and other non-destructive inspection and measurement products and services. The Medical and Scientific Imaging segment offers medical products and software, high performance digital imaging products and software and handheld and vehicle mounted computers. The RF Technology segment includes products and systems related to comprehensive toll and traffic systems and processing, security and access control, campus card systems, software-as-a-service applications in the freight matching and food industries and utility metering and remote monitoring applications. Roper's management structure and internal reporting are aligned consistently with these four segments.

There were no material transactions between Roper's business segments during 2013, 2012 and 2011. Sales between geographic areas are primarily of finished products and are accounted for at prices intended to represent third-party prices. Operating profit by business segment and by geographic area is defined as net sales less operating costs and expenses. These costs and expenses do not include unallocated corporate administrative expenses. Items below income from operations on Roper's statement of earnings are not allocated to business segments.

Identifiable assets are those assets used primarily in the operations of each business segment or geographic area. Corporate assets are principally comprised of cash and cash equivalents, deferred tax assets, recoverable insurance claims, deferred compensation assets, unamortized deferred financing costs and property and equipment.

Selected financial information by business segment for 2013, 2012 and 2011 follows (in thousands):

	Industrial Technology	Energy Systems and Controls	Medical and Scientific Imaging	RF Technology	Corporate	Total
2013						
Net sales	$ 779,564	$ 651,920	$ 902,281	$ 904,363	$ -	$ 3,238,128
Operating profit	223,053	183,679	268,172	253,532	(86,075)	842,361
Assets:						
Operating assets	232,505	214,926	237,681	266,026	15,325	966,463
Intangible assets, net	583,822	597,250	3,682,465	1,725,597	-	6,589,134
Other	75,215	167,879	152,211	62,576	171,503	629,384
Total						8,184,981
Capital expenditures	17,043	4,952	10,231	10,190	112	42,528
Depreciation and other amortization	21,551	21,353	85,177	60,590	519	189,190
2012						
Net sales	$ 795,240	$ 646,116	$ 703,835	$ 848,298	$ -	$ 2,993,489
Operating profit	244,691	179,824	187,246	223,335	(77,509)	757,587
Assets:						
Operating assets	225,620	199,016	232,527	251,721	24,731	933,615
Intangible assets, net	590,175	555,667	2,631,085	1,790,797	-	5,567,724
Other	100,102	80,230	114,834	51,044	223,555	569,765
Total						7,071,104
Capital expenditures	14,030	5,532	8,253	9,765	825	38,405
Depreciation and other amortization	21,754	19,671	50,309	62,629	385	154,748
2011						
Net sales	$ 737,356	$ 597,802	$ 610,617	$ 851,314	$ -	$ 2,797,089
Operating profit	208,188	157,960	148,376	202,877	(56,862)	660,539
Assets:						
Operating assets	219,180	194,527	176,893	237,719	19,824	848,143
Intangible assets, net	597,769	535,606	971,584	1,855,609	-	3,960,568
Other	32,054	64,753	49,599	31,911	332,389	510,706
Total						5,319,417
Capital expenditures	11,153	6,889	12,498	9,634	528	40,702
Depreciation and other amortization	23,119	18,177	34,224	64,329	294	140,143

Summarized data for Roper's U.S. and foreign operations (principally in Canada, Europe and Asia) for 2013, 2012 and 2011, based upon the country of origin of the Roper entity making the sale, was as follows (in thousands):

	United States	Non-U.S.	Eliminations	Total
2013				
Sales to unaffiliated customers	$ 2,400,592	$ 837,536	$ -	$ 3,238,128
Sales between geographic areas	141,529	121,431	(262,960)	-
Net sales	$ 2,542,121	$ 958,967	$ (262,960)	$ 3,238,128
Long-lived assets	$ 135,157	$ 36,266	$ -	$ 171,423
2012				
Sales to unaffiliated customers	$ 2,174,443	$ 819,046	$ -	$ 2,993,489
Sales between geographic areas	140,864	111,813	(252,677)	-
Net sales	$ 2,315,307	$ 930,859	$ (252,677)	$ 2,993,489
Long-lived assets	$ 125,015	$ 35,702	$ -	$ 160,717
2011				
Sales to unaffiliated customers	$ 1,985,756	$ 811,333	$ -	$ 2,797,089
Sales between geographic areas	153,121	229,583	(382,704)	-
Net sales	$ 2,138,877	$ 1,040,916	$ (382,704)	$ 2,797,089
Long-lived assets	$ 135,399	$ 35,729	$ -	$ 171,128

Export sales from the U.S. during the years ended December 31, 2013, 2012 and 2011 were $479 million, $459 million and $410 million, respectively. In the year ended December 31, 2013, these exports were shipped primarily to Asia (35%), Europe (19%), Canada (16%), Middle East (13%), South America (7%), South Pacific (5%) and other (5%).

Sales to customers outside the U.S. accounted for a significant portion of Roper's revenues. Sales are attributed to geographic areas based upon the location where the product is ultimately shipped. Roper's net sales for the years ended December 31, 2013, 2012 and 2011 are shown below by region, except for Canada, which is presented separately as it is the only country in which Roper has had greater than 5% of total sales for any of the three years presented (in thousands):

	Industrial Technology	Energy Systems and Controls	Medical and Scientific Imaging	RF Technology	Total
2013					
Canada	$ 109,361	$ 34,260	$ 25,502	$ 45,954	$ 215,077
Europe	108,644	153,807	168,394	62,825	493,670
Asia	65,622	136,934	103,931	8,134	314,621
Middle East	3,865	32,444	9,361	44,341	90,011
Rest of the world	26,716	82,956	17,856	11,865	139,393
Total	$ 314,208	$ 440,401	$ 325,044	$ 173,119	$ 1,252,772
2012					
Canada	$ 94,035	$ 39,836	$ 21,308	$ 47,371	$ 202,550
Europe	104,105	148,360	161,075	64,492	478,032
Asia	75,113	121,997	111,642	6,465	315,217
Middle East	3,846	47,866	4,613	30,125	86,450
Rest of the world	34,091	68,275	20,500	9,293	132,161
Total	$ 311,190	$ 426,334	$ 319,140	$ 157,746	$ 1,214,410
2011					
Canada	$ 64,864	$ 39,547	$ 21,127	$ 40,636	$ 166,174
Europe	110,656	148,767	162,725	88,741	510,889
Asia	67,093	118,565	86,807	8,833	281,298
Middle East	3,964	44,792	5,062	28,406	82,224
Rest of the world	33,721	63,064	17,194	9,790	123,769
Total	$ 280,298	$ 414,735	$ 292,915	$ 176,406	$ 1,164,354

(14) Concentration of Risk

Financial instruments which potentially subject the Company to credit risk consist primarily of cash, cash equivalents and trade receivables.

The Company maintains cash and cash equivalents with various major financial institutions. Cash equivalents include investments in commercial paper of companies with high credit ratings, investments in money market securities and securities backed by the U.S. Government. At times such amounts may exceed the F.D.I.C. limits. The Company limits the amount of credit exposure with any one financial institution and believes that no significant concentration of credit risk exists with respect to cash investments.

Trade receivables subject the Company to the potential for credit risk with customers. To reduce credit risk, the Company performs ongoing evaluations of its customers' financial condition.

(15) Quarterly Financial Data (unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in thousands, except per share data)			
2013				
Net sales	$ 737,135	$ 784,010	$ 827,810	$ 889,173
Gross profit	421,576	445,507	482,625	533,220
Income from operations	185,177	179,746	219,349	258,089
Net earnings	124,914	111,353	136,323	165,703
Earnings from continuing operations per common share:				
Basic	1.26	1.12	1.37	1.67
Diluted	1.25	1.11	1.36	1.65
2012				
Net sales	$ 711,066	$ 724,872	$ 747,641	$ 809,910
Gross profit	391,193	397,608	416,555	466,361
Income from operations	170,304	178,784	183,257	225,242
Net earnings	108,309	114,813	116,708	143,530
Earnings from continuing operations per common share:				
Basic	1.12	1.18	1.19	1.46
Diluted	1.09	1.15	1.17	1.44

The sum of the four quarters may not agree with the total for the year due to rounding.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

Schedule II – Consolidated Valuation and Qualifying Accounts
Years ended December 31, 2013, 2012 and 2011

	Balance at beginning of year	Additions charged to costs and expenses	Deductions	Other	Balance at end of year
			(in thousands)		
Allowance for doubtful accounts and sales allowances					
2013	$ 15,976	$ 1,350	$ (2,992)	$ 658	$ 14,992
2012	10,636	4,573	(2,403)	3,170	15,976
2011	10,349	2,816	(2,842)	313	10,636
Reserve for inventory obsolescence					
2013	$ 41,967	$ 11,360	$ (9,696)	$ (179)	$ 43,452
2012	35,224	14,736	(8,253)	260	41,967
2011	32,516	11,407	(8,848)	149	35,224

Deductions from the allowance for doubtful accounts represented the net write-off of uncollectible accounts receivable. Deductions from the inventory obsolescence reserve represented the disposal of obsolete items.

Other included the allowance for doubtful accounts and reserve for inventory obsolescence of acquired businesses at the dates of acquisition, the effects of foreign currency translation adjustments for those companies whose functional currency was not the U.S. dollar, reclassifications and other.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There have been no changes in accountants or disagreements with accountants on accounting and financial disclosures.

ITEM 9A. CONTROLS AND PROCEDURES

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control-Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2013. Our internal control over financial reporting as of December 31, 2013 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Our management excluded acquisitions completed during 2013 from its assessment of internal control over financial reporting as of December 31, 2013. These acquisitions are wholly-owned subsidiaries whose excluded aggregate assets represent 1.3%, and whose aggregate total revenues represent 2.3%, of the related consolidated financial statement amounts as of and for the year ended December 31, 2013.

Evaluation of Disclosure Controls and Procedures

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based on this evaluation, we have concluded that our disclosure controls and procedures are effective as of December 31, 2013.

Disclosure controls and procedures are our controls and other procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the fourth quarter of 2013 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

There were no disclosures of any information required to be filed on Form 8-K during the fourth quarter of 2013 that were not filed.

PART III

Except as otherwise indicated, the following information required by the Instructions to Form 10-K is incorporated herein by reference from the sections of the Roper Proxy Statement for the annual meeting of shareholders to be held on May 21, 2014 ("2014 Proxy Statement"), as specified below:

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

We incorporate the information required by this item by reference to our 2014 Proxy Statement.

ITEM 11. EXECUTIVE COMPENSATION

We incorporate the information required by this item by reference to our 2014 Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Other than the information set forth below, we incorporate the information required by this item by reference to our 2014 Proxy Statement.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information as of December 31, 2013 regarding compensation plans (including individual compensation arrangements) under which our equity securities are authorized for issuance.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Shareholders [1]	3,562,286	$ 78.75	5,714,062
Equity Compensation Plans Not Approved by Shareholders	-	-	-
Total	3,562,286	$ 78.75	5,714,062

[1] Consists of the Amended and Restated 2000 Stock Incentive Plan (no additional equity awards may be granted under this plan) and the Amended and Restated 2006 Incentive Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

We incorporate the information required by this item by reference to our 2014 Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

We incorporate the information required by this item by reference to our 2014 Proxy Statement.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this Annual Report.

(1) Consolidated Financial Statements: The following consolidated financial statements are included in Part II, Item 8 of this report.

Consolidated Balance Sheets as of December 31, 2013 and 2012

Consolidated Statements of Earnings for the years ended December 31, 2013, 2012 and 2011

Consolidated Statements of Stockholders' Equity and Comprehensive Earnings for the years ended December 31, 2013, 2012 and 2011

Consolidated Statements of Cash Flows for the years ended December 31, 2013, 2012 and 2011

Notes to Consolidated Financial Statements

(2) Consolidated Valuation and Qualifying Accounts for the years ended December 31, 2013, 2012 and 2011

(b) Exhibits

Exhibit No.	Description of Exhibit
[a]2.1	Stock Purchase Agreement, dated as of July 28, 2012 among Sunquest Holdings, Inc., the selling shareholders named therein and Roper Industries, Inc.
[b]3.1	Amended and Restated Certificate of Incorporation.
[c]3.2	Amended and Restated By-Laws.
[d]3.3	Certificate of Amendment, amending Restated Certificate of Incorporation.
[e]3.4	Certificate Eliminating References to Roper Industries, Inc.'s Series A Preferred Stock from the Certificate of Incorporation of Roper Industries, Inc. dated November 16, 2006.
[f]3.5	Certificate of Amendment, amending Restated Certificate of Incorporation.
[g]4.2	Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of November 28, 2003.
4.3	Form of Debt Securities (included in Exhibit 4.2).
[h]4.4	First Supplemental Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of December 29, 2003.
[i]4.5	Second Supplemental Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of December 7, 2004.
[j]4.6	Indenture between Roper Industries, Inc. and Wells Fargo Bank, dated as of August 4, 2008.
[k]4.7	Form of Note.
[l]4.8	Form of 2.05% Senior Notes due 2018.
[m]4.9	Form of 6.25% Senior Notes due 2019.
[n]4.10	Form of 1.850% Senior Notes due 2017.
4.11	Form of 3.125% Senior Notes due 2022. (included in Exhibit 4.10).
[o]10.01	Form of Amended and Restated Indemnification Agreement. †
[p]10.02	Employee Stock Purchase Plan, as amended and restated. †
[q]10.03	2000 Stock Incentive Plan, as amended. †
[r]10.04	Non-Qualified Retirement Plan, as amended. †
[s]10.05	Brian D. Jellison Employment Agreement, dated as of December 29, 2008. †
[t]10.06	Credit Agreement, dated as of July 27, 2012, among Roper Industries, Inc., as parent borrower, the foreign subsidiary borrowers of Roper Industries, Inc. from time to time parties thereto, the several lenders from time to time parties thereto, Bank of Tokyo-Mitsubishi UFJ Ltd., Barclays Bank PLC, Mizuho Corporate Bank, Ltd. and SunTrust Bank, as documentation agents, Wells Fargo Bank, N.A. and Bank of America Securities, N.A., as syndication agents, and JPMorgan Chase Bank, N.A., as administrative agent.
[u]10.07	Form of Executive Officer Restricted Stock Award Agreement. †
[u]10.08	Brian D. Jellison Restricted Stock Unit Award Agreement. †
[v]10.09	Offer letter for John Humphrey, dated March 31, 2006. †
[w]10.10	Amended and Restated 2006 Incentive Plan. †
[x]10.11	Form of Restricted Stock Agreement for Non-Employee Directors. †
[x]10.12	Form of Restricted Stock Agreement for Employees. †
[x]10.13	Form of Incentive Stock Option Agreement. †
[x]10.14	Form of Non-Statutory Stock Option Agreement. †
[y]10.15	Director Compensation Plan, as amended. †
[z]10.16	David B. Liner offer letter dated July 21, 2005. †
[z]10.17	Amendment to John Humphrey offer letter. †
[z]10.18	Amendment to David B. Liner offer letter. †
21.1	List of Subsidiaries, filed herewith.
23.1	Consent of Independent Registered Public Accountants, filed herewith.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer, filed herewith.
32.1	Section 1350 Certification of Chief Executive and Chief Financial Officers, filed herewith.
101.INS	XBRL Instance Document, furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document, furnished herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

[a]Incorporated herein by reference to Exhibit 2.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2012 (file no. 1-12273).

[b]Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed March 17, 2003 (file no. 1-12273), as amended by the Certificate Eliminating References to the Company's Series A Preferred Stock from the Certificate of Incorporation of Roper Industries, Inc. dated November 16, 2006, incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 17, 2006 (file no. 1-12273).

(c) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed April 24, 2012 (file no. 1-12273).
(d) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 9, 2006 (file no. 1-12273)
(e) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 17, 2006 (file no. 1-12273).
(f) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed on August 9, 2007 (file no. 1-12273).
(g) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 filed November 28, 2003 (file no. 333-110491).
(h) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed January 13, 2004 (file no. 1-12273).
(i) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed December 7, 2004 (file no. 1-12273).
(j) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed on November 7, 2008 (file no. 1-12273).
(k) Incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-3 filed July 29, 2008 (file no. 333-152590).
(l) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed June 6, 2013 (file no. 1-12273).
(m) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed September 2, 2009 (file no. 1-12273).
(n) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 21, 2012 (file no. 1-12273).
(o) Incorporated herein by reference to Exhibit 10.04 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 31, 1999 (file no. 1-12273).
(p) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2010 (file no. 1-12273).
(q) Incorporated herein by reference to Exhibit 10.05 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(r) Incorporated herein by reference to Exhibit 10.06 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(s) Incorporated herein by reference to Exhibit 10.07 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(t) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Current Report on Form 8-K filed August 2, 2012 (file no. 1-12273).
(u) Incorporated herein by reference to Exhibits 99.1 and 99.2 to the Roper Industries, Inc. Current Report on Form 8-K filed December 30, 2004 (file no. 1-12273).
(v) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 9, 2006 (file no. 1-12273).
(w) Incorporated herein by reference to Appendix A to the Roper Industries, Inc. Definitive Proxy Statement on Schedule 14A filed April 30, 2012 (file no. 1-12273).
(x) Incorporated herein by reference to Exhibits 10.2, 10.3, 10.4 and 10.5 to the Roper Industries, Inc. Current Report on Form 8-K filed December 6, 2006 (file no. 1-12273).
(y) Incorporated herein by reference to Exhibit 10.01 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed May 7, 2009 (file no. 1-12273).
(z) Incorporated herein by reference to Exhibits 10.20, 10.21 and 10.23 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).

†Management contract or compensatory plan or arrangement.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Roper has duly caused this Report to be signed on its behalf by the undersigned, therewith duly authorized.

ROPER INDUSTRIES, INC.
(Registrant)

By: /S/ BRIAN D. JELLISON — February 21, 2014
Brian D. Jellison, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of Roper and in the capacities and on the dates indicated.

/S/ BRIAN D. JELLISON Brian D. Jellison	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	February 21, 2014
/S/ JOHN HUMPHREY John Humphrey	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	February 21, 2014
/S/ PAUL J. SONI Paul J. Soni	Vice President and Controller (Principal Accounting Officer)	February 21, 2014
/S/ DAVID W. DEVONSHIRE David W. Devonshire	Director	February 21, 2014
/S/ JOHN F. FORT, III John F. Fort, III	Director	February 21, 2014
/S/ ROBERT D. JOHNSON Robert D. Johnson	Director	February 21, 2014

/S/ ROBERT E. KNOWLING Robert E. Knowling	Director	February 21, 2014
/S/ WILBUR J. PREZZANO Wilbur J. Prezzano	Director	February 21, 2014
/S/ RICHARD F. WALLMAN Richard F. Wallman	Director	February 21, 2014
/S/ CHRISTOPHER WRIGHT Christopher Wright	Director	February 21, 2014

Name of Subsidiary	Jurisdiction of Incorporation/Organization
3089554 Nova Scotia ULC	Canada
Abel Equipos, S.A.	Spain
Abel GmbH & Co. KG	Germany
Abel Pumpen GmbH	Germany
Abel Pumps, L.P.	Delaware
AC Analytical Controls B.V.	Netherlands
AC Analytical Controls Holding B.V.	Netherlands
AC Analytical Controls Services B.V.	Netherlands
Acton Research Corporation	Delaware
Advanced Sensors Limited	Ireland
Alpha Holdings of Delaware I LLC	Delaware
Alpha Holdings of Delaware II LLC	Delaware
Alpha Technologies B.V.	Netherlands
Alpha Technologies GmbH	Germany
Alpha Technologies Japan LLC	Delaware
Alpha Technologies Services LLC	Delaware
Alpha Technologies U.K.	United Kingdom
Alpha Technologies, s.r.o.	Czech Republic
Alpha UK Holdings LLC	Delaware
Amot Controls Corporation	Delaware
Amot Controls GmbH	Germany
Amot/Metrix Investment Company, Inc.	Delaware
Amphire Solutions, Inc.	Delaware
Amtech Systems (Hong Kong) Limited	Hong Kong
Amtech Systems, LLC	Delaware
Amtech World Corporation	Delaware
Ascension Technology Corporation	Delaware
Black Diamond Advanced Technology, LLC	Delaware
Cambridge Viscosity, Inc.	Delaware
CBORD Holdings Corp.	Delaware
Civco Holding, Inc.	Delaware
Civco Medical Instruments Co., Inc.	Iowa
CIVCO Medical Solutions B.V.	Netherlands
Compressor Controls (Beijing) Corporation Ltd.	China
Compressor Controls Corporation	Iowa
Compressor Controls Corporation B.V.	Netherlands
Compressor Controls Corporation Middle East	Delaware
Compressor Controls Corporation S.r.l.	Italy
Compressor Controls Mauritius Ltd.	Mauritius
Compressor Controls Pty Ltd.	Australia
Cornell Pump Company	Delaware
Cornell Pump Europe GmbH	Germany
DAP Technologies Corp.	Delaware
DAP Technologies Limited	United Kingdom
DAP Technologies LTD	Canada
DAT Solutions, LLC.	Delaware
DCMH Group Holdings, Inc.	Delaware
DCMH Group Holdings, LLC	Delaware
DCMH Holdings, Inc.	Delaware
Dynamic Instruments, Inc.	California
Dynisco (UK) Limited	United Kingdom
Dynisco Enterprises GmbH	Germany
Dynisco Enterprises, LLC	Delaware
Dynisco Europe GmbH	Germany
Dynisco Holding GmbH	Germany
Dynisco Hong Kong Holdings, Limited	Hong Kong
Dynisco Instruments LLC	Delaware
Dynisco Instruments S.a.r.l.	France
Dynisco LLC	Delaware
Dynisco Parent, Inc.	Delaware
Dynisco S.r.l.	Italy
Dynisco Shanghai Sensor and Instrument Co., Ltd.	China
Dynisco Spol, SRO	Czech Republic
Dynisco –Viatran (M) Sdn Bhd	Malaysia

Dynisco Viatran LLC	Delaware
Dynisco-Viatran Instruments Sdn Bhd	Malaysia
Fluid Metering, Inc.	Delaware
FMS Purchasing & Services, Inc.	Florida
FTI Flow Technology, Inc.	Delaware
Gatan GmbH	Germany
Gatan Inc.	Pennsylvania
Gatan Service Corporation	Pennsylvania
Getloaded Corporation	Delaware
Hansen Technologies Corporation	Illinois
Hansen Technologies Europe GmbH	Germany
Harbour Holding Corp.	Delaware
Hardy Process Solutions	California
Horizon Software International, LLC	Georgia
Inovonics Corporation	Colorado
Instill Corporation	Delaware
Integrated Designs, L.P.	Delaware
Intellitrans Canada Ltd.	Canada
IntelliTrans Limited	United Kingdom
Intellitrans Sweden AB	Sweden
Intellitrans, LLC	Delaware
ISL Finance SAS	France
ISL Holding, SNC	France
ISL S.A.S.	France
IT Canada Holdings, LLC	Delaware
iTradenetwork Limited	United Kingdom
iTradeNetwork, Inc.	Delaware
K/S Roper Finance	Denmark
Law 1059 Limited	United Kingdom
Link Logistics Holding LLC	Delaware
Logitech Limited	United Kingdom
Lumenera Corporation	Canada
Managed Health Care Associates, Inc.	Delaware
Marumoto Struers K.K.	Japan
Med Group I, Inc.	Delaware
MED Group Parent, Inc.	Delaware
Med Holdings, LLC	Delaware
Med Operating, LLC	Delaware
Media Cybernetics, Inc.	Delaware
Medical Equipment Distributors II, L.P.	Texas
Medical Equipment Distributors, Inc.	Delaware
MEDTEC, Inc.	Iowa
Metrix Instrument Co., L.P.	Delaware
MHA Long Term Care Network, Inc.	Delaware
Navigator Group Purchasing, Inc.	Tennessee
NDI Europe GmbH	Germany
Neptune Technology Group (Canada) Limited	Canada
Neptune Technology Group Inc.	Delaware
Neptune Technology Group Mexico S.de R.L. de C.V.	Mexico
Neptune Technology Group Mexico Services S. de R.L. de C.V.	Mexico
Neptune Technology Group Services Inc.	Delaware
Nippon Roper K.K.	Japan
Northern Digital Inc.	Canada
Off-Campus Advantage, LLC	Delaware
PAC Denmark ApS	Netherlands
PAC GmbH	Germany
PAC Instruments Asia PTE. Ltd.	Singapore
Petroleum Analyzer Company L.P.	Delaware
Quantitative Imaging Corporation	Canada
Rebate Tracking Group, LLC	Florida
Redlake MASD, LLC	Delaware
RI Marketing India Private Limited	India
RMT, Inc.	Arizona
Roda Deaco Valve Inc.	Canada
Roper Brasil Comercio E Promocao De Productos E Servicos LTDA	Brazil
Roper Canada Holdings, Inc.	Canada
Roper Canada Partners, Inc.	Canada
Roper Capital Deutschland GmbH	Germany

Roper Engineering s.r.o.	Czech Republic
Roper Europe GmbH	Germany
Roper Funding Deutschland GmbH & Co. KG	Germany
Roper Georgia, Inc.	Delaware
Roper Germany GmbH	Germany
Roper Germany GmbH & Co. KG	Germany
Roper Holdings Limited	United Kingdom
Roper Holdings, Inc.	Delaware
Roper Industrial Products Investment Company	Iowa
Roper Industries B.V.	Netherlands
Roper Industries Denmark ApS	Denmark
Roper Industries Deutschland GmbH	Germany
Roper Industries L.P.	Canada
Roper Industries Limited	United Kingdom
Roper Industries Manufacturing (Shanghai) Co., Ltd.	China
Roper Industries Mauritius Ltd.	Mauritius
Roper Industries UK Limited	United Kingdom
Roper International Holding, Inc.	Delaware
Roper LLC	Russian Federation
Roper Luxembourg Finance S.a.r.l.	Luxembourg
Roper Luxembourg Holdings S.a.r.l.	Luxembourg
Roper Luxembourg S.a.r.l.	Luxembourg
Roper Marketing India Private Limited	India
Roper NT LLC	Delaware
Roper Pump Company	Delaware
Roper Scientific B.V.	Netherlands
Roper Scientific GmbH	Germany
Roper Scientific SAS	France
Roper Scientific, Inc.	Delaware
Roper Scot LP	United Kingdom
Roper Southeast Asia LLC	Delaware
Roper Technologies, Inc.	Delaware
Roper UK Investments Limited	United Kingdom
Roper UK, Ltd.	United Kingdom
Roper-Mex, L.P.	Delaware
Ropintassco 1, LLC	Delaware
Ropintassco 2, LLC	Delaware
Ropintassco 3, LLC	Delaware
Ropintassco 4, LLC	Delaware
Ropintassco 5, LLC	Delaware
Ropintassco 6, LLC	Delaware
Ropintassco 7, LLC	Delaware
Ropintassco Holdings, L.P.	Delaware
Shanghai Roper Industries Trading Co., Ltd.	China
Sinmed Holding International B.V.	Netherlands
Star Purchasing Services, LLC	Wisconsin
Struers (Shanghai) International Trading Ltd.	China
Struers A/S	Denmark
Struers GmbH	Germany
Struers Inc.	Delaware
Struers Limited	United Kingdom
Struers Limited	Canada
Struers SAS	France
Student Advantage, LLC	Delaware
Sunquest Europe Limited	United Kingdom
Sunquest Holdings, Inc.	Delaware
Sunquest Information Systems (Europe) Limited	United Kingdom
Sunquest Information Systems (India) Private Limited	India
Sunquest Information Systems (International) Limited	United Kingdom
Sunquest Information Systems Canada, Inc.	Canada
Sunquest Information Systems, Inc.	Pennsylvania
Technolog Group Limited	United Kingdom
Technolog Holdings Ltd.	United Kingdom
Technolog Limited	United Kingdom
Technolog SARL	France
The CBORD Group, Inc.	Delaware
The Tidewater Healthcare Shared Services Group, Inc.	Pennsylvania
TLP Holdings, LLC	Delaware

Transcore Atlantic, Inc.	Delaware
Transcore CNUS, Inc.	Delaware
Transcore Holdings, Inc.	Delaware
TransCore ITS Australia Pty Ltd.	Australia
Transcore ITS, LLC	Delaware
Transcore Link Logistics Corporation	Canada
Transcore Nova Scotia Corporation	Canada
Transcore Partners, LLC	Delaware
Transcore Quebec Corporation Inc.	Canada
TransCore Transportation Solutions India Private Limited	India
TransCore Transportation Systems Mauritius Private Limited	Mauritius
Transcore, LP	Delaware
Trinity Integrated Systems Limited	United Kingdom
UHF Purchasing Services, LLC	Delaware
United Controls Group, Inc.	Ohio
Uson L.P.	Delaware
Uson Limited	United Kingdom
Utilitec Limited	United Kingdom
Utilitec Services Limited	United Kingdom
Utility Data Services Limited	United Kingdom
Verathon Holdings (Delaware) Inc	Delaware
Verathon Inc	Washington
Verathon Medical (Austrailia) Pty Limited	Australia
Verathon Medical (Canada) ULC	Canada
Verathon Medical (Europe) B.V.	Netherlands
Verathon Medical (France) SARL	France
Verathon Medical (Hong Kong) Limited	Hong Kong
Verathon Medical (Japan) K.K.	Japan
Verathon Medical (UK) Ltd.	United Kingdom
Verathon Medical Inc.	Washington
Viastar Services, LP	Texas
Viatran Corporation	New York
Walter Herzog GmbH	Germany
Zetec (Shanghai) Co., Ltd.	China
Zetec France	France
Zetec Korea, Inc.	Delaware
Zetec Rental LLC	Delaware
Zetec Services, Inc.	Delaware
Zetec, Inc.	Washington

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (Nos. 333-152590 and 333-184954) and Form S-8 (Nos. 33-71094, 333-35666, 333-35672, 333-35648, 333-105919, 333-135700, 333-36897, 333-105920 and 333-182779) of Roper Industries, Inc. of our report dated February 21, 2014 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10 -K.

/s/PricewaterhouseCoopers LLP
Tampa, Florida
February 21, 2014

Exhibit 31.1

I, Brian D. Jellison, certify that:

1. I have reviewed this Annual Report on Form 10-K of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2014

/s/ Brian D. Jellison
Brian D. Jellison
Chairman of the Board, President and
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

I, John Humphrey, certify that:

1. I have reviewed this Annual Report on Form 10-K of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 21, 2014

/s/ John Humphrey
John Humphrey
Executive Vice President,
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Roper Industries, Inc. (the "Company") on Form 10-K for the period ending December 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brian D. Jellison, Chief Executive Officer of the Company, and John Humphrey, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 21, 2014

/s/ Brian D. Jellison
Brian D. Jellison
Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

/s/ John Humphrey
John Humphrey
Executive Vice President,
Chief Financial Officer
(Principal Financial Officer)

This certificate is being made for the exclusive purpose of compliance of the Company with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be disclosed, distributed or used by any person or for any reason other than specifically required by law.

FORM 8-K

January 27, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

January 27, 2014

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

ROPER INDUSTRIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OR OTHER JURISDICTION OF INCORPORATION)

1-12273	51-0263969
(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)
6901 PROFESSIONAL PKWY. EAST, SUITE 200, SARASOTA, FLORIDA	34240
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

(941) 556-2601

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

(FORMER NAME OR ADDRESS, IF CHANGED SINCE LAST REPORT)

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 communication 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 January 27, 2014, Roper Industries, Inc. (the "Company") issued a press release containing information about the Company's results of operations for the quarter and year ended December 31, 2013. A copy of the press release is furnished as Exhibit 99.1.

In the press release, the Company uses several non-GAAP financial measures: Adjusted Revenue, Adjusted Operating Margin, Adjusted Net Earnings, Adjusted Diluted Earnings per Share, EBITDA and Free Cash Flow.

Business combination accounting rules require Roper to account for the fair value of deferred revenue assumed in connection with the Sunquest Information Systems, Inc. ("Sunquest") acquisition. The fair value is based on the assumed cost of having a third-party provide the relevant support services rather than the contracted amount under the contracts. Because the fair value is less than the contracted amount, Roper's GAAP revenues for the one year period

subsequent to the acquisition did not reflect the full amount of revenue that would have otherwise been recorded by Sunquest had they remained an independent company. The Adjusted Revenue measure is intended to reflect the full amount that Sunquest would have recognized as revenue, absent the fair value adjustment.

Business combination accounting rules require Roper to account for the fair value of accounts receivable at acquisition date for revenue that was "earned but not recognized" at the date of purchase of Managed Healthcare Associates, Inc. ("MHA"). Roper's GAAP revenues for the second and third quarters of 2013 did not reflect the full amount of revenue that would have otherwise been recorded by MHA had they remained an independent company. The Adjusted Revenue measure is intended to reflect the full amount that MHA would have recognized as revenue, absent the fair value adjustment.

The Adjusted Operating Margin reflects both of these fair value adjustments and also excludes a special charge in the second quarter of 2013 related to a vendor supplied component, which is recorded as operating expense. The Company believes these non-GAAP measures are useful to investors as a measure of the ongoing performance of its business.

EBITDA as shown in the press release is defined as net earnings plus (a) interest expense, (b) income taxes and (c) depreciation and amortization. The Company believes EBITDA is an important indicator of operational performance of the Company's business because it provides a link between profitability and operating cash flow. EBITDA as calculated by the Company is not necessarily comparable to similarly titled measures reported by other companies. In addition, EBITDA: (a) does not represent net income or cash flows from operations as defined by GAAP; (b) is not necessarily indicative of cash available to fund the Company's cash flow needs; and (c) should not be considered as an alternative to net earnings, operating income, cash flows from operating activities or the Company's other financial information determined under GAAP. The Company believes that the line on the Company's consolidated statement of operations entitled net earnings is the most directly comparable GAAP measure to EBITDA.

Free Cash Flow is defined as "Cash Provided by Operating Activities" ("Operating Cash Flow") as stated in Roper's Consolidated Statements of Cash Flows, reduced by capital expenditures. The Company believes that Free Cash Flow is useful to investors as a basis for comparing its performance with other companies. Roper's measure of Free Cash Flow may not be comparable to similar measures used by other companies.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*.

99.1 Press Release of the Company dated January 27, 2014.

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.

Roper Industries, Inc.
(Registrant)

BY: /s/ John Humphrey
John Humphrey,
Vice President and Chief Financial Officer

Date: January 27, 2014

EXHIBIT INDEX

Exhibit No.	**Description**
99.1	Press Release of the Company dated January 27, 2014

Exhibit 99.1

Contact Information:
Investor Relations
941-556-2601
investor-relations@roperind.com

Roper Industries, Inc.

Roper Industries Announces Record Results for Fourth Quarter and Full Year 2013

Fourth-Quarter Diluted Earnings Per Share of $1.65
Full-Year Operating Cash Flow Increased 18% to $803 million

Sarasota, Florida, January 27, 2014 ... Roper Industries, Inc. (NYSE: ROP) , a diversified growth company, reported financial results for the fourth quarter and full year ended December 31, 2013.

Roper reports full year results, including revenue, operating margin, net income and diluted earnings per share, on a GAAP and adjusted basis. Fourth quarter results are presented on a GAAP basis with no adjustments. Adjusted measures are reconciled to the corresponding GAAP measures at the end of this release.

Fourth Quarter 2013

Net earnings for the fourth quarter were $166 million or $1.65 per diluted share. Fourth quarter revenue was $889 million, 10% higher than in 2012 and 9% higher than 2012 fourth quarter adjusted revenue of $816 million. Orders increased 16% to $900 million, including 10% organic growth. Operating margin expanded to 29.0%. Operating cash flow in the quarter was $236 million, representing 27% of revenue.

"We are very pleased with our fourth-quarter performance, with record orders, revenue, margin and cash flow," said Brian Jellison, Roper's Chairman, President and CEO. "Gross margin in the quarter was 60.0% and EBITDA reached $307 million, or 34.5% of revenue. Our asset-light businesses in favorable niche markets continue to deliver exceptional results. Free cash flow in the quarter was $227 million, which represented 137% of net earnings."

Full Year 2013

2013 GAAP diluted earnings per share were $5.37 and adjusted diluted earnings per share were $5.65. GAAP revenue was $3.24 billion, an increase of 8% over the prior year, while adjusted revenue was $3.27 billion, an increase of 9%. GAAP operating margin increased 70 basis points to 26.0% and adjusted operating margin was 27.0%, a 130 basis point increase over the prior year.

"2013 was another outstanding year for Roper as we once again achieved record results for sales, orders, backlog, net earnings and cash flow." said Mr. Jellison. "We delivered $803 million of operating cash flow for the year and $760 million of free cash flow. In May, we acquired Managed Health Care Associates (MHA), which has already proven to be an exciting new growth platform. We ended the year with a strong balance sheet, including over $1.6 billion in cash and available liquidity."

2014 Outlook and Guidance

The company's guidance for 2014 is provided on a GAAP basis and excludes future acquisitions.

Roper expects 2014 full year diluted earnings per share (DEPS) between $6.05 and $6.25 with expected first quarter DEPS between $1.30 and $1.35. "We enter 2014 with record year-end backlog, exciting growth opportunities and an expectation for record performance," said Mr. Jellison.

Use of Non-GAAP Financial Information

The company supplements its consolidated financial statements presented on a GAAP basis with certain non-GAAP financial information to provide investors with greater insight, increase transparency and allow for a more comprehensive understanding of the information used by management in its financial and operational decision-making. Reconciliation of non-GAAP measures to their most directly comparable GAAP measures are included in the accompanying financial schedules or tables. The non-GAAP financial measures disclosed by the company should not be considered a substitute for, or superior to, financial measures prepared in accordance with GAAP, and the financial results prepared in accordance with GAAP and reconciliations from these results should be carefully evaluated.

Table 1: Q4 Revenue Growth Detail

	Q4 2012	Q4 2013	V%
GAAP Revenue	$810	$889	10%
Adjusted Revenue	$816	$889	9%
Adjusted Revenue Growth:			
Organic Growth			4%
Acquisitions			5%
Foreign Exchange			--
Total Growth			9%

Table 2: Free Cash Flow Reconciliation

	Q4 2013	FY 2013
Operating Cash Flow	236	803
Less: Capital Expenditures	(9)	(43)
Free Cash Flow	227	760

Table 3: EBITDA Reconciliation

	Q4 2013
Revenue (B)	$889.2
Net Earnings	165.7
Add: Interest Expense	20.1
Add: Income Taxes	71.6
Add: Depreciation & Amortization	49.7
EBITDA (A)	$307.1
% of Revenue (A) / (B)	34.5%

Conference Call to be Held at 8:30 AM (ET) Today

A conference call to discuss these results has been scheduled for 8:30 AM ET on Monday, January 27, 2014. The call can be accessed via webcast or by dialing +1 888-417-8465 (US/Canada) or +1 719-325-2432, using confirmation code 6035185. Webcast information and conference call materials will be made available in the Investors section of Roper's website (www.roperind.com) prior to the start of the call. Telephonic replays will be available for up to two weeks by calling +1 719-457-0820 and using the access code 6035185.

About Roper Industries

Roper Industries is a diversified growth company and is a constituent of the S&P 500, Fortune 1000, and the Russell 1000 indices. Roper provides engineered products and solutions for global niche markets, including software information networks, medical, water, energy, and transportation. Additional information about Roper is available on the company's website at

www.roperind.com.

The information provided in this press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements include, among others, statements regarding operating results, the success of our internal operating plans, and the prospects for newly acquired businesses to be integrated and contribute to future growth, profit and cash flow expectations. Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those contained in any forward-looking statement. Such risks and uncertainties include our ability to integrate acquisitions and realize expected synergies. We also face other general risks, including our ability to realize cost savings from our operating initiatives, general economic conditions, unfavorable changes in foreign exchange rates, difficulties associated with exports, risks associated with our international operations, difficulties in making and integrating acquisitions, risks associated with newly acquired businesses, increased product liability and insurance costs, increased warranty exposure, future competition, changes in the supply of, or price for, parts and components, environmental compliance costs and liabilities, risks and cost associated with asbestos related litigation and potential write-offs of our substantial intangible assets, and risks associated with obtaining governmental approvals and maintaining regulatory compliance for new and existing products. Important risks may be discussed in current and subsequent filings with the SEC. You should not place undue reliance on any forward-looking statements. These statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

# # #

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (unaudited)
(Amounts in thousands)

ASSETS	December 31, 2013	December 31, 2012
CURRENT ASSETS:		
Cash and cash equivalents	$ 459,720	$ 370,590
Accounts receivable	519,075	526,408
Inventories	204,923	190,867
Unbilled receivable	86,945	72,193
Deferred taxes	64,464	41,992
Other current assets	38,210	43,492
Total current assets	1,373,337	1,245,542
PROPERTY, PLANT AND EQUIPMENT, NET	117,310	110,397
OTHER ASSETS:		
Goodwill	4,549,998	3,868,857
Other intangible assets, net	2,039,136	1,698,867
Deferred taxes	28,773	78,644
Other assets	76,427	68,797
Total other assets	6,694,334	5,715,165
TOTAL ASSETS	$ 8,184,981	$ 7,071,104
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 150,313	$ 138,340
Accrued compensation	107,953	110,724
Deferred revenue	209,332	185,912
Other accrued liabilities	153,712	128,351
Income taxes payable	4,275	-
Deferred taxes	6,490	3,868
Current portion of long-term debt	11,016	519,015
Total current liabilities	643,091	1,086,210
NONCURRENT LIABILITIES:		
Long-term debt	2,453,836	1,503,107
Deferred taxes	783,805	707,278
Other liabilities	91,199	86,783
Total liabilities	3,971,931	3,383,378
STOCKHOLDERS' EQUITY:		
Common stock	1,013	1,006
Additional paid-in capital	1,229,233	1,158,001
Retained earnings	2,959,196	2,489,858
Accumulated other comprehensive earnings	43,083	58,537
Treasury stock	(19,475)	(19,676)
Total stockholders' equity	4,213,050	3,687,726
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 8,184,981	$ 7,071,104

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)
(Amounts in thousands, except per share data)

	Three months ended December 31,		Twelve months ended December 31,	
	2013	2012	2013	2012
Net sales	$ 889,173	$ 809,910	$3,238,128	$2,993,489
Cost of sales	355,953	343,549	1,355,200	1,321,772
Gross profit	533,220	466,361	1,882,928	1,671,717
Selling, general and administrative expenses	275,131	241,119	1,040,567	914,130
Income from operations	258,089	225,242	842,361	757,587
Interest expense	20,115	20,509	88,039	67,525
Loss on extinguishment of debt	-	-	-	(1,043)
Other income/(expense)	(645)	106	(192)	(2,338)
Earnings from continuing operations before income taxes	237,329	204,839	754,130	686,681
Income taxes	71,626	61,309	215,837	203,321
Net Earnings	$ 165,703	$ 143,530	$ 538,293	$ 483,360
Earnings per share:				
Basic	$ 1.67	$ 1.46	$ 5.43	$ 4.95
Diluted	$ 1.65	$ 1.44	$ 5.37	$ 4.86
Weighted average common and common equivalent shares outstanding:				
Basic	99,315	98,422	99,123	97,702
Diluted	100,380	99,576	100,209	99,558

Roper Industries, Inc. and Subsidiaries
Selected Segment Financial Data (unaudited)
(Amounts in thousands and percents of net sales)

	Three months ended December 31,				Twelve months ended December 31,			
	2013		2012		2013		2012	
	Amount	%	Amount	%	Amount	%	Amount	%
Net sales:								
Industrial Technology	$ 199,098		$ 197,152		$ 779,564		$ 795,240	
Energy Systems & Controls	195,889		184,608		651,920		646,116	
Medical & Scientific Imaging	256,542		217,628		902,281		703,835	
RF Technology	237,644		210,522		904,363		848,298	
Total	$ 889,173		$ 809,910		$3,238,128		$2,993,489	
Gross profit:								
Industrial Technology(1)	$ 101,873	51.2%	$ 106,178	53.9%	$ 398,287	51.1%	$ 410,180	51.6%
Energy Systems & Controls	117,778	60.1%	109,291	59.2%	374,209	57.4%	363,616	56.3%
Medical & Scientific Imaging(2)	184,272	71.8%	139,084	63.9%	624,990	69.3%	453,495	64.4%
RF Technology	129,297	54.4%	111,808	53.1%	485,442	53.7%	444,426	52.4%
Total	$ 533,220	60.0%	$ 466,361	57.6%	$1,882,928	58.1%	$ 1,671,717	55.8%
Operating profit*:								
Industrial Technology(1)	$ 58,775	29.5%	$ 64,480	32.7%	$ 223,053	28.6%	$ 244,691	30.8%
Energy Systems & Controls	65,247	33.3%	61,075	33.1%	183,679	28.2%	179,824	27.8%
Medical & Scientific Imaging(2)	88,739	34.6%	62,015	28.5%	268,172	29.7%	187,246	26.6%
RF Technology	69,704	29.3%	56,819	27.0%	253,532	28.0%	223,335	26.3%
Total	$ 282,465	31.8%	$ 244,389	30.2%	$ 928,436	28.7%	$ 835,096	27.9%
Net Orders:								
Industrial Technology	$ 190,475		$ 185,285		$ 772,337		$ 783,362	
Energy Systems & Controls	207,155		175,596		673,569		634,051	
Medical & Scientific Imaging	270,157		208,784		958,830		703,034	
RF Technology	232,338		209,399		943,757		871,225	
Total	$ 900,125		$ 779,064		$3,348,493		$2,991,672	

* Operating profit is before unallocated corporate general and administrative expenses. These expenses were $24,376 and $19,147 for the three months ended December 31, 2013 and 2012, respectively, and $86,075 and $77,509 for the twelve months ended December 31, 2013 and 2012, respectively.

(1) Includes a favorable fourth quarter 2012 accounts payable correction of $5.5 million.

(2) Includes a fourth quarter 2012 charge for inventory and tooling for a medical product line of $4.0 million.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)
(Amounts in thousands)

	Twelve months ended December 31,	
	2013	**2012**
Net earnings	$ 538,293	$ 483,360
Non-cash items:		
Depreciation	37,756	37,888
Amortization	151,434	116,860
Stock-based compensation expense	53,133	40,773
Income taxes	(6,427)	(15,988)
Changes in assets and liabilities:		
Receivables	18,046	(21,577)
Inventory	(12,687)	18,361
Accounts payable	9,014	(8,480)
Accrued liabilities	14,291	17,689
Other, net	(300)	8,966
Cash provided by operating activities	802,553	677,852
Business acquisitions, net of cash acquired	(1,074,413)	(1,467,772)
Capital expenditures	(42,528)	(38,405)
Other, net	1,078	632
Cash used by investing activities	(1,115,863)	(1,505,545)
Principal debt borrowings	800,000	900,000
Principal debt payments	(503,702)	(57,304)
Revolver borrowings (payments), net	150,000	100,000
Debt issuance costs	(7,717)	(12,213)
Dividends	(49,092)	(69,903)
Excess tax benefit from share-based payment	11,709	30,747
Proceeds from stock-based compensation, net	7,944	37,679
Redemption premium on convertible debt	(9,124)	(76,641)
Other, net	3,615	1,505
Cash provided by (used in) financing activities	403,633	853,870
Effect of exchange rate changes on cash	(1,193)	6,312
Net increase in cash and equivalents	89,130	32,489
Cash and equivalents, beginning of period	370,590	338,101
Cash and equivalents, end of period	$ 459,720	$ 370,590

ROPER INDUSTRIES INC.
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS - RECONCILIATION OF GAAP TO NON-GAAP (Adjusted)
(Amounts in thousands, except per share data)

		Adjustments			
	2013 Year-To-Date GAAP	Sunquest Fair Value Adjustment to Acquired Deferred Revenue	MHA Purchase Accounting Adjustment To Revenue	Special Charge Related to Vendor-Supplied Component	**2013 Year-To-Date Adjusted Non-GAAP**
Net Orders	$ 3,348,493	$ -	$ 26,433	$ -	$ 3,374,926
Net Sales	$ 3,238,128	$ 6,980	$ 26,433	$ -	$ 3,271,541
Cost of Sales	1,355,200	-	-		1,355,200
Gross Profit	1,882,928	6,980	26,433		1,916,341
Selling, general and administrative expenses	954,492	-	-	(9,100)	945,392
Segment income from operations	928,436	6,980	26,433	9,100	970,949
Corporate general and administrative expenses	86,075	-	-	-	86,075
Income from operations	842,361	6,980	26,433	9,100	884,874
Interest Expense	88,039	-	-	-	88,039
Other income (expense)	(192)	-	-	-	(192)
Earnings from continuing operations before income taxes	754,130	6,980	26,433	9,100	796,643
IncomeTaxes (1)	215,837	2,443	9,252	3,185	230,717
Tax Rate	*28.6%*	*35.0%*	*35.0%*	*35.0%*	*29.0%*
Net Earnings	**$ 538,293**	**$ 4,537**	**$ 17,181**	**$ 5,915**	**$ 565,926**
Weighted average common shares outstanding	**100,209**				**100,209**
Diluted earnings per share	**$ 5.37**				**$ 5.65**

(1) For the adjustment, the company used a 35% tax rate, as these adjustments are US-based items and 35% is the statutory tax rate in the United States

FORM 10-Q

November 8, 2013

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 September 30, 2013.

OR

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

Commission File Number 1-12273

ROPER INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**51-0263969** (I.R.S. Employer Identification No.)
6901 Professional Pkwy. East, Suite 200 **Sarasota, Florida** (Address of principal executive offices)	**34240** (Zip Code)

(941) 556-2601
(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 the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

☑ Large accelerated filer	☐ Accelerated filer
☐ Non-accelerated filer (do not check if smaller reporting company)	☐ Smaller reporting company

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☑ No

The number of shares outstanding of the Registrant's common stock as of November 1, 2013 was 99,309,540.

ROPER INDUSTRIES, INC.

REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2013

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)
(in thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net sales	$ 827,810	$ 747,641	$ 2,348,955	$ 2,183,579
Cost of sales	345,185	331,086	999,247	978,223
Gross profit	482,625	416,555	1,349,708	1,205,356
Selling, general and administrative expenses	263,276	233,298	765,436	673,011
Income from operations	219,349	183,257	584,272	532,345
Interest expense	24,705	16,456	67,924	47,016
Loss on extinguishment of debt	-	1,043	-	1,043
Other income/(expense), net	409	(1,380)	453	(2,444)
Earnings before income taxes	195,053	164,378	516,801	481,842
Income taxes	58,730	47,670	144,211	142,012
Net earnings	$ 136,323	$ 116,708	$ 372,590	$ 339,830
Net earnings per share:				
Basic	$ 1.37	$ 1.19	$ 3.76	$ 3.49
Diluted	1.36	1.17	3.72	3.41
Weighted average common shares outstanding:				
Basic	99,207	97,876	99,058	97,460
Diluted	100,302	99,757	100,152	99,543
Dividends declared per common share	$ 0.1650	$ 0.1375	$ 0.4950	$ 0.4125

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (unaudited)
(in thousands)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net earnings	$ 136,323	$ 116,708	$ 372,590	$ 339,830
Other comprehensive income/(loss), net of tax:				
Foreign currency translation adjustments	31,902	36,395	(10,219)	22,348
Total other comprehensive income/(loss), net of tax	31,902	36,395	(10,219)	22,348
Comprehensive income	$ 168,225	$ 153,103	$ 362,371	$ 362,178

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (unaudited)
(in thousands)

	September 30, 2013	December 31, 2012
ASSETS:		
Cash and cash equivalents	$ 459,980	$ 370,590
Accounts receivable, net	505,284	526,408
Inventories, net	204,722	190,867
Deferred taxes	88,421	41,992
Unbilled receivables	85,375	72,193
Other current assets	45,417	43,492
Total current assets	1,389,199	1,245,542
Property, plant and equipment, net	117,785	110,397
Goodwill	4,541,772	3,868,857
Other intangible assets, net	2,051,685	1,698,867
Deferred taxes	68,048	78,644
Other assets	77,086	68,797
Total assets	$ 8,245,575	$ 7,071,104
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Accounts payable	$ 142,987	$ 138,340
Accrued compensation	100,901	110,724
Deferred revenue	212,275	185,912
Other accrued liabilities	153,293	128,351
Deferred taxes	12,431	3,868
Current portion of long-term debt, net	12,250	519,015
Total current liabilities	634,137	1,086,210
Long-term debt, net of current portion	2,593,607	1,503,107
Deferred taxes	862,986	707,278
Other liabilities	92,032	86,783
Total liabilities	4,182,762	3,383,378
Commitments and contingencies (Note 10)		
Common stock	1,013	1,006
Additional paid-in capital	1,219,648	1,158,001
Retained earnings	2,813,356	2,489,858
Accumulated other comprehensive earnings	48,318	58,537
Treasury stock	(19,522)	(19,676)
Total stockholders' equity	4,062,813	3,687,726
Total liabilities and stockholders' equity	$ 8,245,575	$ 7,071,104

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)
(in thousands)

	Nine months ended September 30,	
	2013	2012
Cash flows from operating activities:		
Net earnings	$ 372,590	$ 339,830
Adjustments to reconcile net earnings to cash flows from operating activities:		
Depreciation and amortization of property, plant and equipment	28,269	28,402
Amortization of intangible assets	111,210	82,398
Amortization of deferred financing costs	2,916	1,750
Non-cash stock compensation	40,040	30,143
Changes in operating assets and liabilities, net of acquired businesses:		
Accounts receivable	43,101	6,685
Unbilled receivables	(13,257)	(2,698)
Inventories	(15,202)	(2,985)
Accounts payable and accrued liabilities	13,055	(8,617)
Income taxes	(12,643)	(14,258)
Other, net	(3,306)	5,564
Cash provided by operating activities	566,773	466,214
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(1,014,952)	(1,445,549)
Capital expenditures	(33,349)	(29,236)
Proceeds from sale of assets	1,740	1,196
Other, net	(144)	(542)
Cash used in investing activities	(1,046,705)	(1,474,131)
Cash flows from financing activities:		
Proceeds from senior notes	800,000	-
Payment of senior notes	(500,000)	-
Borrowings/(payments) under revolving line of credit, net	290,000	1,050,000
Principal payments on convertible notes	(2,115)	(26,826)
Cash premiums paid on convertible note conversions	(5,100)	(19,149)
Debt issuance costs	(7,717)	(4,551)
Cash dividends to stockholders	(32,706)	(40,102)
Proceeds from stock based compensation, net	16,839	40,105
Stock award tax excess windfall benefit	7,763	19,873
Treasury stock sales	1,833	1,623
Other	723	(979)
Cash provided by financing activities	569,520	1,019,994
Effect of foreign currency exchange rate changes on cash	(198)	4,931
Net increase in cash and cash equivalents	89,390	17,008
Cash and cash equivalents, beginning of period	370,590	338,101
Cash and cash equivalents, end of period	$ 459,980	$ 355,109

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Changes in Stockholders' Equity (unaudited)
(in thousands)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive earnings	Treasury stock	Total
Balances at December 31, 2012	$ 1,006	$ 1,158,001	$ 2,489,858	$ 58,537	$ (19,676)	$ 3,687,726
Net earnings	-	-	372,590	-	-	372,590
Stock option exercises	4	20,446	-	-	-	20,450
Treasury stock sold	-	1,679	-	-	154	1,833
Currency translation adjustments, net of $889 tax	-	-	-	(10,219)	-	(10,219)
Stock based compensation	-	40,201	-	-	-	40,201
Restricted stock activity	3	(3,598)	-	-	-	(3,595)
Stock option tax benefit, net of shortfalls	-	7,632	-	-	-	7,632
Conversion of senior subordinated convertible notes, net of $386 tax		(4,713)	-	-	-	(4,713)
Dividends declared	-	-	(49,092)	-	-	(49,092)
Balances at September 30, 2013	$ 1,013	$ 1,219,648	$ 2,813,356	$ 48,318	$ (19,522)	$ 4,062,813

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (unaudited)
September 30, 2013

1. Basis of Presentation

The accompanying condensed consolidated financial statements for the three and nine month periods ended September 30, 2013 and 2012 are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which include only normal recurring adjustments, necessary to state fairly the financial position, results of operations, comprehensive income and cash flows of Roper Industries, Inc. and its subsidiaries ("Roper" or the "Company") for all periods presented. The December 31, 2012 financial position data included herein was derived from the audited consolidated financial statements included in the 2012 Annual Report on Form 10-K ("Annual Report") filed on February 25, 2013 with the Securities and Exchange Commission ("SEC") but does not include all disclosures required by U.S. generally accepted accounting principles ("GAAP").

Roper's management has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these condensed consolidated financial statements in conformity with GAAP. Actual results could differ from those estimates.

The results of operations for the three and nine month periods ended September 30, 2013 are not necessarily indicative of the results to be expected for the full year. You should read these unaudited condensed consolidated financial statements in conjunction with Roper's consolidated financial statements and the notes thereto included in its Annual Report.

2. Recent Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") establishes changes to accounting principles under GAAP in the form of accounting standards updates ("ASUs") to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all ASUs. Any ASUs not listed below were assessed and determined to be either not applicable or are expected to have an immaterial impact on the Company's results of operations, financial position or cash flows.

In July 2012, the FASB issued an amendment to accounting rules related to the testing of indefinite-lived intangibles. The new accounting rules permit an entity to first assess qualitative factors to determine if it is more likely than not that an indefinite-lived asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test prescribed under current accounting rules. Roper adopted this guidance on January 1, 2013. The guidance did not have an impact on the Company's results of operations, financial position or cash flows.

3. Earnings Per Share

Basic earnings per share were calculated using net earnings and the weighted average number of shares of common stock outstanding during the respective period. Diluted earnings per share were calculated using net earnings and the weighted average number of shares of common stock and potential common stock outstanding during the respective period. Potentially dilutive common stock consisted of stock options and the premium over the conversion price on Roper's senior subordinated convertible notes based upon the trading price of Roper's common stock. The effects of potential common stock were determined using the treasury stock method. Weighted average shares outstanding are as shown below (in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Basic shares outstanding	99,207	97,876	99,058	97,460
Effect of potential common stock:				
Common stock awards	905	1,017	894	1,077
Senior subordinated convertible notes	190	864	200	1,006
Diluted shares outstanding	100,302	99,757	100,152	99,543

For the three and nine month periods ended September 30, 2013 there were 551,850 and 601,350 outstanding stock options, respectively, that were not included in the determination of diluted earnings per share because doing so would have been antidilutive; this compares to 540,266 and 589,666 outstanding stock options, respectively, that would have been antidilutive for the three and nine month periods ended September 30, 2012.

4. Business Acquisitions

On May 1, 2013, Roper acquired 100% of the shares of Managed Health Care Associates, Inc. ("MHA"), in a $1.0 billion all-cash transaction. MHA is a leading provider of services and technologies to support the diverse and complex needs of alternate site health care providers who deliver services outside of an acute care hospital setting. The acquisition of MHA complements and expands the Company's medical

platform. MHA is reported in the Medical & Scientific Imaging segment.

During the nine month period ended September 30, 2013, the Company expensed transaction costs of $2.5 million related to the acquisition as corporate general and administrative expenses, as incurred.

The following table (in thousands) summarizes the fair values of the assets acquired and liabilities assumed at the date of acquisition. The allocation of the purchase price is considered preliminary pending tax-related adjustments. Pro forma data has not been provided as the acquisition of MHA was not material to the Company's operations.

Current assets	$ 59,813
Identifiable intangibles	465,500
Goodwill	680,732
Other assets	5,798
Total assets acquired	1,211,843
Current liabilities	(24,717)
Long-term deferred tax liability	(165,052)
Other liabilities	(6,524)
Net assets acquired	$ 1,015,550

The fair value of current assets acquired also includes an adjustment of $35.0 million for administrative fees related to customer purchases that occurred prior to the acquisition date but not reported to MHA until after the acquisition date. In the ordinary course, these administrative fees are recorded as revenue when reported; however, GAAP accounting for business acquisitions requires the Company to estimate the amount of purchases occurring prior to the acquisition date and record the fair value of the administrative fees to be received from those purchases as an accounts receivable at the date of acquisition. The Company also recorded a fair value liability of $8.6 million included in current liabilities related to corresponding revenue-share obligation owed to customers that generated the administrative fees. Both of these fair value adjustments were fully amortized as of September 30, 2013.

The majority of the goodwill is not expected to be deductible for tax purposes. Of the $466 million of intangible assets acquired, $28 million was assigned to trade names that are not subject to amortization. The remaining $438 million of acquired intangible assets have a weighted-average useful life of approximately 20 years. The intangible assets that make up that amount include customer relationships of $433 million (20 year weighted-average useful life) and technology of $5 million (3 year weighted-average useful life).

On August 22, 2012, Roper acquired 100% of the shares of Sunquest Information Systems, Inc. ("Sunquest"). Roper's results for the quarter ended September 30, 2012 included results from Sunquest between August 22, 2012 and September 30, 2012. In that period, Sunquest contributed $21.0 million in revenue and $0.2 million of earnings (inclusive of deal-related costs) to Roper's results. The following unaudited pro forma summary presents consolidated information as if the acquisition of Sunquest had occurred on January 1, 2011. This supplemental pro forma information does not purport to be indicative of what would have occurred had the acquisition of Sunquest been completed on January 1, 2011, nor is it indicative of any future results. Amounts shown are in thousands, except per share data:

	Three months ended September 30, 2012	Nine months ended September 30, 2012
Sales	$ 780,278	$ 2,320,497
Net income	128,226	380,046
Earnings per share, basic	1.31	3.90
Earnings per share, diluted	1.29	3.82

Pro forma earnings for the three and nine months ended September 30, 2012 were adjusted by $41.3 million and $50.6 million, respectively, for non-recurring acquisition and other costs as well as recurring changes in amortization, interest expense and taxes related to the acquisition.

5. Stock Based Compensation

The Roper Industries, Inc. Amended and Restated 2006 Incentive Plan (the "Plan") is a stock based compensation plan used to grant incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights or equivalent instruments to Roper's employees, officers and directors.

Roper's stock purchase plan allows employees in the U.S. and Canada to designate up to 10% of eligible earnings to purchase Roper's common stock at a 5% discount to the average closing price of the stock at the beginning and end of a quarterly offering period. The common stock sold to the employees may be either treasury stock, stock purchased on the open market, or newly issued shares.

The following table provides information regarding the Company's stock based compensation expense (in thousands):

	Three months ended September 30,	Nine months ended September 30,

	2013	2012	2013	2012
Stock based compensation	$ 13,756	$ 10,439	$ 40,040	$ 30,143
Tax effect recognized in net income	4,814	3,654	14,014	10,550
Windfall tax benefit, net	2,075	9,009	7,632	19,975

Stock Options - In the nine month period ended September 30, 2013, 560,350 options were granted with a weighted average fair value of $36.87 per option. During the same period in 2012, 531,100 options were granted with a weighted average fair value of $30.19 per option. All options were issued at grant date fair value, which is defined by the Plan as the closing price of Roper's common stock on the date of grant.

Roper records compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model. Historical data, among other factors, is used to estimate the expected price volatility, the expected dividend yield, the expected option life and the expected forfeiture rate. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the estimated life of the option. The following weighted average assumptions were used to estimate the fair value of options granted during the current and prior year periods using the Black-Scholes option-pricing model:

	Nine months ended September 30,	
	2013	2012
Fair value per share ($)	36.87	30.19
Risk-free interest rate (%)	0.80	0.77
Expected option life (years)	5.19	5.24
Expected volatility (%)	36.20	36.51
Expected dividend yield (%)	0.57	0.58

Cash received from option exercises for the nine months ended September 30, 2013 and 2012 was $20.5 million and $40.1 million, respectively.

Restricted Stock Awards - During the nine months ended September 30, 2013, 357,240 restricted stock awards were granted with a weighted average fair value of $116.76 per restricted share. During the same period in 2012, 358,807 awards were granted with a weighted average fair value of $95.10 per restricted share. All grants were issued at grant date fair value.

During the nine months ended September 30, 2013, 123,762 restricted awards vested with a weighted average grant date fair value of $63.65 per restricted share, at a weighted average vest date fair value of $120.92 per restricted share.

Employee Stock Purchase Plan - During the nine month periods ended September 30, 2013 and 2012, participants of the employee stock purchase plan purchased 15,458 and 17,410 shares, respectively, of Roper's common stock for total consideration of $1.8 million and $1.6 million, respectively. All shares were purchased from Roper's treasury shares.

6. Inventories

The components of inventories at September 30, 2013 and December 31, 2012 were as follows (in thousands)

	September 30, 2013	December 31, 2012
Raw materials and supplies	$ 128,809	$ 121,573
Work in process	33,133	29,725
Finished products	88,614	81,536
Inventory reserves	(45,834)	(41,967)
	$ 204,722	$ 190,867

7. Goodwill and Other Intangible Assets

The carrying value of goodwill by segment is as follows (in thousands):

	Industrial Technology	Energy Systems & Controls	Medical & Scientific Imaging	RF Technology	Total
Balances at December 31, 2012	$ 421,755	$ 404,057	$ 1,772,402	$ 1,270,643	$ 3,868,857
Additions	-	-	680,732	-	680,732
Other	-	2,660	(4,283)	445	(1,178)
Currency translation adjustments	1,929	(215)	(7,084)	(1,269)	(6,639)
Balances at September 30, 2013	$ 423,684	$ 406,502	$ 2,441,767	$ 1,269,819	$ 4,541,772

Other intangible assets are comprised of (in thousands):

	Cost	Accumulated amortization	Net book value
Assets subject to amortization:			
Customer related intangibles	$ 1,509,339	$ (379,535)	$ 1,129,804
Unpatented technology	198,609	(97,487)	101,122
Software	160,520	(44,256)	116,264
Patents and other protective rights	40,399	(20,312)	20,087
Trade secrets	1,500	(1,500)	-
Assets not subject to amortization:			
Trade names	331,590	-	331,590
Balances at December 31, 2012	$ 2,241,957	$ (543,090)	$ 1,698,867
Assets subject to amortization:			
Customer related intangibles	$ 1,939,270	$ (456,068)	$ 1,483,202
Unpatented technology	212,049	(116,355)	95,694
Software	160,496	(54,777)	105,719
Patents and other protective rights	30,390	(22,017)	8,373
Trade secrets	1,500	(1,500)	-
Assets not subject to amortization:			
Trade names	358,697	-	358,697
Balances at September 30, 2013	$ 2,702,402	$ (650,717)	$ 2,051,685

Amortization expense of other intangible assets was $108,223 and $79,335 during the nine months ended September 30, 2013 and 2012, respectively.

8. Debt

On June 6, 2013, the Company completed a public offering of $800 million aggregate principal amount of 2.05% senior unsecured notes due October 1, 2018. The notes were issued at 99.791% of their principal amount. The net proceeds were used to pay a portion of the outstanding revolver balance under Roper's revolving credit facility.

The notes bear interest at a fixed rate of 2.05% per year, payable semi-annually in arrears on April 1 and October 1 of each year, beginning October 1, 2013.

Roper may redeem some or all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of its existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of Roper's subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of its subsidiaries.

On August 15, 2013, $500 million of senior notes matured, and were repaid using borrowings from the Company's $1.5 billion revolving credit facility.

Roper's 3.75% senior subordinated convertible notes due 2034 became convertible on January 15, 2009. During the nine month period ended September 30, 2013, 4,471 notes were converted for $7.1 million in cash. No gain or loss was recorded upon these conversions. In addition, a related $0.4 million deferred tax liability associated with excess deductions recorded for tax purposes was relieved to additional paid-in capital upon the conversions.

At September 30, 2013, the conversion price on the outstanding notes was $470.55. If converted at September 30, 2013, the value would exceed the $10 million principal amount of the notes by approximately $25 million and could result in the issuance of 190,306 shares of Roper's common stock.

9. Fair Value of Financial Instruments

Roper's debt at September 30, 2013 included $2.2 billion of fixed-rate senior notes with the following fair values (in millions):

$400 million senior notes due 2017	$ 398
$800 million senior notes due 2018	786
$500 million senior notes due 2019	583
$500 million senior notes due 2022	468

The fair values of the senior notes are based on the trading prices of the notes, which the Company has determined to be Level 2 in the FASB fair value hierarchy. Short-term debt included $10 million of fixed-rate convertible notes which were at fair value due to the ability of

note holders to exercise the conversion option of the notes.

On August 15, 2013, an aggregate notional amount of $500 million in interest rate swaps expired. The swaps had been designated as fair value hedges which had effectively changed Roper's $500 million senior notes due 2013 with a fixed interest rate of 6.625% to a variable-rate obligation at a weighted average spread of 4.377% plus the 3 month London Interbank Offered Rate ("LIBOR").

10. Contingencies

Roper, in the ordinary course of business, is the subject of, or a party to, various pending or threatened legal actions, including product liability and employment practices. The Company is vigorously contesting all lawsuits that, in general, are based upon claims of the kind that have been customary over the past several years. After analyzing the Company's contingent liabilities on a gross basis and, based upon past experience with resolution of its product liability and employment practices claims and the limits of the primary, excess, and umbrella liability insurance coverages that are available with respect to pending claims, management believes that adequate provision has been made to cover any potential liability not covered by insurance, and that the ultimate liability, if any, arising from these actions should not have a material adverse effect on Roper's consolidated financial position, results of operations or cash flows.

Over recent years there has been an increase in certain U.S. states in asbestos-related litigation claims against numerous industrial companies. Roper or its subsidiaries have been named defendants in some such cases. No significant resources have been required by Roper to respond to these cases and the Company believes it has valid defenses to such claims and, if required, intends to defend them vigorously. Given the state of these claims it is not possible to determine the potential liability, if any.

Roper's financial statements include accruals for potential product liability and warranty claims based on its claims experience. Such costs are accrued at the time revenue is recognized. A summary of the warranty accrual activity for the nine months ended September 30, 2013 is presented below (in thousands):

Balance at December 31, 2012	$ 9,755
Additions charged to costs and expenses*	17,659
Deductions	(11,251)
Other	(168)
Balance at September 30, 2013	$ 15,995

* During the second quarter of 2013, the Company identified a vendor-supplied component within a refrigeration system valve that did not meet its quality standards, and $9.1 million was expensed to cover the estimated cost of replacing the faulty components for customers.

11. Business Segments

Sales and operating profit by industry segment are set forth in the following table (dollars in thousands):

	Three months ended September 30,			Nine months ended September 30,		
	2013	2012	Change	2013	2012	Change
Net sales:						
Industrial Technology	$ 200,684	$ 199,008	0.8%	$ 580,466	$ 598,088	(2.9)%
Energy Systems & Controls	155,058	158,169	(2.0)	456,031	461,508	(1.2)
Medical & Scientific Imaging	237,338	172,475	37.6	645,739	486,207	32.8
RF Technology	234,730	217,989	7.7	666,719	637,776	4.5
Total	$ 827,810	$ 747,641	10.7%	$ 2,348,955	$ 2,183,579	7.6%
Gross profit:						
Industrial Technology	$ 101,259	$ 102,569	(1.3)%	$ 296,414	$ 304,002	(2.5)%
Energy Systems & Controls	88,104	87,782	0.4	256,431	254,325	0.8
Medical & Scientific Imaging	167,433	112,013	49.5	440,718	314,411	40.2
RF Technology	125,829	114,191	10.2	356,145	332,618	7.1
Total	$ 482,625	$ 416,555	15.9%	$ 1,349,708	$ 1,205,356	12.0%
Operating profit*:						
Industrial Technology	$ 60,753	$ 60,628	0.2%	$ 164,278	$ 180,211	(8.8)%
Energy Systems & Controls	41,076	42,890	(4.2)	118,432	118,749	(0.3)
Medical & Scientific Imaging	71,968	46,190	55.8	179,433	125,231	43.3
RF Technology	66,469	58,002	14.6	183,828	166,516	10.4
Total	$ 240,266	$ 207,710	15.7%	$ 645,971	$ 590,707	9.4%
Long-lived assets:						
Industrial Technology	$ 49,055	$ 42,970				
Energy Systems & Controls	19,501	19,016				
Medical & Scientific Imaging	43,105	44,784				
RF Technology	28,360	29,230				
Total	$ 140,021	$ 136,000				

*Segment operating profit is before unallocated corporate general and administrative expenses. These expenses were $20,917 and $24,453 for the three months ended September 30, 2013 and 2012, respectively, and $61,699 and $58,362 for the nine months ended September 30, 2013 and 2012, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with Management's Discussion and Analysis of Financial Conditions and Results of Operations included in our Annual Report for the year ended December 31, 2012 as filed on February 25, 2013 with the Securities and Exchange Commission ("SEC") and the notes to our Condensed Consolidated Financial Statements included elsewhere in this report.

Information About Forward-Looking Statements

This report includes "forward-looking statements" within the meaning of the federal securities laws. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the SEC or in connection with oral statements made to the press, potential investors or others. All statements that are not historical facts are "forward-looking statements." Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in any forward-looking statement.

Examples of forward-looking statements in this report include but are not limited to statements regarding operating results, the success of our internal operating plans, our expectations regarding our ability to generate operating cash flows and reduce debt and associated interest expense, profit and cash flow expectations, the prospects for newly acquired businesses to be integrated and contribute to future growth and our expectations regarding growth through acquisitions. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the cost, timing and success of product upgrades and new product introductions, raw materials costs, expected pricing levels, the timing and cost of expected capital expenditures, expected outcomes of pending litigation, competitive conditions, general economic conditions and expected synergies relating to acquisitions, joint ventures and alliances. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- general economic conditions;
- difficulty making acquisitions and successfully integrating acquired businesses;
- any unforeseen liabilities associated with future acquisitions;
- limitations on our business imposed by our indebtedness;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks and costs associated with our international sales and operations;
- increased directors' and officers' liability and other insurance costs;
- risk of rising interest rates;
- product liability and insurance risks;
- increased warranty exposure;
- future competition;
- the cyclical nature of some of our markets;
- reduction of business with large customers;
- risks associated with government contracts;
- changes in the supply of, or price for, raw materials, parts and components;
- environmental compliance costs and liabilities;
- risks and costs associated with asbestos-related litigation;
- potential write-offs of our substantial goodwill and other intangible assets;
- our ability to successfully develop new products;
- failure to protect our intellectual property;
- the effect of, or change in, government regulations (including tax);
- economic disruption caused by terrorist attacks, health crises or other unforeseen events; and
- the factors discussed in other reports filed with the SEC.

We believe these forward-looking statements are reasonable; however, you should not place undue reliance on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update any of these statements in light of new information or future events.

Overview

Roper Industries, Inc. ("Roper," "we" or "us") is a diversified growth company that designs, manufactures and distributes radio frequency ("RF") products, services and application software, industrial technology products, energy systems and controls and medical and scientific imaging products and software. We market these products and services to a broad range of markets, including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in earnings by emphasizing continuous improvement in the operating performance of our

existing businesses and by acquiring other carefully selected businesses that offer high value-added services, engineered products and solutions and are capable of achieving growth and maintaining high margins. Our acquisitions have represented both financial bolt-ons and new strategic platforms. We strive for high cash and earnings returns from our investments.

Critical Accounting Policies

There were no material changes during the three or nine month periods ended September 30, 2013 to the items that we disclosed as our critical accounting policies and estimates in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2012 Annual Report on Form 10-K filed on February 25, 2013.

Recently Issued Accounting Standards

Information regarding new accounting pronouncements is included in Note 2 of the notes to Condensed Consolidated Financial Statements.

Results of Operations

General

The following tables set forth selected information for the periods indicated. Dollar amounts are in thousands and percentages are the particular line item shown as a percentage of net sales. Percentages may not foot due to rounding.

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net sales:				
Industrial Technology	$ 200,684	$ 199,008	$ 580,466	$ 598,088
Energy Systems & Controls	155,058	158,169	456,031	461,508
Medical & Scientific Imaging	237,338	172,475	645,739	486,207
RF Technology	234,730	217,989	666,719	637,776
Total	$ 827,810	$ 747,641	$ 2,348,955	$ 2,183,579
Gross profit:				
Industrial Technology	50.5%	51.5%	51.1%	50.8%
Energy Systems & Controls	56.8	55.5	56.2	55.1
Medical & Scientific Imaging	70.5	64.9	68.3	64.7
RF Technology	53.6	52.4	53.4	52.2
Total	58.3	55.7	57.5	55.2
Selling, general & administrative expenses:				
Industrial Technology	20.2%	21.1%	22.8%	20.7%
Energy Systems & Controls	30.3	28.4	30.3	29.4
Medical & Scientific Imaging	40.2	38.2	40.5	38.9
RF Technology	25.3	25.8	25.8	26.0
Total	29.3	27.9	30.0	28.1
Segment operating profit:				
Industrial Technology	30.3%	30.5%	28.3%	30.1%
Energy Systems & Controls	26.5	27.1	26.0	25.7
Medical & Scientific Imaging	30.3	26.8	27.8	25.8
RF Technology	28.3	26.6	27.6	26.1
Total	29.0	27.8	27.5	27.1
Corporate administrative expenses	(2.5)	(3.3)	(2.6)	(2.7)
	26.5	24.5	24.9	24.4
Interest expense	(3.0)	(2.2)	(2.9)	(2.2)
Other income/(expense)	-	(0.3)	-	(0.2)
Earnings before income taxes	23.6	22.0	22.0	22.1
Income taxes	(7.1)	(6.4)	(6.1)	(6.5)
Net earnings	16.5%	15.6%	15.9%	15.6%

Three months ended September 30, 2013 compared to three months ended September 30, 2012

Net sales for the quarter ended September 30, 2013 were $827.8 million as compared to $747.6 million in the prior year quarter, an increase of 11%. The increase was the result of organic growth of 3% and an 8% increase in sales from acquisitions.

In our Industrial Technology segment, net sales were up 1% to $200.7 million in the third quarter of 2013 as compared to $199.0 million in the third quarter of 2012 due to increased sales in our fluid handling businesses. Gross margins decreased to 50.5% in the third quarter of 2013 as compared to 51.5% in the third quarter of 2012 due to product mix. Selling, general and administrative ("SG&A") expenses as a percentage of net sales were 20.2% in the third quarter of 2013, compared to 21.1% in the prior year quarter due to product mix. The resulting operating profit margins were 30.3% in the third quarter of 2013 as compared to 30.5% in the third quarter of 2012.

Net sales in our Energy Systems & Controls segment decreased by 2% to $155.1 million during the third quarter of 2013 compared to $158.2 million in the third quarter of 2012, due to decreased demand in nuclear plant inspection end markets offset in part by increased demand for control systems for oil and gas applications. Gross margins increased to 56.8% in the third quarter of 2013 compared to 55.5% in the third quarter of 2012 due to product mix. SG&A expenses as a percentage of net sales were 30.3% in the third quarter of 2013, compared to 28.4% in the prior year quarter due to negative operating leverage on lower sales volume. As a result, operating margins were 26.5% in the third quarter of 2013 as compared to 27.1% in the third quarter of 2012.

In our Medical & Scientific Imaging segment, net sales increased by 38% to $237.3 million in the third quarter of 2013 as compared to $172.5 million in the third quarter of 2012. The change was comprised of a 35% increase from acquisitions, organic growth of 3%, and a small negative impact from foreign exchange. We experienced continued growth in our medical businesses, offset in part by weakness in camera sales into research markets. Gross margins increased to 70.5% in the third quarter of 2013 from 64.9% in the third quarter of 2012 due to the higher gross margin profile of our acquired businesses. SG&A expenses as a percentage of net sales increased to 40.2% in the third quarter of 2013 as compared to 38.2% in the third quarter of 2012 due to SG&A expenses at MHA in which the corresponding revenues were not recognizable under GAAP (see Note 4 of the notes to Condensed Consolidated Financial Statements). As a result, operating margins were 30.3% in the third quarter of 2013 as compared to 26.8% in the third quarter of 2012.

In our RF Technology segment, net sales were $234.7 million in the third quarter of 2013 as compared to $218.0 million in the third quarter of 2012, an increase of 8%. The increase was due primarily to growth in our toll and traffic and university card systems businesses. Gross margins increased to 53.6% in the third quarter of 2013, as compared to 52.4% in the prior year quarter due to a more favorable mix between products and software in the current year quarter. SG&A expenses as a percentage of net sales in the third quarter of 2013 were 25.3% as compared to 25.8% in the prior year. As a result, operating profit margins were 28.3% in the third quarter of 2013 as compared to 26.6% in the third quarter of 2012.

Corporate expenses were $20.9 million, or 2.5% of net sales, in the third quarter of 2013 as compared to $24.5 million, or 3.3% of net sales, in the third quarter of 2012. The decrease was due to $6.3 million of acquisition expense related to the Sunquest acquisition in the prior year quarter, offset in part by higher equity compensation (as a result of higher stock prices) and other compensation related costs in the current year quarter.

Interest expense in the third quarter of 2013 was $24.7 million as compared to $16.5 million in the third quarter of 2012, due to higher average debt balances related to acquisitions, offset in part by lower average interest rates.

Other income in the third quarter of 2013 was $0.4 million as compared to other expense of $1.4 million in the third quarter of 2012. Other income and expense in both 2013 and 2012 were due primarily to foreign exchange losses and gains at our non-U.S. based companies.

Our third quarter effective income tax rate was 30.1% as compared to the prior year rate of 29.0%. The increase is due to increased revenues and resulting pretax income in higher tax jurisdictions, primarily the United States.

At September 30, 2013, the functional currencies of our European subsidiaries were stronger and the Canadian dollar was weaker against the U.S. dollar compared to currency exchange rates at June 30, 2013. The currency changes resulted in a pre-tax increase of $33.7 million in the foreign exchange component of comprehensive earnings for the current year quarter. Approximately $17 million of the total adjustment is related to goodwill and does not directly affect our expected future cash flows. During the quarter ended September 30, 2013 the Canadian dollar and British pound were weaker, and the functional currencies of our other European subsidiaries were stronger against the U.S. dollar as compared to the quarter ended September 30, 2012. The difference between the operating profits for these companies for the third quarter of 2013 compared to the prior year quarter, translated into U.S. dollars, was approximately 1%.

Net orders were $838.3 million for the third quarter of 2013, $118.5 million higher than the third quarter 2012 net order intake of $719.7 million. Organic growth contributed 7%, and acquisitions contributed 10% to the current quarter orders. Overall, our order backlog at September 30, 2013 was up 7% as compared to September 30, 2012.

	Net orders booked for the three months ended September 30,		Order backlog as of September 30,	
	2013	2012	2013	2012
Industrial Technology	$ 197,549	$ 191,955	$ 131,768	$ 143,808
Energy Systems & Controls	148,922	147,304	120,415	118,510
Medical & Scientific Imaging	262,320	177,528	276,926	243,749
RF Technology	229,484	202,959	515,683	472,342

$ 838,275	$ 719,746	$ 1,044,792	$ 978,409

Nine months ended September 30, 2013 compared to nine months ended September 30, 2012

Net sales for the nine months ended September 30, 2013 were $2.3 billion as compared to $2.2 billion in the prior year nine month period, an increase of 8%. The increase was due primarily to acquisitions, offset in part by a small negative impact from foreign currency.

In our Industrial Technology segment, net sales decreased by 3% to $580.5 million in the first nine months of 2013 as compared to $598.1 million in the first nine months of 2012. The decrease was due primarily to the loss of a customer at our water metering business and lower sales at our materials testing business. Gross margins were 51.1% for the first nine months of 2013 as compared to 50.8% in the first nine months of 2012 due primarily to product mix. SG&A expenses as a percentage of net sales were 22.8%, as compared to 20.7% in the prior year nine month period, due primarily to a $9.1 million pretax charge for warranty expense at one of our subsidiaries, Hansen Technologies, to provide its customers with replacements for refrigeration valves that included a vendor-supplied component that did not meet Roper quality standards. The resulting operating profit margins were 28.3% in the first nine months of 2013 as compared to 30.1% in the first nine months of 2012.

Net sales in our Energy Systems & Controls segment decreased by 1% to $456.0 million during the first nine months of 2013 compared to $461.5 million in the first nine months of 2012, due to lower sales of pressure sensors for industrial applications and non-destructive testing systems for nuclear plants which was offset in part by increased demand for control systems for oil and gas applications. Gross margins were 56.2% in the first nine months of 2013, compared to 55.1% in the first nine months of 2012, due to product mix. SG&A expenses as a percentage of net sales were 30.3% as compared to 29.4% in the prior year nine month period due to product mix. Operating margins were 26.0% in the first nine months of 2013 as compared to 25.7% in first nine months of 2012.

In our Medical & Scientific Imaging segment, net sales increased 33% to $645.7 million in the first nine months of 2013 as compared to $486.2 million in the first nine months of 2012. The change was comprised of a 35% increase from acquisitions, negative organic growth of 2%, and a small negative foreign exchange impact. We experienced continued growth in our medical businesses, which was more than offset by weakness in camera sales into research markets. Gross margins increased to 68.3% in the first nine months of 2013 from 64.7% in the first nine months of 2012, due to the higher gross margin profile of our acquired businesses. SG&A expenses as a percentage of net sales were 40.5% in the nine month period ended September 30, 2013 as compared to 38.9% in the nine month period ended September 30, 2012 due to SG&A expenses at MHA in which the corresponding revenues were not recognizable under GAAP (see Note 4 of the notes to Condensed Consolidated Financial Statements). Operating margins were 27.8% in the first nine months of 2013 as compared to 25.8% in the first nine months of 2012.

In our RF Technology segment, net sales were $666.7 million in the first nine months of 2013 compared to $637.8 million in the first nine months of 2012, an increase of 5%. The increase was due primarily to growth in our toll and traffic, university card systems and security solutions businesses. Gross margins in the first nine months of 2013 were 53.4% as compared to 52.2% in the prior year nine month period due to product mix. SG&A expenses as a percentage of net sales in the first nine months of 2013 were 25.8% as compared to 26.0% in the first nine months of 2012. Operating profit margins were 27.6% in 2013 as compared to 26.1% in 2012.

Corporate expenses increased by $3.3 million to $61.7 million, or 2.6% of net sales, in the first nine months of 2013 as compared to $58.4 million, or 2.7% of net sales, in the first nine months of 2012. The increase was due to higher equity compensation (as a result of higher stock prices) offset in part by decreased acquisition costs over the prior year nine month period.

Interest expense was $67.9 million for the first nine months of 2013 as compared to $47.0 million for the first nine months of 2012, due to higher average debt balances related to acquisitions, offset in part by lower average interest rates.

Other income in the nine months ended September 30, 2013 was $0.4 million, due primarily to a one-time pretax gain related to a legal settlement offset by foreign exchange losses at our non-U.S. based companies, as compared to other expense of $2.4 million in the nine months ended September 30, 2012, due primarily to foreign exchange losses at our non-U.S. based companies.

Income taxes were 27.9% of pretax earnings in the first nine months of 2013 as compared to 29.5% of pretax earnings in the first nine months of 2012. The reduction was due to $6 million in discrete tax benefits related to the enactment of the American Taxpayer Relief Act of 2012 ("ATRA"), as well as a $6 million benefit from the adjustment of tax balances which were immaterial to any covered period, offset in part by increased revenues and resulting pretax income in higher tax jurisdictions, primarily the United States.

At September 30, 2013, the Canadian dollar and British pound were weaker, and the functional currencies of our other European subsidiaries were stronger against the U.S. dollar as compared to currency exchange rates at December 31, 2012. The currency changes resulted in a pretax decrease of $11 million in the foreign exchange component of comprehensive earnings for the nine months ended September 30, 2013, $7 million of which was related to goodwill. Goodwill changes from currency exchange rate changes do not directly affect our reported earnings or cash flows. During the nine months ended September 30, 2013 the Canadian dollar and British pound were weaker, and the functional currencies of our other European subsidiaries were stronger against the U.S. dollar as compared to the nine months ended September 30, 2012. The difference between the operating profits for these companies for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012, translated into U.S. dollars, was approximately 1%.

Financial Condition, Liquidity and Capital Resources

Selected cash flows for the three and nine month periods ended September 30, 2013 and 2012 were as follows (in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Cash provided by/(used in):				
Operating activities	$ 255.8	$ 205.4	$ 566.8	$ 466.2
Investing activities	(18.6)	(1,417.3)	(1,046.7)	(1,474.1)
Financing activities	(161.4)	1,039.6	569.5	1,020.0

Operating activities - Net cash provided by operating activities in the third quarter of 2013 was $50.3 million higher than the third quarter of 2012, due primarily to improved receivables collection and increased earnings net of intangible amortization related to acquisitions. In the nine month period ending September 30, 2013, operating cash flow increased $100.6 million over the prior year nine month period due to improved receivables collection and increased earnings net of intangible amortization related to acquisitions.

Investing activities - Cash used in investing activities during the three and nine month periods ended September 30, 2013 and 2012 was primarily for business acquisitions and capital expenditures.

Financing activities - Cash used in financing activities in the third quarter of 2013 was for the repayment of our $500 million of senior notes which matured on August 15, 2013, offset in part by revolver borrowings used to repay the notes. Cash provided by financing activities in the third quarter of 2012 was for revolver borrowings offset partially by dividends and principal debt payments.

Cash provided by financing activities in the nine month period ended September 30, 2013 was primarily for principal debt borrowings for acquisitions, offset in part by principal debt payments and dividends. Cash provided by financing activities in the nine month period ended September 30, 2012 was from revolver borrowings offset partially by dividends and principal debt payments.

Total debt at September 30, 2013 consisted of the following (amounts in thousands):

$400 million senior notes due 2017	$ 400,000
$800 million senior notes due 2018	800,000
$500 million senior notes due 2019	500,000
$500 million senior notes due 2022	500,000
Senior Subordinated Convertible Notes	9,770
Revolving Facility	390,000
Other	6,087
Total debt	2,605,857
Less current portion	12,250
Long-term debt	$2,593,607

The interest rate on borrowings under our $1.5 billion credit facility is calculated based upon various recognized indices plus a margin as defined in the credit agreement. At September 30, 2013, there were $390 million of outstanding borrowings under the facility. At September 30, 2013, we had $6.1 million of other debt in the form of capital leases, several smaller facilities that allow for borrowings or the issuance of letters of credit in various foreign locations to support our non-U.S. businesses and $40 million of outstanding letters of credit.

On June 6, 2013, we completed a public offering of $800 million aggregate principal amount of 2.05% senior unsecured notes due 2018. See Note 8 of the Notes to Condensed Consolidated Financial Statements for additional information regarding the notes.

The cash and short-term investments at our foreign subsidiaries at September 30, 2013 totaled $357 million. Repatriation of these funds under current regulatory and tax law for use in domestic operations would expose us to additional taxes. We expect existing cash and cash equivalents, cash generated by our U.S. operations, our unsecured credit facility, as well as our expected ability to access the capital markets, will be sufficient to fund operating requirements in the U.S. for the foreseeable future.

We were in compliance with all debt covenants related to our credit facilities throughout the nine months ended September 30, 2013.

Net working capital (total current assets, excluding cash, less total current liabilities, excluding debt) was $307.3 million at September 30, 2013 compared to $307.8 million at December 31, 2012, reflecting decreased working capital due primarily to increases in deferred revenue and MHA revenue-share obligations offset in part by increases in deferred tax assets related primarily to the MHA acquisition.

Total debt was $2.61 billion at September 30, 2013 compared to $2.02 billion at December 31, 2012 due to borrowings to fund acquisitions offset in part by the use of operating cash flows to reduce outstanding debt. Our leverage is shown in the following table (in thousands):

	September 30, 2013	December 31, 2012
Total debt	$ 2,605,857	$ 2,022,122
Cash	(459,980)	(370,590)
Net debt	2,145,877	1,651,532
Stockholders' equity	4,062,813	3,687,726
Total net capital	$ 6,208,690	$ 5,339,258
Net debt / Total net capital	34.6%	30.9%

At September 30, 2013, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Capital expenditures of $33.3 million and $29.2 million were incurred during the nine months ended September 30, 2013 and 2012, respectively. We expect capital expenditures for the balance of the year to be comparable to prior years as a percentage of sales.

Outlook

Current geopolitical uncertainties could adversely affect our business prospects. A significant terrorist attack or other global conflict could cause changes in world economies that would adversely affect us. It is impossible to isolate each of these factor's effects on current economic conditions. It is also impossible to predict with any reasonable degree of certainty what or when any additional events may occur that also will similarly disrupt the economy.

We maintain an active acquisition program; however, future acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our business, financial condition and results of operations. Such acquisitions may be financed by the use of existing credit lines, future cash flows from operations, the proceeds from the issuance of new debt or equity securities or some combination of these methods.

We anticipate that our businesses will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of outstanding debt. However, the rate at which we can reduce our debt during 2013 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies; and none of these factors can be predicted with certainty.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Item 7A - Quantitative and Qualitative Disclosures about Market Risk," in our 2012 Annual Report on Form 10-K. There were no material changes during the three or nine month periods ended September 30, 2013.

ITEM 4. CONTROLS AND PROCEDURES

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report ("Evaluation Date"). This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based on this evaluation as of the Evaluation Date, these officers have concluded that the design and operation of our disclosure controls and procedures are effective.

Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes to our internal controls during the period covered by this quarterly report that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

Information pertaining to legal proceedings can be found in Note 10 of the Notes to Condensed Consolidated Financial Statements included elsewhere in this report, and is incorporated by reference herein.

Item 1A. Risk Factors

For information regarding factors that could affect our results of operations, financial condition and liquidity, see the risk factors discussion in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012 as filed on February 25, 2013 with the SEC. See also, "Information about Forward-Looking Statements" included in Part I, Item 2 of this Quarterly Report on Form 10-Q.

Item 6. Exhibits

31.1	Rule 13a-14(a)/15d-14(a), Certification of the Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a), Certification of the Chief Financial Officer, filed herewith.
32.1	Section 1350 Certification of the Chief Executive and Chief Financial Officers, filed herewith.
101.INS	XBRL Instance Document, furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document, furnished herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

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.

Roper Industries, Inc.

/s/ Brian D. Jellison Brian D. Jellison	Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	November 8, 2013
/s/ John Humphrey John Humphrey	Chief Financial Officer and Executive Vice President (Principal Financial Officer)	November 8, 2013
/s/ Paul J. Soni Paul J. Soni	Vice President and Controller (Principal Accounting Officer)	November 8, 2013

EXHIBIT INDEX
TO REPORT ON FORM 10-Q

Number	Exhibit
31.1	Rule 13a-14(a)/15d-14(a), Certification of the Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a), Certification of the Chief Financial Officer, filed herewith.
32.1	Section 1350 Certification of the Chief Executive and Chief Financial Officers, filed herewith.
101.INS	XBRL Instance Document, furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document, furnished herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

Exhibit 31.1

I, Brian D. Jellison, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2013

/s/ Brian D. Jellison
Brian D. Jellison
Chairman, President and
Chief Executive Officer

Exhibit 31.2

I, John Humphrey, certify that:

1 I have reviewed this Quarterly Report on Form 10-Q of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2013

/s/ John Humphrey
John Humphrey
Executive Vice President and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Roper Industries, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brian D. Jellison, Chief Executive Officer of the Company, and John Humphrey, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 8, 2013

/s/ Brian D. Jellison
Brian D. Jellison
Chairman, President and Chief
Executive Officer
(Principal Executive Officer)

/s/ John Humphrey
John Humphrey
Executive Vice President and Chief
Financial Officer
(Principal Financial Officer)

This certificate is being made for the exclusive purpose of compliance of the Company with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be disclosed, distributed or used by any person or for any reason other than specifically required by law.

FORM 8-K

October 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

October 28, 2013

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

ROPER INDUSTRIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OR OTHER JURISDICTION OF INCORPORATION)

1-12273	51-0263969
(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)
6901 PROFESSIONAL PKWY. EAST, SUITE 200, SARASOTA, FLORIDA	34240
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

(941) 556-2601

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

(FORMER NAME OR ADDRESS, IF CHANGED SINCE LAST REPORT)

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 communication 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 28, 2013, Roper Industries, Inc. (the "Company") issued a press release containing information about the Company's results of operations for the quarter ended September 30, 2013. A copy of the press release is furnished as Exhibit 99.1.

In the press release, the Company uses several non-GAAP financial measures: Adjusted Revenue, Adjusted Gross Margin, Adjusted Net Earnings, Adjusted Diluted Earnings per Share and Free Cash Flow.

Business combination accounting rules require Roper to account for the fair value of deferred revenue assumed in connection with the Sunquest Information Systems, Inc. ("Sunquest") acquisition. The fair value is based on the assumed cost of having a third-party provide the relevant support services rather than the contracted amount under the contracts. Because the fair value is less than the contracted amount, Roper's GAAP revenues for the one year period subsequent to the acquisition will not reflect the full amount of revenue that would have otherwise been recorded by Sunquest had they remained an independent company. The Adjusted Revenue measure is intended to reflect the full amount that Sunquest would have recognized as revenue, absent the fair value adjustment.

Business combination accounting rules require Roper to account for the fair value of accounts receivable at acquisition date for revenue that was "earned but not recognized" at the date of purchase of Managed Healthcare Associates, Inc. ("MHA"). Roper's GAAP revenues for the one year period subsequent to the acquisition will not reflect the full amount of revenue that would have otherwise been recorded by MHA had they remained an independent company. The Adjusted Revenue measure is intended to reflect the full amount that MHA would have recognized as revenue, absent the fair value adjustment.

The Adjusted Gross Margin and Adjusted Net Earnings reflect both of these fair value adjustments. The Company believes these non-GAAP measures are useful to investors as a measure of the ongoing performance of its business.

Free Cash Flow is defined as "Cash Provided by Operating Activities" ("Operating Cash Flow") as stated in Roper's Consolidated Statements of Cash Flows, reduced by capital expenditures. The Company believes that Free Cash Flow is useful to investors as a basis for comparing its performance with other companies. Roper's measure of Free Cash Flow may not be comparable to similar measures used by other companies.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*.

99.1 Press Release of the Company dated October 28, 2013.

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.

Roper Industries, Inc.
(Registrant)

BY: /s/ John Humphrey
John Humphrey,
Vice President and Chief Financial Officer

Date: October 28, 2013

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of the Company dated October 28, 2013

Exhibit 99.1

Contact Information:
Investor Relations
941-556-2601
investor-relations@roperind.com

Roper Industries, Inc.

Roper Industries Announces Record Third Quarter Results

Substantial Increases in Orders, Revenue and Net Earnings

Operating Cash Flow Increased 25% to $256 million

Sarasota, Florida, October 28, 2013 ... Roper Industries, Inc. (NYSE: ROP) reported financial results for the third quarter ended September 30, 2013.

Roper reports results, including revenue, operating margin, net income and diluted earnings per share, on a GAAP and adjusted basis. Adjusted measures are reconciled to the corresponding GAAP measures at the end of this release.

Third quarter GAAP net earnings increased 17% to $136 million compared to $117 million in the comparable period in the prior year. Adjusted net earnings were $142 million, a 15% increase from the prior year. Third quarter GAAP diluted earnings per share were $1.36 and adjusted diluted earnings per share were $1.42, within the company's guidance of $1.40 - $1.46. Orders increased 18% to $846 million. GAAP revenue increased 11% to $828 million and adjusted revenue increased 11% to $837 million.

GAAP gross margin increased 260 basis points to 58.3% and adjusted gross margin increased to 58.7%, a 280 basis point gain over the prior year. Operating cash flow in the quarter was $256 million, a 25% increase over the prior year.

"We are pleased to deliver record third quarter results with strong operating performance, exceptional margins and outstanding cash flow," said Brian Jellison, Roper's Chairman, President and CEO. "Orders increased 18%, including 7% organic growth in the quarter and backlog increased to a record $1.04 billion. Organic revenue increased 3%, slightly below our expectations, primarily due to declines in our nuclear test business and lower than expected growth in energy end markets. We posted record margin performance and exceptional cash flow, with free cash flow of $244 million."

On October 4, 2013, the company completed the acquisition of Advanced Sensors Ltd, a leading technology provider of instrumentation and detection solutions for offshore oil and gas applications, for £34 million. "Advanced Sensors adds new technology and capabilities to our PAC business," said Mr. Jellison. "We continue to have an attractive pipeline of acquisition opportunities and are well positioned with well over $1 billion of cash and available liquidity."

2013 Outlook and Guidance

Roper is reaffirming that it expects operating cash flow for 2013 to exceed $800 million as a result of its continued strong margin and cash performance.

"We believe that growth in energy and select other markets will be slower than anticipated in the fourth quarter and, as such, we are updating our revenue and diluted earnings per share guidance for the full year," said Mr. Jellison. "We now expect fourth quarter revenue to increase 7% - 9% compared to last year, including organic growth of 3% - 4%. We expect full year adjusted diluted earnings per share to be in the range of $5.57 - $5.63 compared to our previous guidance of $5.72 - $5.86. Fourth quarter adjusted diluted earnings per share is expected to be $1.57 - $1.63."

The company's guidance for full year adjusted diluted earnings per share includes the recognition of acquired revenue which will be excluded under GAAP's purchase accounting rules, and also excludes certain items as detailed later in this press release under the heading "Use of Non-GAAP Financial Measures." The company's guidance excludes the impact of any

future acquisitions.

Conference Call to be Held at 8:30 AM (ET) Today

A conference call to discuss these results has been scheduled for 8:30 AM ET on Monday, October 28, 2013. The call can be accessed via webcast or by dialing +1 888-389-5988 (US/Canada) or +1 719-325-2454, using confirmation code 1799585. Webcast information and conference call materials will be made available in the Investors section of Roper's website (www.roperind.com) prior to the start of the call. Telephonic replays will be available for up to two weeks by calling +1 719-457-0820 and using the access code 1799585.

Use of Non-GAAP Financial Information

The company supplements its consolidated financial statements presented on a GAAP basis with certain non-GAAP financial information to provide investors with greater insight, increase transparency and allow for a more comprehensive understanding of the information used by management in its financial and operational decision-making. Reconciliation of non-GAAP measures to their most directly comparable GAAP measures are included in the accompanying financial schedules or tables. Non-GAAP financial measures disclosed by the company should not be considered a substitute for, or superior to, financial measures prepared in accordance with GAAP, and the financial results prepared in accordance with GAAP and reconciliations from these results should be carefully evaluated.

Table 1: Third Quarter Revenue Growth

	GAAP	Adjusted
Acquisitions / Divestitures	8%	9%
Organic	3%	3%
Foreign Currency	-	-
Rounding	---	(1%)
Total Revenue Growth	11%	11%

Table 2: Third Quarter Adjusted Diluted Earnings Per Share

	Q3 2013
GAAP Diluted Earnings Per Share	$1.36
Add: Purchase Accounting Adjustment for Acquired Revenue (Sunquest, MHA)	0.06
Adjusted Diluted Earnings Per Share	$1.42

Table 3: Free Cash Flow

	Q3 2013	Q3 2012
Operating Cash Flow	$255.8	$205.4
Less: Capital Expenditures	(11.5)	(8.7)
Free Cash Flow	$244.3	$196.7

Table 4: Full Year 2013 Adjusted Diluted Earnings Per Share Guidance

	Low End	High End
GAAP Diluted Earnings Per Share Guidance	$5.25	$5.34
Add: Purchase Accounting Adjustment for Acquired Revenue	$0.22	$0.22
Add: Second Quarter Charge for Vendor-Supplied Component		

Quality Issue	$0.06	$0.06
Add: Estimated Second Half Impact from Vendor-Supplied Component Quality Issue	$0.03	$0.01
Adjusted Diluted Earnings Per Share Guidance	$5.56	$5.63
Previous Adjusted Diluted Earnings Per Share Guidance	$5.72	$5.86

About Roper Industries

Roper Industries is a diversified growth company and is a constituent of the S&P 500, Fortune 1000, and the Russell 1000 indices. Roper provides engineered products and solutions for global niche markets, including software information networks, medical, water, energy, and transportation. Additional information about Roper is available on the company's website at www.roperind.com.

The information provided in this press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements include, among others, statements regarding operating results, the success of our internal operating plans, and the prospects for newly acquired businesses to be integrated and contribute to future growth and profit expectations. Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those contained in any forward-looking statement. Such risks and uncertainties include our ability to integrate our acquisitions and realize expected synergies. We also face other general risks, including our ability to realize cost savings from our operating initiatives, general economic conditions, unfavorable changes in foreign exchange rates, difficulties associated with exports, risks associated with our international operations, difficulties in making and integrating acquisitions, risks associated with newly acquired businesses, increased product liability and insurance costs, increased warranty exposure, future competition, changes in the supply of, or price for, parts and components, environmental compliance costs and liabilities, risks and cost associated with asbestos related litigation and potential write-offs of our substantial intangible assets, and risks associated with obtaining governmental approvals and maintaining regulatory compliance for new and existing products. Important risks may be discussed in current and subsequent filings with the SEC. You should not place undue reliance on any forward-looking statements. These statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

# # #

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(unaudited)
(Amounts in thousands)

ASSETS	**September 30, 2013**	**December 31, 2012**
CURRENT ASSETS:		
Cash and cash equivalents	$ 459,980	$ 370,590
Accounts receivable, net	505,284	526,408
Inventories, net	204,722	190,867
Unbilled receivable	85,375	72,193
Deferred taxes	88,421	41,992
Other current assets	45,417	43,492
Total current assets	1,389,199	1,245,542
PROPERTY, PLANT AND EQUIPMENT, NET	117,785	110,397
OTHER ASSETS:		
Goodwill	4,541,772	3,868,857
Other intangible assets, net	2,051,685	1,698,867
Deferred taxes	68,048	78,644
Other assets	77,086	68,797
Total other assets	6,738,591	5,715,165
TOTAL ASSETS	$ 8,245,575	$ 7,071,104
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 142,987	$ 138,340
Accrued compensation	100,901	110,724
Deferred revenue	212,275	185,912
Other accrued liabilities	153,293	128,351
Deferred taxes	12,431	3,868
Current portion of long-term debt	12,250	519,015
Total current liabilities	634,137	1,086,210
NONCURRENT LIABILITIES:		
Long-term debt	2,593,607	1,503,107
Deferred taxes	862,986	707,278
Other liabilities	92,032	86,783
Total liabilities	4,182,762	3,383,378
STOCKHOLDERS' EQUITY:		
Common stock	1,013	1,006
Additional paid-in capital	1,219,648	1,158,001
Retained earnings	2,813,356	2,489,858
Accumulated other comprehensive earnings	48,318	58,537
Treasury stock	(19,522)	(19,676)
Total stockholders' equity	4,062,813	3,687,726
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 8,245,575	$ 7,071,104

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)
(Amounts in thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net sales	$ 827,810	$ 747,641	$2,348,955	$2,183,579
Cost of sales	345,185	331,086	999,247	978,223
Gross profit	482,625	416,555	1,349,708	1,205,356
Selling, general and administrative expenses	263,276	233,298	765,436	673,011
Income from operations	219,349	183,257	584,272	532,345
Interest expense	24,705	16,456	67,924	47,016
Loss on extinguishment of debt	-	(1,043)	-	(1,043)
Other income/(expense)	409	(1,380)	453	(2,444)
Earnings from continuing operations before income taxes	195,053	164,378	516,801	481,842
Income taxes	58,730	47,670	144,211	142,012
Net Earnings	$ 136,323	$ 116,708	$ 372,590	$ 339,830
Earnings per share:				
Basic	$ 1.37	$ 1.19	$ 3.76	$ 3.49
Diluted	$ 1.36	$ 1.17	$ 3.72	$ 3.41
Weighted average common and common equivalent shares outstanding:				
Basic	99,207	97,876	99,058	97,460
Diluted	100,302	99,757	100,152	99,543

Roper Industries, Inc. and Subsidiaries
Selected Segment Financial Data (unaudited)
(Amounts in thousands and percents of net sales)

	Three months ended September 30,				Nine months ended September 30,			
	2013		2012		2013		2012	
	Amount	%	Amount	%	Amount	%	Amount	%
Net sales:								
Industrial Technology	$ 200,684		$ 199,008		$ 580,466		$ 598,088	
Energy Systems & Controls	155,058		158,169		456,031		461,508	
Medical & Scientific Imaging	237,338		172,475		645,739		486,207	
RF Technology	234,730		217,989		666,719		637,776	
Total	$ 827,810		$ 747,641		$ 2,348,955		$2,183,579	
Gross profit:								
Industrial Technology	$ 101,259	50.5%	$ 102,569	51.5%	$ 296,414	51.1%	$ 304,002	50.8%
Energy Systems & Controls	88,104	56.8%	87,782	55.5%	256,431	56.2%	254,325	55.1%
Medical & Scientific Imaging	167,433	70.5%	112,013	64.9%	440,718	68.3%	314,411	64.7%
RF Technology	125,829	53.6%	114,191	52.4%	356,145	53.4%	332,618	52.2%
Total	$ 482,625	58.3%	$ 416,555	55.7%	$ 1,349,708	57.5%	$ 1,205,356	55.2%
Operating profit*:								
Industrial Technology	$ 60,753	30.3%	$ 60,628	30.5%	$ 164,278	28.3%	$ 180,211	30.1%
Energy Systems & Controls	41,076	26.5%	42,890	27.1%	118,432	26.0%	118,749	25.7%
Medical & Scientific Imaging	71,968	30.3%	46,190	26.8%	179,433	27.8%	125,231	25.8%
RF Technology	66,469	28.3%	58,002	26.6%	183,828	27.6%	166,516	26.1%
Total	$ 240,266	29.0%	$ 207,710	27.8%	$ 645,971	27.5%	$ 590,707	27.1%
Net Orders:								
Industrial Technology	$ 197,549		$ 191,955		$ 581,862		$ 598,077	
Energy Systems & Controls	148,922		147,304		466,414		458,455	
Medical & Scientific Imaging	262,320		177,528		688,673		494,250	
RF Technology	229,484		202,959		711,419		661,826	
Total	$ 838,275		$ 719,746		$2,448,368		$2,212,608	

* Operating profit is before unallocated corporate general and administrative expenses. These expenses were $20,917 and $24,453 for the three months ended September 30, 2013 and 2012, respectively and $61,699 and $58,362 for the nine months ended September 30, 2013 and 2012, respectively.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)
(Amounts in thousands)

	Nine months ended September 30,	
	2013	**2012**
Net earnings	$ 372,590	$ 339,830
Non-cash items:		
Depreciation	28,269	28,402
Amortization	111,210	82,398
Stock-based compensation expense	40,040	30,143
Income taxes	(12,643)	(14,258)
Changes in assets and liabilities:		
Receivables	29,844	3,987
Inventory	(15,202)	(2,985)
Accounts payable	3,557	5,041
Accrued liabilities	9,498	(13,658)
Other, net	(390)	7,314
Cash provided by operating activities	566,773	466,214
Business acquisitions, net of cash acquired	(1,014,952)	(1,445,549)
Capital expenditures	(33,349)	(29,236)
Other, net	1,596	654
Cash used by investing activities	(1,046,705)	(1,474,131)
Principal debt borrowings	800,000	-
Principal debt payments	(502,115)	(26,826)
Revolver borrowings, net	290,000	1,050,000
Debt issuance costs	(7,717)	(4,551)
Dividends	(32,706)	(40,102)
Excess tax benefit from share-based payment	7,763	19,873
Proceeds from stock-based compensation, net	16,839	40,105
Premium on convertible debt conversions	(5,100)	(19,149)
Other, net	2,556	644
Cash provided by financing activities	569,520	1,019,994
Effect of exchange rate changes on cash	(198)	4,931
Net increase in cash and equivalents	89,390	17,008
Cash and equivalents, beginning of period	370,590	338,101
Cash and equivalents, end of period	$ 459,980	$ 355,109

ROPER INDUSTRIES INC.
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS - RECONCILIATION OF GAAP TO NON-GAAP
(Amounts in thousands, except per share data)

		Adjustments		
	2013 3rd Quarter GAAP	Sunquest Fair Value Adjustment to Acquired Deferred Revenue	MHA Purchase Accounting Adjustment to Revenue	**2013 3rd Quarter Adjusted Non-GAAP**
Net Orders	$ 838,275	$ -	$ 7,893	$ 846,168
Net Sales	$ 827,810	$ 1,007	$ 7,893	$ 836,710
Cost of Sales	345,185	-	-	345,185
Gross Profit	482,625	1,007	7,893	491,525
Selling, general and administrative expenses	242,359	-	-	242,359
Segment income from operations	240,266	1,007	7,893	249,166
Corporate general and administrative expenses	20,917	-	-	20,917
Income from operations	219,349	1,007	7,893	228,249
Interest Expense	24,705	-	-	24,705
Other income (expense)	409	-	-	409
Earnings from continuing operations before income taxes	195,053	1,007	7,893	203,953
IncomeTaxes (1)	58,730	352	2,763	61,845
Tax Rate	*30.1%*	*35.0%*	*35.0%*	*30.3%*
Net Earnings	**$ 136,323**	**$ 655**	**$ 5,130**	**$ 142,108**
Weighted average common shares outstanding	**100,302**			**100,302**
Diluted earnings per share	**$ 1.36**			**$ 1.42**

(1) For the adjustment, the company used a 35% tax rate, as these adjustments are US-based items and 35% is the statutory tax rate in the United States

FORM 10-Q

August 7, 2013

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 June 30, 2013.

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

Commission File Number 1-12273

ROPER INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

51-0263969
(I.R.S. Employer Identification No.)

6901 Professional Pkwy. East, Suite 200
Sarasota, Florida
(Address of principal executive offices)

34240
(Zip Code)

(941) 556-2601
(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 the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

☑ Large accelerated filer
☐ Accelerated filer
☐ Non-accelerated filer (do not check if smaller reporting company)
☐ Smaller reporting company

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☑ No

The number of shares outstanding of the Registrant's common stock as of August 1, 2013 was 99,183,286.

ROPER INDUSTRIES, INC.

REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2013

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)
(in thousands, except per share data)

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Net sales	$ 784,010	$ 724,872	$ 1,521,145	$ 1,435,938
Cost of sales	338,503	327,264	654,062	647,137
Gross profit	445,507	397,608	867,083	788,801
Selling, general and administrative expenses	265,761	218,824	502,160	439,713
Income from operations	179,746	178,784	364,923	349,088
Interest expense, net	22,361	15,077	43,219	30,560
Other income/(expense), net	2,536	(574)	44	(1,064)
Earnings before income taxes	159,921	163,133	321,748	317,464
Income taxes	48,568	48,320	85,481	94,342
Net earnings	$ 111,353	$ 114,813	$ 236,267	$ 223,122
Net earnings per share:				
Basic	$ 1.12	$ 1.18	$ 2.39	$ 2.29
Diluted	1.11	1.15	2.36	2.24
Weighted average common shares outstanding:				
Basic	99,089	97,460	98,983	97,249
Diluted	100,162	99,619	100,071	99,500
Dividends declared per common share	$ 0.1650	$ 0.1375	$ 0.3300	$ 0.2750

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (unaudited)
(in thousands)

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Net earnings	$ 111,353	$ 114,813	$ 236,267	$ 223,122
Other comprehensive income/(loss), net of tax:				
Foreign currency translation adjustments	(3,632)	(33,208)	(42,121)	(14,047)
Total other comprehensive income/(loss), net of tax	(3,632)	(33,208)	(42,121)	(14,047)
Comprehensive income	$ 107,721	$ 81,605	$ 194,146	$ 209,075

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (unaudited)
(in thousands)

	June 30, 2013	December 31, 2012
ASSETS:		
Cash and cash equivalents	$ 374,571	$ 370,590
Accounts receivable, net	547,572	526,408
Inventories, net	197,458	190,867
Deferred taxes	58,582	41,992
Unbilled receivables	84,319	72,193
Other current assets	65,633	43,492
Total current assets	1,328,135	1,245,542
Property, plant and equipment, net	115,677	110,397
Goodwill	4,521,774	3,868,857
Other intangible assets, net	2,084,677	1,698,867
Deferred taxes	86,579	78,644
Other assets	76,900	68,797
Total assets	$ 8,213,742	$ 7,071,104
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Accounts payable	$ 139,296	$ 138,340
Accrued compensation	83,862	110,724
Deferred revenue	209,249	185,912
Other accrued liabilities	171,050	128,351
Deferred taxes	10,595	3,868
Current portion of long-term debt, net	512,799	519,015
Total current liabilities	1,126,851	1,086,210
Long-term debt, net of current portion	2,245,424	1,503,107
Deferred taxes	856,551	707,278
Other liabilities	95,368	86,783
Total liabilities	4,324,194	3,383,378
Commitments and contingencies (Note 10)		
Common stock	1,012	1,006
Additional paid-in capital	1,198,269	1,158,001
Retained earnings	2,693,421	2,489,858
Accumulated other comprehensive earnings	16,416	58,537
Treasury stock	(19,570)	(19,676)
Total stockholders' equity	3,889,548	3,687,726
Total liabilities and stockholders' equity	$ 8,213,742	$ 7,071,104

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)
(in thousands)

	Six months ended June 30,	
	2013	2012
Cash flows from operating activities:		
Net earnings	$ 236,267	$ 223,122
Adjustments to reconcile net earnings to cash flows from operating activities:		
Depreciation and amortization of property, plant and equipment	18,742	18,950
Amortization of intangible assets	71,794	52,289
Amortization of deferred financing costs	1,802	1,181
Non-cash stock compensation	26,284	19,704
Changes in operating assets and liabilities, net of acquired businesses:		
Accounts receivable	10,636	(2,321)
Unbilled receivables	(12,483)	(10,244)
Inventories	(10,362)	(5,452)
Accounts payable and accrued liabilities	(9,091)	(20,371)
Income taxes payable	(17,925)	(18,615)
Other, net	(4,657)	2,540
Cash provided by operating activities	311,007	260,783
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(1,007,513)	(36,872)
Capital expenditures	(21,889)	(20,532)
Proceeds from sale of assets	1,349	1,018
Other, net	(35)	(474)
Cash used in investing activities	(1,028,088)	(56,860)
Cash flows from financing activities:		
Proceeds from senior notes	800,000	-
Payments under revolving line of credit, net	(58,000)	-
Principal payments on convertible notes	(1,671)	(13,215)
Cash premiums paid on convertible note conversions	(4,040)	(19,149)
Debt issuance costs	(7,517)	-
Cash dividends to stockholders	(16,338)	(26,673)
Proceeds from stock based compensation, net	10,998	28,314
Stock award tax excess windfall benefit	5,654	11,070
Treasury stock sales	1,250	1,123
Other	576	(1,107)
Cash provided by/(used in) financing activities	730,912	(19,637)
Effect of foreign currency exchange rate changes on cash	(9,850)	(3,489)
Net increase in cash and cash equivalents	3,981	180,797
Cash and cash equivalents, beginning of period	370,590	338,101
Cash and cash equivalents, end of period	$ 374,571	$ 518,898

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statement of Changes in Stockholders' Equity (unaudited)
(in thousands)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive earnings	Treasury stock	Total
Balances at December 31, 2012	$ 1,006	$ 1,158,001	$ 2,489,858	$ 58,537	$ (19,676)	$ 3,687,726
Net earnings	-	-	236,267	-	-	236,267
Stock option exercises	3	14,408	-	-	-	14,411
Treasury stock sold	-	1,144	-	-	106	1,250
Currency translation adjustments, net of $2,707 tax	-	-	-	(42,121)	-	(42,121)
Stock based compensation	-	26,289	-	-	-	26,289
Restricted stock activity	3	(3,402)	-	-	-	(3,399)
Stock option tax benefit, net of shortfalls	-	5,557	-	-	-	5,557
Conversion of senior subordinated convertible notes, net of $312 tax	-	(3,728)	-	-	-	(3,728)
Dividends declared	-	-	(32,704)	-	-	(32,704)
Balances at June 30, 2013	$ 1,012	$ 1,198,269	$ 2,693,421	$ 16,416	$ (19,570)	$ 3,889,548

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (unaudited)
June 30, 2013

1. Basis of Presentation

The accompanying condensed consolidated financial statements for the three and six month periods ended June 30, 2013 and 2012 are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which include only normal recurring adjustments, necessary to state fairly the financial position, results of operations, comprehensive income and cash flows of Roper Industries, Inc. and its subsidiaries ("Roper" or the "Company") for all periods presented. The December 31, 2012 financial position data included herein was derived from the audited consolidated financial statements included in the 2012 Annual Report on Form 10-K ("Annual Report") filed on February 25, 2013 with the Securities and Exchange Commission ("SEC") but does not include all disclosures required by U.S. generally accepted accounting principles ("GAAP").

Roper's management has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these condensed consolidated financial statements in conformity with GAAP. Actual results could differ from those estimates.

The results of operations for the three and six month periods ended June 30, 2013 are not necessarily indicative of the results to be expected for the full year. You should read these unaudited condensed consolidated financial statements in conjunction with Roper's consolidated financial statements and the notes thereto included in its Annual Report.

2. Recent Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") establishes changes to accounting principles under GAAP in the form of accounting standards updates ("ASUs") to the FASB's Accounting Standards Codification. The Company considers the applicability and impact of all ASUs. Any ASUs not listed below were assessed and determined to be either not applicable or are expected to have an immaterial impact on the Company's results of operations, financial position or cash flows.

In July 2012, the FASB issued an amendment to accounting rules related to the testing of indefinite-lived intangibles. The new accounting rules permit an entity to first assess qualitative factors to determine if it is more likely than not that an indefinite-lived asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test prescribed under current accounting rules. Roper adopted this guidance on January 1, 2013. The guidance did not have an impact on the Company's results of operations, financial position or cash flows.

3. Earnings Per Share

Basic earnings per share were calculated using net earnings and the weighted average number of shares of common stock outstanding during the respective period. Diluted earnings per share were calculated using net earnings and the weighted average number of shares of common stock and potential common stock outstanding during the respective period. Potentially dilutive common stock consisted of stock options and the premium over the conversion price on Roper's senior subordinated convertible notes based upon the trading price of Roper's common stock. The effects of potential common stock were determined using the treasury stock method. Weighted average shares outstanding are as shown below (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Basic shares outstanding	99,089	97,460	98,983	97,249
Effect of potential common stock:				
Common stock awards	882	1,129	884	1,172
Senior subordinated convertible notes	191	1,030	204	1,079
Diluted shares outstanding	100,162	99,619	100,071	99,500

For the three and six month periods ended June 30, 2013 there were 579,350 and 587,350 outstanding stock options, respectively, that were not included in the determination of diluted earnings per share because doing so would have been antidilutive; this compares to 401,600 and 408,100 outstanding stock options, respectively, that would have been antidilutive for the three and six month periods ended June 30, 2012.

4. Business Acquisitions

On May 1, 2013, Roper acquired 100% of the shares of Managed Health Care Associates, Inc. ("MHA"), in a $1.0 billion all-cash transaction. MHA is a leading provider of services and technologies to support the diverse and complex needs of alternate site health care providers who deliver services outside of an acute care hospital setting. The acquisition of MHA complements and expands the Company's medical platform. MHA is reported in the Medical & Scientific Imaging segment.

During the six month period ended June 30, 2013, the Company expensed transaction costs of $2.3 million related to the acquisition as corporate general and administrative expenses, as incurred.

The following table (in thousands) summarizes the fair values of the assets acquired and liabilities assumed at the date of acquisition. The allocation of the purchase price is considered preliminary pending final intangible asset valuations and tax adjustments. Pro forma data has not been provided as the acquisition of MHA was not material to the Company's operations.

Current assets	$ 59,813
Identifiable intangibles	465,500
Goodwill	679,999
Other assets	5,798
Total assets acquired	1,211,110
Current liabilities	(24,717)
Long-term deferred tax liability	(164,319)
Other liabilities	(6,524)
Net assets acquired	$1,015,550

The fair value of current assets acquired also includes an adjustment of $35.0 million for administrative fees related to customer purchases that occurred prior to the acquisition date but not reported to MHA until after the acquisition date. In the ordinary course, these administrative fees are recorded as revenue when reported; however, GAAP accounting for business acquisitions requires the Company to estimate the amount of purchases occurring prior to the acquisition date and record the fair value of the administrative fees to be received from those purchases as an accounts receivable. The Company also recorded a fair value liability of $8.6 million included in current liabilities related to corresponding revenue share obligation owed to customers that generated the administrative fees.

During the quarter ended June 30, 2013, a net of $18.5 million of these fair value adjustments was amortized, and at June 30, 2013 the receivable balance was $10.6 million, and the corresponding liability balance was $2.7 million. The Company expects the remaining net balance of $7.9 million to be amortized during the third quarter of 2013.

The majority of the goodwill is not expected to be deductible for tax purposes. Of the $466 million of intangible assets acquired, $28 million was assigned to trade names that are not subject to amortization. The remaining $438 million of acquired intangible assets have a weighted-average useful life of approximately 20 years. The intangible assets that make up that amount include customer relationships of $433 million (20 year weighted-average useful life) and technology of $5 million (3 year weighted-average useful life).

5. Stock Based Compensation

The Roper Industries, Inc. Amended and Restated 2006 Incentive Plan is a stock based compensation plan used to grant incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights or equivalent instruments to Roper's employees, officers and directors.

Roper's stock purchase plan allows employees in the U.S. and Canada to designate up to 10% of eligible earnings to purchase Roper's common stock at a 5% discount to the average closing price of the stock at the beginning and end of a quarterly offering period. The common stock sold to the employees may be either treasury stock, stock purchased on the open market, or newly issued shares.

The following table provides information regarding the Company's stock based compensation expense (in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Stock based compensation	$ 13,307	$ 9,749	$ 26,284	$ 19,704
Tax effect recognized in net income	4,658	3,412	9,199	6,896
Windfall tax benefit/(shortfall), net	1,245	3,551	5,557	10,966

Stock Options - In the six month period ended June 30, 2013, 520,850 options were granted with a weighted average fair value of $36.55 per option. During the same period in 2012, 412,100 options were granted with a weighted average fair value of $29.39 per option. All options were issued at grant date fair value, which is defined by the Plan as the closing price of Roper's common stock on the date of grant.

Roper records compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model. Historical data is used to estimate the expected price volatility, the expected dividend yield, the expected option life and the expected forfeiture rate. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the estimated life of the option. The following weighted average assumptions were used to estimate the fair value of options granted during the current and prior year six month periods using the Black-Scholes option-pricing model:

	Six months ended June 30,	
	2013	2012
Fair value per share ($)	36.55	29.39
Risk-free interest rate (%)	0.78	0.82

Expected option life (years)	5.19	5.22
Expected volatility (%)	36.22	36.55
Expected dividend yield (%)	0.57	0.59

Cash received from option exercises for the six months ended June 30, 2013 and 2012 was $14.4 million and $28.3 million, respectively.

Restricted Stock Awards - During the six months ended June 30, 2013, 346,390 restricted stock awards were granted with a weighted average fair value of $116.45 per restricted share. During the same period in 2012, 290,307 awards were granted with a weighted average fair value of $94.05 per restricted share. All grants were issued at grant date fair value.

During the six months ended June 30, 2013, 118,962 restricted awards vested with a weighted average grant date fair value of $62.39 per restricted share, at a weighted average vest date fair value of $120.52 per restricted share.

Employee Stock Purchase Plan - During the six month periods ended June 30, 2013 and 2012, participants of the employee stock purchase plan purchased 10,712 and 12,329 shares, respectively, of Roper's common stock for total consideration of $1.25 million and $1.12 million, respectively. All shares were purchased from Roper's treasury shares.

6. Inventories

	June 30, 2013	December 31, 2012
	(in thousands)	
Raw materials and supplies	$ 123,437	$ 121,573
Work in process	33,648	29,725
Finished products	84,639	81,536
Inventory reserves	(44,266)	(41,967)
	$ 197,458	$ 190,867

7. Goodwill and Other Intangible Assets

The carrying value of goodwill by segment is as follows (in thousands):

	Industrial Technology	Energy Systems & Controls	Medical & Scientific Imaging	RF Technology	Total
Balances at December 31, 2012	$ 421,755	$ 404,057	$ 1,772,402	$ 1,270,643	$ 3,868,857
Additions	-	-	679,999	-	679,999
Other	-	-	(3,793)	445	(3,348)
Currency translation adjustments	(4,019)	(2,400)	(11,647)	(5,668)	(23,734)
Balances at June 30, 2013	$ 417,736	$ 401,657	$ 2,436,961	$ 1,265,420	$ 4,521,774

Other intangible assets are comprised of (in thousands):

	Cost	Accumulated amortization	Net book value
Assets subject to amortization:			
Customer related intangibles	$ 1,509,339	$ (379,535)	$ 1,129,804
Unpatented technology	198,609	(97,487)	101,122
Software	160,520	(44,256)	116,264
Patents and other protective rights	40,399	(20,312)	20,087
Trade secrets	1,500	(1,500)	-
Assets not subject to amortization:			
Trade names	331,590	-	331,590
Balances at December 31, 2012	$ 2,241,957	$ (543,090)	$ 1,698,867
Assets subject to amortization:			
Customer related intangibles	$ 1,934,311	$ (426,269)	$ 1,508,042
Unpatented technology	210,943	(109,356)	101,587
Software	160,245	(51,248)	108,997
Patents and other protective rights	30,150	(21,420)	8,730
Trade secrets	1,500	(1,500)	-
Assets not subject to amortization:			
Trade names	357,321	-	357,321
Balances at June 30, 2013	$ 2,694,470	$ (609,793)	$ 2,084,677

Amortization expense of other intangible assets was $69,773 and $50,336 during the six months ended June 30, 2013 and 2012, respectively.

8. Debt

On June 6, 2013, the Company completed a public offering of $800 million aggregate principal amount of 2.05% senior unsecured notes due October 1, 2018. The notes were issued at 99.791% of their principal amount. The net proceeds were used to pay a portion of the outstanding revolver balance under Roper's revolving credit facility.

The notes bear interest at a fixed rate of 2.05% per year, payable semi-annually in arrears on April 1 and October 1 of each year, beginning October 1, 2013.

Roper may redeem some or all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of its existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of Roper's subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of its subsidiaries.

The Company has $500 million of senior notes maturing on August 15, 2013. It is the intent of the Company to use borrowings from its $1.5 billion revolving credit facility to repay these notes.

Roper's 3.75% senior subordinated convertible notes due 2034 became convertible on January 15, 2009. During the six month period ended June 30, 2013, 3,522 notes were converted for $5.6 million in cash. No gain or loss was recorded upon these conversions. In addition, a related $0.3 million deferred tax liability associated with excess deductions recorded for tax purposes was relieved to additional paid-in capital upon the conversions.

At June 30, 2013, the conversion price on the outstanding notes was $466.17. If converted at June 30, 2013, the value would exceed the $10 million principal amount of the notes by approximately $23 million and could result in the issuance of 188,732 shares of Roper's common stock.

9. Fair Value of Financial Instruments

Roper's debt at June 30, 2013 included $2.7 billion of fixed-rate senior notes with the following fair values (in millions):

$500 million senior notes due 2013	$ 503
$400 million senior notes due 2017	394
$800 million senior notes due 2018	786
$500 million senior notes due 2019	582
$500 million senior notes due 2022	477

The fair values of the senior notes are based on the trading prices of the notes, which the Company has determined to be Level 2 in the FASB fair value hierarchy. Short-term debt included $10 million of fixed-rate convertible notes which were at fair value due to the ability of note holders to exercise the conversion option of the notes.

The Company manages interest rate risk by maintaining a combination of fixed- and variable-rate debt, which may include interest rate swaps to convert fixed-rate debt to variable-rate debt, or to convert variable-rate debt to fixed-rate debt. At June 30, 2013, an aggregate notional amount of $500 million in interest rate swaps designated as fair value hedges effectively changed Roper's $500 million senior notes due 2013 with a fixed interest rate of 6.625% to a variable-rate obligation at a weighted average spread of 4.377% plus the 3 month London Interbank Offered Rate ("LIBOR").

The swaps are recorded at fair value in the balance sheet as assets or liabilities, and the changes in fair value of both the interest rate swap and the hedged senior notes due 2013 are recorded as interest expense. At June 30, 2013, the fair value of the swap was an asset balance of $1.2 million and was reported in other current assets. There was a corresponding increase of $0.2 million in the notes being hedged, which was reported as current portion of long-term debt. The impact on earnings for the six months ended June 30, 2013 was immaterial. The Company has determined the swaps to be Level 2 in the FASB fair value hierarchy, and uses inputs other than quoted prices that are observable for the asset or liability, including interest rates, yield curves and credit risks in order to value the instruments.

10. Contingencies

Roper, in the ordinary course of business, is the subject of, or a party to, various pending or threatened legal actions, including product liability and employment practices. It is vigorously contesting all lawsuits that, in general, are based upon claims of the kind that have been customary over the past several years. After analyzing the Company's contingent liabilities on a gross basis and, based upon past experience

with resolution of its product liability and employment practices claims and the limits of the primary, excess, and umbrella liability insurance coverages that are available with respect to pending claims, management believes that adequate provision has been made to cover any potential liability not covered by insurance, and that the ultimate liability, if any, arising from these actions should not have a material adverse effect on Roper's consolidated financial position, results of operations or cash flows.

Over recent years there has been an increase in certain U.S. states in asbestos-related litigation claims against numerous industrial companies. Roper or its subsidiaries have been named defendants in some such cases. No significant resources have been required by Roper to respond to these cases and the Company believes it has valid defenses to such claims and, if required, intends to defend them vigorously. Given the state of these claims it is not possible to determine the potential liability, if any.

Roper's financial statements include accruals for potential product liability and warranty claims based on its claims experience. Such costs are accrued at the time revenue is recognized.

A summary of the warranty accrual activity for the six months ended June 30, 2013 is presented below (in thousands):

Balance at December 31, 2012	$ 9,755
Additions charged to costs and expenses*	14,935
Deductions	(5,900)
Other	(243)
Balance at June 30, 2013	$ 18,547

* During the second quarter of 2013, the Company identified a vendor-supplied component within a refrigeration system valve that did not meet its quality standards, and $9.1 million was expensed to cover the estimated cost of replacing the faulty components for customers.

11. Business Segments

Sales and operating profit by industry segment are set forth in the following table (dollars in thousands):

	Three months ended June 30,			Six months ended June 30,		
	2013	2012	Change	2013	2012	Change
Net sales:						
Industrial Technology	$ 197,543	$ 203,944	(3.1)%	$ 379,782	$ 399,080	(4.8)%
Energy Systems & Controls	155,331	154,737	0.4	300,973	303,339	(0.8)
Medical & Scientific Imaging	207,957	150,921	37.8	408,401	313,732	30.2
RF Technology	223,179	215,270	3.7	431,989	419,787	2.9
Total	$ 784,010	$ 724,872	8.2%	$ 1,521,145	$ 1,435,938	5.9%
Gross profit:						
Industrial Technology	$ 101,844	$ 102,770	(0.9)%	$ 195,155	$ 201,433	(3.1)%
Energy Systems & Controls	87,421	86,135	1.5	168,327	166,543	1.1
Medical & Scientific Imaging	138,416	96,212	43.9	273,285	202,398	35.0
RF Technology	117,826	112,491	4.7	230,316	218,427	5.4
Total	$ 445,507	$ 397,608	12.0%	$ 867,083	$ 788,801	9.9%
Operating profit*:						
Industrial Technology	$ 50,580	$ 62,076	(18.5)%	$ 103,525	$ 119,583	(13.4)%
Energy Systems & Controls	41,634	40,202	3.6	77,356	75,859	2.0
Medical & Scientific Imaging	47,537	35,679	33.2	107,465	79,041	36.0
RF Technology	60,729	58,161	4.4	117,359	108,514	8.2
Total	$ 200,480	$ 196,118	2.2%	$ 405,705	$ 382,997	5.9%
Long-lived assets:						
Industrial Technology	$ 46,565	$ 43,096	8.0%			
Energy Systems & Controls	19,361	18,892	2.5			
Medical & Scientific Imaging	42,926	44,314	(3.1)			
RF Technology	28,298	28,639	(1.2)			
Total	$ 137,150	$ 134,941	1.6%			

*Segment operating profit is before unallocated corporate general and administrative expenses. These expenses were $20,734 and $17,334 for the three months ended June 30, 2013 and 2012, respectively, and $40,782 and $33,909 for the six months ended June 30, 2013 and 2012, respectively.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with Management's Discussion and Analysis of Financial Conditions and Results of Operations included in our Annual Report for the year ended December 31, 2012 as filed on February 25, 2013 with the Securities and Exchange Commission ("SEC") and the notes to our Condensed Consolidated Financial Statements included elsewhere in this report.

Information About Forward-Looking Statements

This report includes "forward-looking statements" within the meaning of the federal securities laws. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the SEC or in connection with oral statements made to the press, potential investors or others. All statements that are not historical facts are "forward-looking statements." Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in any forward-looking statement.

Examples of forward-looking statements in this report include but are not limited to statements regarding operating results, the success of our internal operating plans, our expectations regarding our ability to generate operating cash flows and reduce debt and associated interest expense, profit and cash flow expectations, the prospects for newly acquired businesses to be integrated and contribute to future growth and our expectations regarding growth through acquisitions. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the cost, timing and success of product upgrades and new product introductions, raw materials costs, expected pricing levels, the timing and cost of expected capital expenditures, expected outcomes of pending litigation, competitive conditions, general economic conditions and expected synergies relating to acquisitions, joint ventures and alliances. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- general economic conditions;
- difficulty making acquisitions and successfully integrating acquired businesses;
- any unforeseen liabilities associated with future acquisitions;
- limitations on our business imposed by our indebtedness;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks and costs associated with our international sales and operations;
- increased directors' and officers' liability and other insurance costs;
- risk of rising interest rates;
- product liability and insurance risks;
- increased warranty exposure;
- future competition;
- the cyclical nature of some of our markets;
- reduction of business with large customers;
- risks associated with government contracts;
- changes in the supply of, or price for, raw materials, parts and components;
- environmental compliance costs and liabilities;
- risks and costs associated with asbestos-related litigation;
- potential write-offs of our substantial goodwill and other intangible assets;
- our ability to successfully develop new products;
- failure to protect our intellectual property;
- the effect of, or change in, government regulations (including tax);
- economic disruption caused by terrorist attacks, health crises or other unforeseen events; and
- the factors discussed in other reports filed with the SEC.

We believe these forward-looking statements are reasonable; however, you should not place undue reliance on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update any of these statements in light of new information or future events.

Overview

Roper Industries, Inc. ("Roper," "we" or "us") is a diversified growth company that designs, manufactures and distributes radio frequency ("RF") products, services and application software, industrial technology products, energy systems and controls and medical and scientific imaging products and software. We market these products and services to a broad range of markets, including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in earnings by emphasizing continuous improvement in the operating performance of our

existing businesses and by acquiring other carefully selected businesses that offer high value-added services, engineered products and solutions and are capable of achieving growth and maintaining high margins. Our acquisitions have represented both financial bolt-ons and new strategic platforms. We strive for high cash and earnings returns from our investments.

Critical Accounting Policies

There were no material changes during the three or six month periods ended June 30, 2013 to the items that we disclosed as our critical accounting policies and estimates in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2012 Annual Report on Form 10-K filed on February 25, 2013.

Recently Issued Accounting Standards

Information regarding new accounting pronouncements is included in Note 2 of the notes to Condensed Consolidated Financial Statements.

Results of Operations

General

The following tables set forth selected information for the periods indicated. Dollar amounts are in thousands and percentages are the particular line item shown as a percentage of corresponding net sales. Percentages may not foot due to rounding.

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Net sales:				
Industrial Technology	$ 197,543	$ 203,944	$ 379,782	$ 399,080
Energy Systems & Controls	155,331	154,737	300,973	303,339
Medical & Scientific Imaging	207,957	150,921	408,401	313,732
RF Technology	223,179	215,270	431,989	419,787
Total	$ 784,010	$ 724,872	$ 1,521,145	$ 1,435,938
Gross profit:				
Industrial Technology	51.6%	50.4%	51.4%	50.5%
Energy Systems & Controls	56.3	55.7	55.9	54.9
Medical & Scientific Imaging	66.6	63.7	66.9	64.5
RF Technology	52.8	52.3	53.3	52.0
Total	56.8	54.9	57.0	54.9
Selling, general & administrative expenses:				
Industrial Technology	26.0%	20.0%	24.1%	20.5%
Energy Systems & Controls	29.5	29.7	30.2	29.9
Medical & Scientific Imaging	43.7	40.1	40.6	39.3
RF Technology	25.6	25.2	26.1	26.2
Total	31.3	27.8	30.3	28.3
Segment operating profit:				
Industrial Technology	25.6%	30.4%	27.3%	30.0%
Energy Systems & Controls	26.8	26.0	25.7	25.0
Medical & Scientific Imaging	22.9	23.6	26.3	25.2
RF Technology	27.2	27.0	27.2	25.8
Total	25.6	27.1	26.7	26.7
Corporate administrative expenses	(2.6)	(2.4)	(2.7)	(2.4)
	22.9	24.7	24.0	24.3
Interest expense	(2.9)	(2.1)	(2.8)	(2.1)
Other income/(expense)	0.3	(0.1)	-	(0.1)
Earnings before income taxes	20.4	22.5	21.2	22.1
Income taxes	(6.2)	(6.7)	(5.6)	(6.6)
Net earnings	14.2%	15.8%	15.5%	15.5%

Three months ended June 30, 2013 compared to three months ended June 30, 2012

Net sales for the quarter ended June 30, 2013 were $784.0 million as compared to $724.9 million in the prior year quarter, an increase of 8.2%. The increase was the result of a 7.9% increase in sales from acquisitions and organic growth of 0.5%, partially offset by a small foreign exchange impact.

In our Industrial Technology segment, net sales were down 3% to $197.5 million in the second quarter of 2013 as compared to $203.9 million in the second quarter of 2012, due primarily to the loss of a customer at our water metering business and lower sales at our materials testing business. Gross margins increased to 51.6% for the second quarter of 2013 as compared to 50.4% in the second quarter of 2012 due to product mix. Selling, general and administrative ("SG&A") expenses as a percentage of net sales increased to 26.0% in the current year quarter from 20.0% in the prior year quarter due primarily to a $9.1 million pretax charge for warranty expense at one of our subsidiaries, Hansen Technologies, to provide its customers with replacements for refrigeration valves that included a vendor-supplied component that did not meet Roper quality standards. The resulting operating profit margins were 25.6% in the second quarter of 2013 as compared to 30.4% in the second quarter of 2012.

Net sales in our Energy Systems & Controls segment increased to $155.3 million during the second quarter of 2013 compared to $154.7 million in the second quarter of 2012. The increase in sales was due to increased demand for control systems for oil and gas applications offset in part by lower sales of pressure sensors for industrial applications and non-destructive testing systems for nuclear plants. Gross margins increased to 56.3% in the second quarter of 2013 compared to 55.7% in the second quarter of 2012 due to product mix. SG&A expenses as a percentage of net sales were 29.5% in the second quarter of 2013, compared to 29.7% in the prior year quarter. As a result, operating margins were 26.8% in the second quarter of 2013 as compared to 26.0% in the second quarter of 2012.

In our Medical & Scientific Imaging segment, net sales increased by 38% to $208.0 million in the second quarter of 2013 as compared to $150.9 million in the second quarter of 2012, due to acquisitions. We experienced continued growth in our medical businesses, which was offset by weakness in camera sales into research markets. Gross margins increased to 66.6% in the second quarter of 2013 from 63.7% in the second quarter of 2012 due primarily to additional sales from medical products which have a higher gross margin. SG&A expenses as a percentage of net sales increased to 43.7% in the second quarter of 2013 as compared to 40.1% in the second quarter of 2012 due to SG&A expenses at MHA in which the corresponding revenues were not recognizable under GAAP (see Note 4 of the notes to Condensed Consolidated Financial Statements). As a result, operating margins were 22.9% in the second quarter of 2013 as compared to 23.6% in the second quarter of 2012.

In our RF Technology segment, net sales were $223.2 million in the second quarter of 2013 as compared to $215.3 million in the second quarter of 2012, an increase of 4%. The increase was due primarily to growth in our toll and traffic, university card systems and security solutions businesses. Gross margins increased to 52.8% in the second quarter of 2013, as compared to 52.3% in the prior year quarter due to product mix. SG&A expenses as a percentage of net sales in the second quarter of 2013 was 25.6% as compared to 25.2% in the second quarter of 2012 due to product mix. As a result, operating profit margins were 27.2% in the second quarter of 2013 as compared to 27.0% in the second quarter of 2012.

Corporate expenses were $20.7 million, or 2.6% of sales, in the second quarter of 2013 as compared to $17.3 million, or 2.4% of sales, in the second quarter of 2012. The increase was due primarily to higher stock-based compensation resulting from higher stock prices.

Interest expense was $22.4 million in the second quarter of 2013 as compared to $15.1 million in the second quarter of 2012. The increase was due to higher average outstanding debt balances related to 2012 and 2013 acquisitions, offset in part by lower average interest rates.

Other income was $2.5 million in the second quarter of 2013, due primarily to a one-time pretax gain related to a legal settlement offset in part by foreign exchange losses at our non-U.S. based companies. Other expense was $0.6 million in the second quarter of 2012, due primarily to foreign exchange losses at our non-U.S. based companies.

Our second quarter effective income tax rate was 30.4% as compared to the prior year rate of 29.6%. The increase is due to increased revenues and resulting pretax income in higher tax jurisdictions, primarily the United States.

At June 30, 2013, the functional currencies of our European subsidiaries were stronger and our Canadian subsidiaries were weaker against the U.S. dollar compared to currency exchange rates at March 31, 2013. The currency changes resulted in a pretax decrease of $5 million in the foreign exchange component of comprehensive earnings for the current year quarter, $3 million of which was related to goodwill. Goodwill changes from currency exchange rate changes do not directly affect our reported earnings or cash flows. During the quarter ended June 30, 2013 the functional currencies of most of our European and Canadian subsidiaries were stronger against the U.S. dollar as compared to the quarter ended June 30, 2012, with the exception of the British pound, which was weaker in the current year quarter. The difference between the operating profits for these companies for the second quarter of 2013 compared to the prior year quarter, translated into U.S. dollars, was less than 1%.

Net orders were $816.5 million for the quarter, 7% higher than the second quarter 2012 net order intake of $763.5 million, due primarily to acquisitions, which contributed 9% to the current quarter orders, offset in part by decreased orders in our toll and traffic and water metering businesses. Overall, our order backlog at June 30, 2013 was up 17% as compared to June 30, 2012, due primarily to acquisitions.

	Net orders booked for the three months ended June 30,		Order backlog as of June 30,	
	2013	2012	2013	2012
Industrial Technology	$ 204,506	$ 202,120	$ 132,911	$ 147,917
Energy Systems & Controls	159,955	157,775	125,471	128,018
Medical & Scientific Imaging	210,233	148,386	250,319	120,329
RF Technology	241,817	255,195	519,787	486,051
	$ 816,511	$ 763,476	$ 1,028,488	$ 882,315

Six months ended June 30, 2013 compared to six months ended June 30, 2012

Net sales for the six months ended June 30, 2013 were $1.5 billion as compared to $1.4 billion in the prior year six month period, representing an increase of 5.9%. The increase is comprised of a 7.7% increase from acquisitions, offset in part by a 1.5% decrease in organic sales and a small foreign exchange impact.

In our Industrial Technology segment, net sales decreased by 5% to $379.8 million in the first six months of 2013 as compared to $399.1 million in the first six months of 2012. The decrease was due primarily to the loss of a customer at our water metering business and lower sales at our materials testing business. Gross margins increased to 51.4% for the first six months of 2013 as compared to 50.5% in the first six months of 2012 due to product mix. SG&A expenses as a percentage of net sales were 24.1%, as compared to 20.5% in the prior year six month period due primarily to a $9.1 million pretax charge for warranty expense at one of our subsidiaries, Hansen Technologies, to provide its customers with replacements for refrigeration valves that included a vendor-supplied component that did not meet Roper quality standards. The resulting operating profit margins were 27.3% in the first six months of 2013 as compared to 30.0% in the first six months of 2012.

Net sales in our Energy Systems & Controls segment were $301.0 million during the first six months of 2013 as compared to $303.3 million in the first six months of 2012, due to lower sales of pressure sensors for industrial applications which was offset in part by increased demand for control systems for oil and gas applications. Gross margins increased to 55.9% in the first six months of 2013, compared to 54.9% in the first six months of 2012 due to product mix. SG&A expenses as a percentage of net sales were 30.2% as compared to 29.9% in the prior year six month period due to product mix. Operating margins were 25.7% in the first six months of 2013 as compared to 25.0% in first six months of 2012.

In our Medical & Scientific Imaging segment net sales increased 30% to $408.4 million in the first six months of 2013 as compared to $313.7 million in the first six months of 2012. The change was comprised of a 35% increase from acquisitions, a decrease in organic sales of 4% and negative 1% from foreign exchange. We experienced weakness in our camera businesses which was offset in part by continued growth in our medical businesses. Gross margins increased to 66.9% in the first six months of 2013 from 64.5% in the first six months of 2012, due primarily to additional sales from medical products which have a higher gross margin. SG&A expenses as a percentage of net sales increased to 40.6% in the six month period ended June 30, 2013 as compared to 39.3% in the prior year period due to SG&A expenses at MHA in which the corresponding revenues were not recognizable under GAAP (see Note 4 of the notes to Condensed Consolidated Financial Statements). Operating margins were 26.3% in the first six months of 2013 as compared to 25.2% in the first six months of 2012.

In our RF Technology segment, net sales were $432.0 million in the first six months of 2013 compared to $419.8 million in the first six months of 2012, an increase of 3%. The increase was due primarily to growth in our toll and traffic, university card systems and security solutions businesses. Gross margins increased to 53.3% in the first six months of 2013 as compared to 52.0% in the prior year six month period due to a more favorable mix in tolling and traffic management products and services. SG&A expenses as a percentage of sales was relatively unchanged at 26.1% in the first six months of 2013 compared to 26.2% in the prior year period. Operating profit margins were 27.2% in the first six months of 2013 as compared to 25.8% in the first six months of 2012.

Corporate expenses increased by $6.9 million to $40.8 million or 2.7% of sales, in the first half of 2013 as compared to $33.9 million, or 2.4% of sales, in the first half of 2012. The increase was due primarily to higher equity compensation as a result of higher stock prices.

Interest expense of $43.2 million for the first half of 2013 was $12.6 million higher as compared to $30.6 million in the first half of 2012. The increase was due to higher average outstanding debt balances related to 2012 and 2013 acquisitions, offset in part by lower average interest rates.

Other income was $.04 million in the first half of 2013 due primarily to a one-time pretax gain related to a legal settlement offset by foreign exchange losses at our non-U.S. based companies, as compared to other expense in the first half of 2012 of $1.1 million, due primarily to foreign exchange losses at our non-U.S. based companies.

Income taxes were 26.6% of pretax earnings in the first six months of 2013, as compared to 29.7% in the first six months of 2012. The reduction was due to $6 million in discrete tax benefits related to the enactment of the American Taxpayer Relief Act of 2012 ("ATRA"), as well as a $6 million benefit from the adjustment of tax balances which were immaterial to any covered period, offset by increased revenues and resulting pretax income in higher tax jurisdictions, primarily the United States.

At June 30, 2013, the functional currencies of our European and Canadian subsidiaries were weaker against the U.S. dollar compared to currency exchange rates at December 31, 2012. The currency changes resulted in a pretax decrease of $45 million in the foreign exchange

component of comprehensive earnings for the six months ended June 30, 2013, $24 million of which was related to goodwill. Goodwill changes from currency exchange rate changes do not directly affect our reported earnings or cash flows. During the six months ended June 30, 2013 the functional currencies of most of our European and our Canadian subsidiaries were stronger against the U.S. dollar as compared to the six months ended June 30, 2012, with the exception of the British pound, which was weaker in the current year period. The difference between the operating profits for these companies for the six months ended June 30, 2013 compared to the six months ended June 30, 2012, translated into U.S. dollars, was approximately 1%.

Financial Condition, Liquidity and Capital Resources

Selected cash flows for the three and six month periods ended June 30, 2013 and 2012 were as follows (in millions):

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Cash provided by/(used in):				
Operating activities	$ 139.7	$ 119.3	$ 311.0	$ 260.8
Investing activities	(1,014.9)	(28.1)	(1,028.1)	(56.9)
Financing activities	819.7	(17.4)	730.9	(19.6)

Operating activities - Net cash provided by operating activities in the second quarter of 2013 was $20.4 million, or 17% higher than the second quarter of 2012, due primarily to improved receivables collection and increased earnings net of intangible amortization related to acquisitions. In the six month period ending June 30, 2013, operating cash flow increased by $50.2 million, or 19% over the prior year six month period, due primarily to improved receivables collection and earnings net of intangible amortization related to acquisitions.

Investing activities - Cash used in investing activities during the second quarters of 2013 and 2012 as well as in the six months ended June 30, 2013 and 2012 was primarily for business acquisitions and capital expenditures.

Financing activities – Cash provided by financing activities in the second quarter of 2013 was primarily for principal debt borrowings for acquisitions, offset in part by principal debt payments and dividends. Cash used in financing activities in the second quarter of 2012 was primarily for principal debt payments, dividends and cash redemption premiums on convertible debt, offset partially by stock option proceeds. Cash provided by financing activities in the six month period ended June 30, 2013 was primarily for principal debt borrowings and stock option proceeds, offset in part by principal debt payments and dividends. Cash used in financing activities in the six month period ended June 30, 2012 was primarily for principal debt payments, dividends and cash redemption premiums on convertible debt.

Total debt at June 30, 2013 consisted of the following (amounts in thousands):

$500 million senior notes due 2013*	$ 500,156
$400 million senior notes due 2017	400,000
$800 million senior notes due 2018	800,000
$500 million senior notes due 2019	500,000
$500 million senior notes due 2022	500,000
Senior Subordinated Convertible Notes	10,121
Revolving Facility	42,000
Other	5,946
Total debt	2,758,223
Less current portion	512,799
Long-term debt	$ 2,245,424

* Shown including fair value swap adjustment of $156.

The interest rate on borrowings under our $1.5 billion credit facility is calculated based upon various recognized indices plus a margin as defined in the credit agreement. At June 30, 2013, there were $42 million of outstanding borrowings under the facility. At June 30, 2013, we had $5.9 million of other debt in the form of capital leases, several smaller facilities that allow for borrowings or the issuance of letters of credit in various foreign locations to support our non-U.S. businesses and $40 million of outstanding letters of credit.

On June 7, 2013, we completed a public offering of $800 million aggregate principal amount of 2.05% senior unsecured notes due 2018. See Note 8 of the Notes to Condensed Consolidated Financial Statements for additional information regarding the notes.

The Company has $500 million of senior notes maturing on August 15, 2013. It is the intent of the Company to use borrowings from its $1.5 billion revolving credit facility to repay these notes.

The cash and short-term investments at our foreign subsidiaries at June 30, 2013 totaled $306 million. Repatriation of these funds under current regulatory and tax law for use in domestic operations would expose us to additional taxes. We expect existing cash and cash equivalents, cash generated by our U.S. operations, our unsecured credit facility, as well as our expected ability to access the capital markets, will be sufficient to fund operating requirements in the U.S. for the foreseeable future.

We were in compliance with all debt covenants related to our credit facilities throughout the six months ended June 30, 2013.

Net working capital (total current assets, excluding cash, less total current liabilities, excluding debt) was $339.5 million at June 30, 2013 compared to $307.8 million at December 31, 2012, reflecting increased working capital due primarily to increases in receivables partially offset by an increase in deferred revenue.

Total debt was $2.76 billion at June 30, 2013 compared to $2.02 billion at December 31, 2012 due to borrowings to fund acquisitions offset in part by the use of operating cash flows to reduce outstanding debt. Our leverage is shown in the following table (in thousands):

	June 30, 2013	December 31, 2012
Total debt	$ 2,758,223	$ 2,022,122
Cash	(374,571)	(370,590)
Net debt	2,383,652	1,651,532
Stockholders' equity	3,889,548	3,687,726
Total net capital	$ 6,273,200	$ 5,339,258
Net debt / Total net capital	38.0%	30.9%

At June 30, 2013, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Capital expenditures of $21.9 million and $20.5 million were incurred during the six months ended June 30, 2013 and 2012, respectively. We expect capital expenditures for the balance of the year to be comparable to prior years as a percentage of sales.

Outlook

Current geopolitical uncertainties could adversely affect our business prospects. A significant terrorist attack or other global conflict could cause changes in world economies that would adversely affect us. It is impossible to isolate each of these factor's effects on current economic conditions. It is also impossible to predict with any reasonable degree of certainty what or when any additional events may occur that also will similarly disrupt the economy.

We maintain an active acquisition program; however, future acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our business, financial condition and results of operations. Such acquisitions may be financed by the use of existing credit lines, future cash flows from operations, the proceeds from the issuance of new debt or equity securities or some combination of these methods.

We anticipate that our businesses will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of outstanding debt. However, the rate at which we can reduce our debt during 2013 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies; and none of these factors can be predicted with certainty.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Item 7A - Quantitative and Qualitative Disclosures about Market Risk," in our 2012 Annual Report on Form 10-K. There were no material changes during the three or six month periods ended June 30, 2013.

ITEM 4. CONTROLS AND PROCEDURES

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report ("Evaluation Date"). This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based on this evaluation as of the Evaluation Date, these officers have concluded that the design and operation of our disclosure controls and procedures are effective.

Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes to our internal controls during the period covered by this quarterly report that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

Information pertaining to legal proceedings can be found in Note 10 of the Notes to Condensed Consolidated Financial Statements included elsewhere in this report, and is incorporated by reference herein.

Item 1A. Risk Factors

For information regarding factors that could affect our results of operations, financial condition and liquidity, see the risk factors discussion in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012 as filed on February 25, 2013 with the SEC. See also, "Information about Forward-Looking Statements" included in Part I, Item 2 of this Quarterly Report on Form 10-Q.

Item 6. Exhibits

4.1	Form of 2.05% Senior Notes due 2018, incorporated herein by reference to exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed June 6, 2013.
31.1	Rule 13a-14(a)/15d-14(a), Certification of the Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a), Certification of the Chief Financial Officer, filed herewith.
32.1	Section 1350 Certification of the Chief Executive and Chief Financial Officers, filed herewith.
101.INS	XBRL Instance Document, furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document, furnished herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

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.

Roper Industries, Inc.

/s/ Brian D. Jellison Brian D. Jellison	Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	August 7, 2013
/s/ John Humphrey John Humphrey	Chief Financial Officer and Executive Vice President (Principal Financial Officer)	August 7, 2013
/s/ Paul J. Soni Paul J. Soni	Vice President and Controller (Principal Accounting Officer)	August 7, 2013

EXHIBIT INDEX
TO REPORT ON FORM 10-Q

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101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

Exhibit 31.1

I, Brian D. Jellison, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2013

/s/ Brian D. Jellison
Brian D. Jellison
Chairman, President and
Chief Executive Officer

Exhibit 31.2

I, John Humphrey, certify that:

1 I have reviewed this Quarterly Report on Form 10-Q of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2013

/s/ John Humphrey
John Humphrey
Executive Vice President and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Roper Industries, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brian D. Jellison, Chief Executive Officer of the Company, and John Humphrey, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge that:

1. The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2013

/s/ Brian D. Jellison
Brian D. Jellison
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ John Humphrey
John Humphrey
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

This certificate is being made for the exclusive purpose of compliance of the Company with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be disclosed, distributed or used by any person or for any reason other than specifically required by law.

FORM 8-K

July 29, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

July 29, 2013

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED)

ROPER INDUSTRIES, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE

(STATE OR OTHER JURISDICTION OF INCORPORATION)

1-12273	51-0263969
(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)
6901 PROFESSIONAL PKWY. EAST, SUITE 200, SARASOTA, FLORIDA	34240
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

(941) 556-2601

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

(FORMER NAME OR ADDRESS, IF CHANGED SINCE LAST REPORT)

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 communication 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 July 29, 2013, Roper Industries, Inc. (the "Company") issued a press release containing information about the Company's results of operations for the quarter ended June 30, 2013. A copy of the press release is furnished as Exhibit 99.1.

In the press release, the Company uses several non-GAAP financial measures: Adjusted Revenue, Adjusted Operating Margin, Adjusted Diluted Earnings per Share and Free Cash Flow.

Business combination accounting rules require Roper to account for the fair value of deferred revenue assumed in connection with the Sunquest Information

Systems, Inc. ("Sunquest") acquisition. The fair value is based on the assumed cost of having a third-party provide the relevant support services rather than the contracted amount under the contracts. Because the fair value is less than the contracted amount, Roper's GAAP revenues for the one year period subsequent to the acquisition will not reflect the full amount of revenue that would have otherwise been recorded by Sunquest had they remained an independent company. The Adjusted Revenue measure is intended to reflect the full amount that Sunquest would have recognized as revenue, absent the fair value adjustment.

Business combination accounting rules require Roper to account for the fair value of accounts receivable at acquisition date for revenue that was "earned but not recognized" at the date of purchase of Managed Healthcare Associates, Inc. ("MHA"). Roper's GAAP revenues for the one year period subsequent to the acquisition will not reflect the full amount of revenue that would have otherwise been recorded by MHA had they remained an independent company. The Adjusted Revenue measure is intended to reflect the full amount that MHA would have recognized as revenue, absent the fair value adjustment.

The Adjusted Operating Margin reflects both of these fair value adjustments and also excludes a special charge related to a vendor supplied component, which is recorded as operating expense. The Company believes these non-GAAP measures are useful to investors as a measure of the ongoing performance of its business.

Free Cash Flow is defined as "Cash Provided by Operating Activities" ("Operating Cash Flow") as stated in Roper's Consolidated Statements of Cash Flows, reduced by capital expenditures. The Company believes that Free Cash Flow is useful to investors as a basis for comparing its performance with other companies. Roper's measure of Free Cash Flow may not be comparable to similar measures used by other companies.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*.

99.1 Press Release of the Company dated July 29, 2013.

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.

Roper Industries, Inc.
(Registrant)

BY: /s/ John Humphrey
John Humphrey,
Vice President and Chief Financial Officer

Date: July 29, 2013

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release of the Company dated July 29, 2013

Exhibit 99.1

Contact Information:
Investor Relations
941-556-2601
investor-relations@roperind.com

Roper Industries, Inc.

Roper Industries Announces Record Second Quarter Results

Sarasota, Florida, July 29, 2013 ... Roper Industries, Inc. (NYSE: ROP) reported financial results for the second quarter ended June 30, 2013.

Roper reports results, including revenue, operating margin, net income and diluted earnings per share, on a GAAP and adjusted basis. Adjusted measures are reconciled to the corresponding GAAP measures at the end of this release.

Second quarter GAAP diluted earnings per share were $1.11 and adjusted diluted earnings per share were $1.31. GAAP revenue increased 8% to $784 million and adjusted revenue increased 11% to $805 million. Orders increased to $835 million and represented a book-to-bill ratio of 1.04.

GAAP gross margin reached 56.8% and adjusted gross margin increased to 57.9%, a 300 basis point gain over the prior year. Operating cash flow in the quarter was $140 million, a 17% increase over the prior year. Free cash flow increased 19% to $129 million.

"We are pleased with our second quarter results and see positive momentum in our businesses," said Brian Jellison, Roper's Chairman, President and CEO. "We delivered organic growth consistent with our expectations while securing significant orders for second half delivery, supporting our ability to achieve improving organic growth throughout the year. Backlog increased 17% to a record $1.03 billion. Our significant expansion in gross margin was broad-based, with increases in all four segments."

"We completed the acquisition of Managed Health Care Associates, Inc. (MHA) on May 1, 2013 and its early performance reinforces our confidence about its future," continued Mr. Jellison. "We also successfully issued $800 million of senior notes in the quarter, further strengthening our balance sheet. We maintain substantial capacity for future acquisitions and have an attractive pipeline of opportunities."

Special Charge

Second quarter GAAP results include a pretax charge of $9.1 million, or $0.06 per diluted share, in the Industrial Technology segment. The company determined that a vendor-supplied component in a refrigeration-system valve did not meet our quality standards. The company decided to exchange affected product, and has recorded this charge to reflect the estimated program cost, while it engages in an ongoing discussion with the vendor.

2013 Outlook and Guidance

The company is updating its full year adjusted diluted earnings per share guidance to be between $5.72 - $5.86 compared to $5.76 - $5.94 previously. "We expect total sales growth in the second half of the year to be 12% - 14%," said Mr. Jellison. "Contributions from acquisitions continue to be on-track and due to changes in certain niche businesses, we expect second half organic growth between 6% - 8%, compared to our prior expectation of 7% - 9%." The company expects full year operating cash flow to exceed $800 million, consistent with the company's previous guidance.

The company's guidance for full year adjusted diluted earnings per share includes the recognition of acquired revenue which will be excluded under GAAP's purchase accounting rules, and also excludes certain items as detailed later in this press release under the heading "Use of Non-GAAP Financial Measures." The company's guidance excludes the impact of any future acquisitions.

Conference Call to be Held at 8:30 AM (ET) Today

A conference call to discuss these results has been scheduled for 8:30 AM ET on Monday, July 29, 2013. The call can be accessed via webcast or by dialing +1 888-428-9490 (US/Canada) or +1 719-325-2472, using confirmation code 6227963. Webcast information and conference call materials will be made available in the Investors section of Roper's website (www.roperind.com) prior to the start of the call. Telephonic replays will be available for up to two weeks by calling +1 719-457-0820 and using the access code 6227963.

Use of Non-GAAP Financial Information

The company supplements its consolidated financial statements presented on a GAAP basis with certain non-GAAP financial information to provide investors with greater insight, increase transparency and allow for a more comprehensive understanding of the information used by management in its financial and operational decision-making. Reconciliation of non-GAAP measures to their most directly comparable GAAP measures are included in the accompanying financial schedules or tables. Non-GAAP financial measures disclosed by the company should not be considered a substitute for, or superior to, financial measures prepared in accordance with GAAP, and the financial results prepared in accordance with GAAP and reconciliations from these results should be carefully evaluated.

Table 1: Second Quarter Revenue Growth

	GAAP	Adjusted
Acquisitions / Divestitures	8%	11%
Organic	1%	1%
Foreign Currency	-	-
Rounding	(1%)	(1%)
Total Revenue Growth	8%	11%

Table 2: Gross Margin Reconciliation

	Q2 2013	Q2 2012	% Change
GAAP Revenue	$784.0	$724.9	+8%
Add: Purchase Accounting Adjustment for Acquired Revenue	20.9	0.0	n.a.
Adjusted Revenue (B)	$804.9	$724.9	+11%
GAAP Gross Profit	$445.5	$397.6	+12%
Add: Purchase Accounting Adjustment for Acquired Revenue	20.9	0.0	n.a.
Adjusted Gross Profit (A)	$466.4	$397.6	+17%
Adjusted Gross Margin (A)/(B)	57.9%	54.9%	+300 bps

Table 3: Second Quarter Adjusted Diluted Earnings Per Share

	Q2 2013
GAAP Diluted Earnings Per Share	$1.11
Add: Purchase Accounting Adjustment for Acquired Revenue (Sunquest, MHA)	0.14
Add: Special Charge for Vendor-Supplied Component Quality Issue	0.06
Adjusted Diluted Earnings Per Share	$1.31

Table 4: Free Cash Flow

	Q2 2013	Q2 2012
Operating Cash Flow	$139.7	$119.3
Less: Capital Expenditures	(10.6)	(10.5)

Free Cash Flow	$129.1	$108.8

Table 5: Full Year 2013 Adjusted Diluted Earnings Per Share Guidance

	Low End	High End
GAAP Diluted Earnings Per Share Guidance	$5.41	$5.57
Add: Purchase Accounting Adjustment for Acquired Revenue	$0.22	$0.22
Add: Second Quarter Charge for Vendor-Supplied Component Quality Issue	$0.06	$0.06
Add: Estimated Second Half Impact from Vendor-Supplied Component Quality Issue	$0.03	$0.01
Adjusted Diluted Earnings Per Share Guidance	$5.72	$5.86
Previous Adjusted Diluted Earnings Per Share Guidance	$5.76	$5.94

About Roper Industries

Roper Industries is a diversified growth company and is a constituent of the S&P 500, Fortune 1000, and the Russell 1000 indices. Roper provides engineered products and solutions for global niche markets, including software information networks, medical, water, energy, and transportation. Additional information about Roper is available on the company's website at www.roperind.com.

The information provided in this press release contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements include, among others, statements regarding operating results, the success of our internal operating plans, and the prospects for newly acquired businesses to be integrated and contribute to future growth and profit expectations. Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those contained in any forward-looking statement. Such risks and uncertainties include our ability to integrate our acquisitions and realize expected synergies. We also face other general risks, including our ability to realize cost savings from our operating initiatives, general economic conditions, unfavorable changes in foreign exchange rates, difficulties associated with exports, risks associated with our international operations, difficulties in making and integrating acquisitions, risks associated with newly acquired businesses, increased product liability and insurance costs, increased warranty exposure, future competition, changes in the supply of, or price for, parts and components, environmental compliance costs and liabilities, risks and cost associated with asbestos related litigation and potential write-offs of our substantial intangible assets, and risks associated with obtaining governmental approvals and maintaining regulatory compliance for new and existing products. Important risks may be discussed in current and subsequent filings with the SEC. You should not place undue reliance on any forward-looking statements. These statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

# # #

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (unaudited)
(Amounts in thousands)

ASSETS	**June 30, 2013**	**December 31, 2012**
CURRENT ASSETS:		
Cash and cash equivalents	$ 374,571	$ 370,590
Accounts receivable, net	547,572	526,408
Inventories, net	197,458	190,867
Unbilled receivable	84,319	72,193
Deferred taxes	58,582	41,992
Other current assets	65,633	43,492
Total current assets	1,328,135	1,245,542
PROPERTY, PLANT AND EQUIPMENT, NET	115,677	110,397
OTHER ASSETS:		
Goodwill	4,521,774	3,868,857
Other intangible assets, net	2,084,677	1,698,867
Deferred taxes	86,579	78,644
Other assets	76,900	68,797
Total other assets	6,769,930	5,715,165
TOTAL ASSETS	$ 8,213,742	$ 7,071,104
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 139,296	$ 138,340
Accrued compensation	83,862	110,724
Deferred revenue	209,249	185,912
Other accrued liabilities	171,050	128,351
Deferred taxes	10,595	3,868
Current portion of long-term debt	512,799	519,015
Total current liabilities	1,126,851	1,086,210
NONCURRENT LIABILITIES:		
Long-term debt	2,245,424	1,503,107
Deferred taxes	856,551	707,278
Other liabilities	95,368	86,783
Total liabilities	4,324,194	3,383,378
STOCKHOLDERS' EQUITY:		
Common stock	1,012	1,006
Additional paid-in capital	1,198,269	1,158,001
Retained earnings	2,693,421	2,489,858
Accumulated other comprehensive earnings	16,416	58,537
Treasury stock	(19,570)	(19,676)
Total stockholders' equity	3,889,548	3,687,726
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 8,213,742	$ 7,071,104

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)
(Amounts in thousands, except per share data)

	Three months ended June 30,		Six months ended June 30,	
	2013	2012	2013	2012
Net sales	$ 784,010	$ 724,872	$ 1,521,145	$ 1,435,938
Cost of sales	338,503	327,264	654,062	647,137
Gross profit	445,507	397,608	867,083	788,801
Selling, general and administrative expenses	265,761	218,824	502,160	439,713
Income from operations	179,746	178,784	364,923	349,088
Interest expense	22,361	15,077	43,219	30,560
Other income/(expense)	2,536	(574)	44	(1,064)
Earnings from continuing operations before income taxes	159,921	163,133	321,748	317,464
Income taxes	48,568	48,320	85,481	94,342
Net Earnings	$ 111,353	$ 114,813	$ 236,267	$ 223,122
Earnings per share:				
Basic	$ 1.12	$ 1.18	$ 2.39	$ 2.29
Diluted	$ 1.11	$ 1.15	$ 2.36	$ 2.24
Weighted average common and common equivalent shares outstanding:				
Basic	99,089	97,460	98,983	97,249
Diluted	100,162	99,619	100,071	99,500

Roper Industries, Inc. and Subsidiaries
Selected Segment Financial Data (unaudited)
(Amounts in thousands and percents of net sales)

	Three months ended June 30,				Six months ended June 30,			
	2013		2012		2013		2012	
	Amount	%	Amount	%	Amount	%	Amount	%
Net sales:								
Industrial Technology	$ 197,543		$ 203,944		$ 379,782		$ 399,080	
Energy Systems & Controls	155,331		154,737		300,973		303,339	
Medical & Scientific Imaging	207,957		150,921		408,401		313,732	
RF Technology	223,179		215,270		431,989		419,787	
Total	$ 784,010		$ 724,872		$1,521,145		$1,435,938	
Gross profit:								
Industrial Technology	$ 101,844	51.6%	$ 102,770	50.4%	$ 195,155	51.4%	$ 201,433	50.5%
Energy Systems & Controls	87,421	56.3%	86,135	55.7%	168,327	55.9%	166,543	54.9%
Medical & Scientific Imaging	138,416	66.6%	96,212	63.7%	273,285	66.9%	202,398	64.5%
RF Technology	117,826	52.8%	112,491	52.3%	230,316	53.3%	218,427	52.0%
Total	$ 445,507	56.8%	$ 397,608	54.9%	$ 867,083	57.0%	$ 788,801	54.9%
Operating profit*:								
Industrial Technology	$ 50,580	25.6%	$ 62,076	30.4%	$ 103,525	27.3%	$ 119,583	30.0%
Energy Systems & Controls	41,634	26.8%	40,202	26.0%	77,356	25.7%	75,859	25.0%
Medical & Scientific Imaging	47,537	22.9%	35,679	23.6%	107,465	26.3%	79,041	25.2%
RF Technology	60,729	27.2%	58,161	27.0%	117,359	27.2%	108,514	25.8%
Total	$ 200,480	25.6%	$ 196,118	27.1%	$ 405,705	26.7%	$ 382,997	26.7%
Net Orders:								
Industrial Technology	$ 204,506		$ 202,120		$ 384,313		$ 406,122	
Energy Systems & Controls	159,955		157,775		317,492		311,151	
Medical & Scientific Imaging	210,233		148,386		426,353		316,722	
RF Technology	241,817		255,195		481,935		458,867	
Total	$ 816,511		$ 763,476		$1,610,093		$1,492,862	

* Operating profit is before unallocated corporate general and administrative expenses. These expenses were $20,734 and $17,334 for the three months ended June 30, 2013 and 2012, respectively and $40,782 and $33,909 for the six months ended June 30, 2013 and 2012, respectively.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)
(Amounts in thousands)

	Six months ended June 30,	
	2013	**2012**
Net earnings	$ 236,267	$ 223,122
Non-cash items:		
Depreciation	18,742	18,950
Amortization	71,794	52,289
Stock-based compensation expense	26,284	19,704
Income taxes	(17,925)	(18,615)
Changes in assets and liabilities:		
Receivables	(1,847)	(12,565)
Inventory	(10,362)	(5,452)
Accounts payable	1,012	(1,827)
Accrued liabilities	(10,103)	(18,544)
Other, net	(2,855)	3,721
Cash provided by operating activities	311,007	260,783
Business acquisitions, net of cash acquired	(1,007,513)	(36,872)
Capital expenditures	(21,889)	(20,532)
Other, net	1,314	544
Cash used by investing activities	(1,028,088)	(56,860)
Principal debt borrowings	800,000	-
Principal debt payments	(1,671)	(13,215)
Revolver payments, net	(58,000)	-
Debt issuance costs	(7,517)	-
Dividends	(16,338)	(26,673)
Excess tax benefit from share-based payment	5,654	11,070
Proceeds from stock-based compensation, net	10,998	9,165
Premium on convertible debt conversions	(4,040)	-
Other, net	1,826	16
Cash provided by/(used by) financing activities	730,912	(19,637)
Effect of exchange rate changes on cash	(9,850)	(3,489)
Net increase in cash and equivalents	3,981	180,797
Cash and equivalents, beginning of period	370,590	338,101
Cash and equivalents, end of period	$ 374,571	$ 518,898

ROPER INDUSTRIES INC.
CONDENSED CONSOLIDATED STATEMENT OF EARNINGS - RECONCILIATION OF GAAP TO NON-GAAP
(Amounts in thousands, except per share data)

		Adjustments			
	2013 2nd Quarter GAAP	Sunquest Fair Value Adjustment to Acquired Deferred Revenue	MHA Purchase Accounting Adjustment To Revenue	Special Charge Related to Vendor-Supplied Component	**2013 2nd Quarter Adjusted Non-GAAP**
Net Orders	$ 816,511	$ -	$ 18,540	$ -	$ 835,051
Net Sales	$ 784,010	$ 2,380	$ 18,540	$ -	$ 804,930
Cost of Sales	338,503	-	-	-	338,503
Gross Profit	445,507	2,380	18,540		466,427
Selling, general and administrative expenses	245,027	-	-	(9,100)	235,927
Segment income from operations	200,480	2,380	18,540	9,100	230,500
Corporate general and administrative expenses	20,734	-	-	-	20,734
Income from operations	179,746	2,380	18,540	9,100	209,766
Interest Expense	22,361	-	-	-	22,361
Other income (expense)	2,536	-	-	-	2,536
Earnings from continuing operations before income taxes	159,921	2,380	18,540	9,100	189,941
IncomeTaxes (1)	48,568	833	6,489	3,185	59,075
Tax Rate	*30.4%*	*35.0%*	*35.0%*	*35.0%*	*31.1%*
Net Earnings	**$ 111,353**	**$ 1,547**	**$ 12,051**	**$ 5,915**	**$ 130,866**
Weighted average common shares outstanding	**100,162**				**100,162**
Diluted earnings per share	**$ 1.11**				**$ 1.31**

(1) For the adjustment, the company used a 35% tax rate, as these adjustments are US-based items and 35% is the statutory tax rate in the United States

FORM 10-Q/A

May 10, 2013

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

FORM 10-Q/A

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2013.q

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

Commission File Number 1-12273

ROPER INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

51-0263969
(I.R.S. Employer Identification No.)

6901 Professional Pkwy. East, Suite 200
Sarasota, Florida
(Address of principal executive offices)

34240
(Zip Code)

(941) 556-2601
(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 the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

☑ Large accelerated filer
☐ Accelerated filer
☐ Non-accelerated filer
(do not check if smaller reporting company)
☐ Smaller reporting company

Indicate by check mark if the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☑ No

The number of shares outstanding of the Registrant's common stock as of May 3, 2013 was 99,018,313.

Explanatory Note

The purpose of this amendment on Form 10-Q/A to our quarterly report on Form 10-Q for the period ended March 31, 2013 ("Form 10-Q"), as filed with the Security and Exchange Commission on May 9, 2013, is to furnish Exhibit 101 to the Form 10-Q as required by Rule 405 of Regulation S-T. Exhibit 101 to this report provides the following items from our Form 10-Q formatted in Extensible Business Reporting Language (XBRL): (i) the unaudited Consolidated Statement of Operations, (ii) the unaudited Consolidated Balance Sheet, (iii) the unaudited Consolidated Statement of Cash Flows, and (iv) the unaudited Notes to Financial Statements.

This Form 10-Q/A does not reflect subsequent events occurring after the original filing date of the Form 10-Q or modify or update in any way disclosures made in the Form 10-Q.

Pursuant to Rule 406T of Regulation S-T these interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 18 of the Security Exchange Act of 1934, and otherwise are not subject to liability under these sections.

ROPER INDUSTRIES, INC.

REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2013

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings (unaudited)
(in thousands, except per share data)

	Three months ended March 31,	
	2013	2012
Net sales	$ 737,135	$ 711,066
Cost of sales	315,559	319,873
Gross profit	421,576	391,193
Selling, general and administrative expenses	236,399	220,889
Income from operations	185,177	170,304
Interest expense, net	20,858	15,483
Other expense, net	2,492	490
Earnings before income taxes	161,827	154,331
Income taxes	36,913	46,022
Net earnings	$ 124,914	$ 108,309
Earnings per share:		
Basic	$ 1.26	$ 1.12
Diluted	1.25	1.09
Weighted average common shares outstanding:		
Basic	98,876	97,039
Diluted	99,986	99,307
Dividends declared per common share	$ 0.1650	$ 0.1375

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Income (unaudited)
(in thousands)

	Three months ended March 31,	
	2013	2012
Net earnings	$ 124,914	$ 108,309
Other comprehensive income/(loss), net of tax:		
Foreign currency translation adjustments	(38,489)	19,161
Total other comprehensive income/(loss), net of tax	(38,489)	19,161
Comprehensive income	$ 86,425	$ 127,470

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (unaudited)
(in thousands)

	March 31, 2013	December 31, 2012
ASSETS:		
Cash and cash equivalents	$ 430,022	$ 370,590
Accounts receivable, net	483,861	526,408
Inventories, net	200,023	190,867
Deferred taxes	47,372	41,992
Unbilled receivables	84,948	72,193
Other current assets	38,830	43,492
Total current assets	1,285,056	1,245,542
Property, plant and equipment, net	110,637	110,397
Goodwill	3,848,078	3,868,857
Other intangible assets, net	1,657,893	1,698,867
Deferred taxes	82,288	78,644
Other assets	69,038	68,797
Total assets	$ 7,052,990	$ 7,071,104
LIABILITIES AND STOCKHOLDERS' EQUITY:		
Accounts payable	$ 138,541	$ 138,340
Accrued compensation	80,043	110,724
Deferred revenue	190,678	185,912
Other accrued liabilities	133,403	128,351
Income taxes payable	15,378	-
Deferred taxes	8,216	3,868
Current portion of long-term debt, net	516,514	519,015
Total current liabilities	1,082,773	1,086,210
Long-term debt, net of current portion	1,403,259	1,503,107
Deferred taxes	701,567	707,278
Other liabilities	83,215	86,783
Total liabilities	3,270,814	3,383,378
Commitments and contingencies		
Common stock	1,010	1,006
Additional paid-in capital	1,182,304	1,158,001
Retained earnings	2,598,434	2,489,858
Accumulated other comprehensive earnings	20,048	58,537
Treasury stock	(19,620)	(19,676)
Total stockholders' equity	3,782,176	3,687,726
Total liabilities and stockholders' equity	$ 7,052,990	$ 7,071,104

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (unaudited)
(in thousands)

	Three months ended March 31,	
	2013	**2012**
Cash flows from operating activities:		
Net earnings	$ 124,914	$ 108,309
Adjustments to reconcile net earnings to cash flows from operating activities:		
Depreciation and amortization of property, plant and equipment	9,342	9,449
Amortization of intangible assets	34,099	26,018
Amortization of deferred financing costs	837	591
Non-cash stock compensation	12,977	9,954
Changes in operating assets and liabilities, net of acquired businesses:		
Accounts receivable	27,590	20,666
Unbilled receivables	(13,136)	(4,698)
Inventories	(11,687)	(7,462)
Accounts payable and accrued liabilities	(25,510)	(35,936)
Income taxes payable	16,348	13,720
Other, net	(4,506)	846
Cash provided by operating activities	171,268	141,457
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(2,240)	(19,007)
Capital expenditures	(11,205)	(10,008)
Proceeds from sale of assets	236	464
Other, net	(1)	(245)
Cash used in investing activities	(13,210)	(28,796)
Cash flows from financing activities:		
Payments under revolving line of credit	(100,000)	-
Principal payments on convertible notes	(52)	(6,297)
Cash premiums paid on convertible note conversions	(109)	(6,576)
Cash dividends to stockholders	-	(13,290)
Proceeds from stock based compensation, net	6,229	16,873
Stock award tax excess windfall benefit	4,364	7,505
Treasury stock sales	642	600
Other	122	(1,089)
Cash used in financing activities	(88,804)	(2,274)
Effect of foreign currency exchange rate changes on cash	(9,822)	3,230
Net increase in cash and cash equivalents	59,432	113,617
Cash and cash equivalents, beginning of period	370,590	338,101
Cash and cash equivalents, end of period	$ 430,022	$ 451,718

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Condensed Consolidated Statement of Changes in Stockholders' Equity (unaudited)
(in thousands)

	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive earnings	Treasury stock	Total
Balances at December 31, 2012	$ 1,006	$1,158,001	$ 2,489,858	$ 58,537	$ (19,676)	$ 3,687,726
Net earnings	-	-	124,914	-	-	124,914
Stock option exercises	2	9,589	-	-	-	9,591
Treasury stock sold	-	587	-	-	56	643
Currency translation adjustments, net of $1,316 tax	-	-	-	(38,489)	-	(38,489)
Stock based compensation	-	12,969	-	-	-	12,969
Restricted stock activity	2	(3,349)	-	-	-	(3,347)
Stock option tax benefit, net of shortfalls	-	4,312	-	-	-	4,312
Conversion of senior subordinated convertible notes, net of $304 tax	-	195	-	-	-	195
Dividends declared	-	-	(16,338)	-	-	(16,338)
Balances at March 31, 2013	$ 1,010	$1,182,304	$ 2,598,434	$ 20,048	$ (19,620)	$ 3,782,176

See accompanying notes to condensed consolidated financial statements.

Roper Industries, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements (unaudited)
March 31, 2013

1. Basis of Presentation

The accompanying condensed consolidated financial statements for the three month periods ended March 31, 2013 and 2012 are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments, which include only normal recurring adjustments, necessary to state fairly the financial position, results of operations, comprehensive income and cash flows of Roper Industries, Inc. and its subsidiaries ("Roper" or the "Company") for all periods presented. The December 31, 2012 financial position data included herein was derived from the audited consolidated financial statements included in the 2012 Annual Report on Form 10-K ("Annual Report") but does not include all disclosures required by U.S. generally accepted accounting principles ("GAAP").

Roper's management has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these condensed consolidated financial statements in conformity with GAAP. Actual results could differ from those estimates.

The results of operations for the three month period ended March 31, 2013 are not necessarily indicative of the results to be expected for the full year. You should read these unaudited condensed consolidated financial statements in conjunction with Roper's consolidated financial statements and the notes thereto included in its 2012 Annual Report filed on February 25, 2013 with the Securities and Exchange Commission ("SEC").

2. Recent Accounting Pronouncements

In July 2012, the Financial Accounting Standards Board ("FASB") issued an amendment to accounting rules related to the testing of indefinite-lived intangibles. The new accounting rules permit an entity to first assess qualitative factors to determine if it is more likely than not that an indefinite-lived asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test prescribed under current accounting rules. Roper adopted this guidance on January 1, 2013. The guidance did not have an impact on the Company's results of operations, financial position or cash flows.

3. Earnings Per Share

Basic earnings per share were calculated using net earnings and the weighted average number of shares of common stock outstanding during the respective period. Diluted earnings per share were calculated using net earnings and the weighted average number of shares of common stock and potential common stock outstanding during the respective period. Potentially dilutive common stock consisted of stock options and the premium over the conversion price on Roper's senior subordinated convertible notes based upon the trading price of Roper's common stock. The effects of potential common stock were determined using the treasury stock method. Weighted average shares outstanding are as shown below (in thousands):

	Three months ended March 31,	
	2013	2012
Basic shares outstanding	98,876	97,039
Effect of potential common stock		
Common stock awards	892	1,140
Senior subordinated convertible notes	218	1,128
Diluted shares outstanding	99,986	99,307

For the three months ended March 31, 2013 there were 568,850 outstanding stock options that were not included in the determination of diluted earnings per share because doing so would have been antidilutive, as compared to 454,165 outstanding stock options that would have been antidilutive for the three months ended March 31, 2012.

4. Stock Based Compensation

The Roper Industries, Inc. Amended and Restated 2006 Incentive Plan is a stock based compensation plan used to grant incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights or equivalent instruments to Roper's employees, officers and directors.

Roper's stock purchase plan allows employees in the U.S. and Canada to designate up to 10% of eligible earnings to purchase Roper's common stock at a 5% discount to the average closing price of the stock at the beginning and end of a quarterly offering period. The common stock sold to the employees may be either treasury stock, stock purchased on the open market, or newly issued shares.

The following table provides information regarding the Company's stock based compensation expense (in thousands):

	Three months ended March 31,	
	2013	2012
Stock based compensation	$ 12,977	$ 9,954
Tax effect recognized in net income	4,542	3,484
Windfall tax benefit, net	4,312	7,415

Stock Options - In the quarter ended March 31, 2013, 447,850 options were granted with a weighted average fair value of $36.53 per option. During the same period in 2012, 383,600 options were granted with a weighted average fair value of $29.65 per option. All options were issued at grant date fair value, which is defined by the Plan as the closing price of Roper's common stock on the date of grant.

Roper records compensation expense for employee stock options based on the estimated fair value of the options on the date of grant using the Black-Scholes option-pricing model. Historical data is used to estimate the expected price volatility, the expected dividend yield, the expected option life and the expected forfeiture rate. The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for the estimated life of the option. The following weighted average assumptions were used to estimate the fair value of options granted during current and prior year quarters using the Black-Scholes option-pricing model:

	Three months ended March 31,	
	2013	2012
Fair value per share ($)	36.53	29.65
Risk-free interest rate (%)	0.80	0.82
Expected option life (years)	5.18	5.22
Expected volatility (%)	36.29	36.56
Expected dividend yield (%)	0.57	0.59

Cash received from option exercises for the three months ended March 31, 2013 and 2012 was $9.1 million and $16.9 million, respectively.

Restricted Stock Awards - During the quarter ended March 31, 2013, 261,390 restricted stock awards were granted with a weighted average fair value of $115.36 per restricted share. During the same period in 2012, 258,057 restricted stock awards were granted with a weighted average fair value of $93.62 per restricted share. All grants were issued at grant date fair value.

During the quarter ended March 31, 2013, 103,795 restricted awards vested with a weighted average grant date fair value of $57.64 per restricted share, and a weighted average vest date fair value of $120.14 per restricted share.

Employee Stock Purchase Plan - During the three month periods ended March 31, 2013 and 2012, participants of the employee stock purchase plan purchased 5,594 and 6,764 shares, respectively, of Roper's common stock for total consideration of $0.64 million and $0.60 million, respectively. All shares were purchased from Roper's treasury shares.

5. Inventories

	March 31, 2013	December 31, 2012
	(in thousands)	
Raw materials and supplies	$ 125,415	$ 121,573
Work in process	31,265	29,725
Finished products	85,929	81,536
Inventory reserves	(42,586)	(41,967)
	$ 200,023	$ 190,867

6. Goodwill and Other Intangible Assets

The carrying value of goodwill by segment is as follows (in thousands):

	Industrial Technology	Energy Systems & Controls	Medical & Scientific Imaging	RF Technology	Total
Balances at December 31, 2012	$ 421,755	$ 404,057	$ 1,772,402	$ 1,270,643	$ 3,868,857
Other	-	-	-	445	445
Currency translation adjustments	(6,167)	(2,491)	(6,136)	(6,430)	(21,224)
Balances at March 31, 2013	$ 415,588	$ 401,566	$ 1,766,266	$ 1,264,658	$ 3,848,078

Other intangible assets are comprised of (in thousands):

	Cost	Accumulated amortization	Net book value
Assets subject to amortization:			
Customer related intangibles	$ 1,509,339	$ (379,535)	$ 1,129,804
Unpatented technology	198,609	(97,487)	101,122
Software	160,520	(44,256)	116,264
Patents and other protective rights	40,399	(20,312)	20,087
Trade secrets	1,500	(1,500)	-
Assets not subject to amortization:			
Trade names	331,590	-	331,590
Balances at December 31, 2012	$ 2,241,957	$ (543,090)	$ 1,698,867
Assets subject to amortization:			
Customer related intangibles	$ 1,502,897	$ (400,227)	$ 1,102,670
Unpatented technology	206,867	(103,202)	103,665
Software	160,153	(47,744)	112,409
Patents and other protective rights	30,272	(20,894)	9,378
Trade secrets	1,500	(1,500)	-
Assets not subject to amortization:			
Trade names	329,771	-	329,771
Balances at March 31, 2013	$ 2,231,460	$ (573,567)	$ 1,657,893

Amortization expense of other intangible assets was $33,084 and $25,034 during the three months ended March 31, 2013 and 2012, respectively.

An evaluation of the carrying value of goodwill and indefinite-lived intangibles is required to be performed on an annual basis and on an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value. There have been no events or changes in circumstances which indicate an impairment in 2013. The Company expects to perform the annual analysis during the fourth quarter.

7. Debt

Roper's 3.75% senior subordinated convertible notes due 2034 became convertible on January 15, 2009. During the three month period ended March 31, 2013, 113 notes were converted by note holders for $0.16 million in cash. No gain or loss was recorded upon these conversions. In addition, a related $0.3 million deferred tax liability associated with excess deductions recorded for tax purposes was relieved to additional paid-in capital upon the conversions.

At March 31, 2013, the conversion of 3,495 notes was pending, with a settlement date of April 4, 2013. The conversion resulted in the payment of $5.5 million in cash.

At March 31, 2013, the conversion price on the remaining outstanding notes was $461.87. If converted at March 31, 2013, the value would have exceeded the $10 million principal amount of the outstanding notes by $24 million and could have resulted in the issuance of 193,257 shares of Roper's common stock.

8. Fair Value of Financial Instruments

Roper's debt at March 31, 2013 included $1.9 billion of fixed-rate senior notes with the following fair values (in millions):

$500 million senior notes due 2013	$ 512
$400 million senior notes due 2017	403
$500 million senior notes due 2019	604
$500 million senior notes due 2022	498

The fair values of the senior notes are based on the trading prices of the notes, which the Company has determined to be Level 2 in the FASB fair value hierarchy. Short-term debt included $12 million of fixed-rate convertible notes which were at fair value due to the ability of note holders to exercise the conversion option of the notes.

The Company manages interest rate risk by maintaining a combination of fixed- and variable-rate debt, which may include interest rate swaps to convert fixed-rate debt to variable-rate debt, or to convert variable-rate debt to fixed-rate debt. At March 31, 2013, an aggregate notional amount of $500 million in interest rate swaps designated as fair value hedges effectively changed Roper's $500 million senior notes due 2013 with a fixed interest rate of 6.625% to a variable-rate obligation at a weighted average spread of 4.377% plus the 3 month London Interbank Offered Rate ("LIBOR").

The swaps are recorded at fair value in the balance sheet as assets or liabilities, and the changes in fair value of both the interest rate swap and the hedged senior notes due 2013 are recorded as interest expense. At March 31, 2013, the fair value of the swap was an asset balance of $3.4 million and was reported in other current assets. There was a corresponding increase of $2.6 million in the notes being hedged, which was reported as current portion of long-term debt. The impact on earnings for the three months ended March 31, 2013 was immaterial. The Company has determined the swaps to be Level 2 in the FASB fair value hierarchy, and uses inputs other than quoted prices that are observable for the asset or liability, including interest rates, yield curves and credit risks in order to value the instruments.

9. Contingencies

Roper, in the ordinary course of business, is the subject of, or a party to, various pending or threatened legal actions, including product liability and employment practices. It is vigorously contesting all lawsuits that, in general, are based upon claims of the kind that have been customary over the past several years. After analyzing the Company's contingent liabilities on a gross basis and, based upon past experience with resolution of its product liability and employment practices claims and the limits of the primary, excess, and umbrella liability insurance coverages that are available with respect to pending claims, management believes that adequate provision has been made to cover any potential liability not covered by insurance, and that the ultimate liability, if any, arising from these actions should not have a material adverse effect on Roper's consolidated financial position, results of operations or cash flows.

Over recent years there has been an increase in certain U.S. states in asbestos-related litigation claims against numerous industrial companies. Roper or its subsidiaries have been named defendants in some such cases. No significant resources have been required by Roper to respond to these cases and the Company believes it has valid defenses to such claims and, if required, intends to defend them vigorously. Given the state of these claims it is not possible to determine the potential liability, if any.

Roper's financial statements include accruals for potential product liability and warranty claims based on its claims experience. Such costs are accrued at the time revenue is recognized. A summary of the warranty accrual activity for the three months ended March 31, 2013 is presented below (in thousands):

Balance at December 31, 2012	$ 9,755
Additions charged to costs and expenses	2,624
Deductions	(2,219)
Other	(177)
Balance at March 31, 2013	$ 9,983

10. Business Segments

Sales and operating profit by industry segment are set forth in the following table (dollars in thousands):

	Three months ended March 31,		
	2013	2012	Change
Net sales:			
Industrial Technology	$ 182,239	$ 195,136	(6.6)%
Energy Systems & Controls	145,642	148,602	(2.0)
Medical & Scientific Imaging	200,444	162,811	23.1
RF Technology	208,810	204,517	2.1
Total	$ 737,135	$ 711,066	3.7%
Gross profit:			
Industrial Technology	$ 93,311	$ 98,663	(5.4)%
Energy Systems & Controls	80,906	80,408	0.6
Medical & Scientific Imaging	134,869	106,186	27.0
RF Technology	112,490	105,936	6.2
Total	$ 421,576	$ 391,193	7.8%
Operating profit*:			
Industrial Technology	$ 52,945	$ 57,507	(7.9)%
Energy Systems & Controls	35,722	35,657	0.2
Medical & Scientific Imaging	59,928	43,362	38.2
RF Technology	56,630	50,353	12.5
Total	$ 205,225	$ 186,879	9.8%
Long-lived assets:			
Industrial Technology	$ 45,626	$ 42,698	6.9%
Energy Systems & Controls	19,032	19,439	(2.2)
Medical & Scientific Imaging	40,198	45,602	(11.8)
RF Technology	29,158	29,832	(2.3)
Total	$ 134,014	$ 137,571	(2.6)%

* Segment operating profit is before unallocated corporate general and administrative expenses of $20,048 and $16,575 for the three months ended March 31, 2013 and 2012, respectively.

11. Subsequent Events

On May 1, 2013, Roper acquired Managed Health Care Associates, Inc. ("MHA"), in an all-cash transaction valued at $1.0 billion. MHA is a leading provider of services and technologies to support the diverse and complex needs of alternate site health care providers who deliver services outside of an acute care hospital setting.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with Management's Discussion and Analysis of Financial Conditions and Results of Operations included in our Annual Report for the year ended December 31, 2012 as filed on February 25, 2013 with the SEC and the notes to our Condensed Consolidated Financial Statements included elsewhere in this report.

Information About Forward-Looking Statements

This report includes "forward-looking statements" within the meaning of the federal securities laws. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the U.S. Securities and Exchange Commission ("SEC") or in connection with oral statements made to the press, potential investors or others. All statements that are not historical facts are "forward-looking statements." Forward-looking statements may be indicated by words or phrases such as "anticipate," "estimate," "plans," "expects," "projects," "should," "will," "believes" or "intends" and similar words and phrases. These statements reflect management's current beliefs and are not guarantees of future performance. They involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied in any forward-looking statement.

Examples of forward-looking statements in this report include but are not limited to statements regarding operating results, the success of our internal operating plans, our expectations regarding our ability to generate operating cash flows and reduce debt and associated interest expense, profit and cash flow expectations, the prospects for newly acquired businesses to be integrated and contribute to future growth and our expectations regarding growth through acquisitions. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the cost, timing and success of product upgrades and new product introductions, raw materials costs, expected pricing levels, the timing and cost of expected capital expenditures, expected outcomes of pending litigation, competitive conditions, general economic conditions and expected synergies relating to acquisitions, joint ventures and alliances. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- general economic conditions;
- difficulty making acquisitions and successfully integrating acquired businesses;
- any unforeseen liabilities associated with future acquisitions;
- limitations on our business imposed by our indebtedness;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks and costs associated with our international sales and operations;
- increased directors' and officers' liability and other insurance costs;
- risk of rising interest rates;
- product liability and insurance risks;
- increased warranty exposure;
- future competition;
- the cyclical nature of some of our markets;
- reduction of business with large customers;
- risks associated with government contracts;
- changes in the supply of, or price for, raw materials, parts and components;
- environmental compliance costs and liabilities;
- risks and costs associated with asbestos-related litigation;
- potential write-offs of our substantial goodwill and other intangible assets;
- our ability to successfully develop new products;
- failure to protect our intellectual property;
- the effect of, or change in, government regulations (including tax);
- economic disruption caused by terrorist attacks, health crises or other unforeseen events; and
- the factors discussed in other reports filed with the SEC.

We believe these forward-looking statements are reasonable; however, you should not place undue reliance on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update any of these statements in light of new information or future events.

Overview

Roper Industries, Inc. ("Roper," "we" or "us") is a diversified growth company that designs, manufactures and distributes radio frequency ("RF") products, services and application software, industrial technology products, energy systems and controls and medical and scientific imaging products and software. We market these products and services to a broad range of markets, including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in earnings by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses that offer high value-added services, engineered products and solutions and are capable of achieving growth and maintaining high margins. Our acquisitions have represented both financial bolt-ons and new strategic platforms. We strive for high cash and earnings returns from our investments.

Critical Accounting Policies

There were no material changes during the quarter ended March 31, 2013 to the items that we disclosed as our critical accounting policies and estimates in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2012 Annual Report on Form 10-K filed on February 25, 2013.

Recently Issued Accounting Standards

Information regarding new accounting pronouncements is included in Note 2 of the notes to Condensed Consolidated Financial Statements.

Results of Operations

General

The following tables set forth selected information for the periods indicated. Dollar amounts are in thousands and percentages are the particular line item shown as a percentage of net sales. Percentages may not foot due to rounding.

	Three months ended March 31,	
	2013	2012
Net sales:		
Industrial Technology	$ 182,239	$ 195,136
Energy Systems & Controls	145,642	148,602
Medical & Scientific Imaging	200,444	162,811
RF Technology	208,810	204,517
Total	$ 737,135	$ 711,066
Gross profit:		
Industrial Technology	51.2%	50.6%
Energy Systems & Controls	55.6	54.1
Medical & Scientific Imaging	67.3	65.2
RF Technology	53.9	51.8
Total	57.2	55.0
Selling, general & administrative expenses:		
Industrial Technology	22.2%	21.1%
Energy Systems & Controls	31.0	30.1
Medical & Scientific Imaging	37.4	38.6
RF Technology	26.8	27.2
Total	29.4	28.7
Segment operating profit:		
Industrial Technology	29.1%	29.5%
Energy Systems & Controls	24.5	24.0
Medical & Scientific Imaging	29.9	26.6
RF Technology	27.1	24.6
Total	27.8	26.3
Corporate administrative expenses	(2.7)	(2.3)
	25.1	24.0
Interest expense	(2.8)	(2.2)
Other expense	(0.3)	(0.1)
Earnings before income taxes	22.0	21.7

Income taxes	(5.0)	(6.5)
Net earnings	16.9%	15.2%

Three months ended March 31, 2013 compared to three months ended March 31, 2012

Net sales for the quarter ended March 31, 2013 were $737.1 million as compared to $711.1 million in the prior year quarter, an increase of 4%. The increase was the result of sales from acquisitions of 7%, and negative organic growth of 3%. Acquisitions included those completed in 2012.

In our Industrial Technology segment, net sales were down 7% to $182.2 million in the first quarter of 2013 as compared to $195.1 million in the first quarter of 2012, due primarily to the loss of a customer at our water metering business and lower sales at our materials testing business. Gross margins increased to 51.2% for the first quarter of 2013 as compared to 50.6% in the first quarter of 2012 due to product mix. Selling, general and administrative ("SG&A") expenses as a percentage of net sales increased to 22.2% in the current year quarter from 21.1% in the prior year quarter due to negative operating leverage on lower sales volume. The resulting operating profit margins were 29.1% in the first quarter of 2013 as compared to 29.5% in the first quarter of 2012.

Net sales in our Energy Systems & Controls segment decreased by 2% to $145.6 million during the first quarter of 2013 compared to $148.6 million in the first quarter of 2012. Acquisitions added 1% while organic sales decreased by 3%. The decrease in organic sales was due to lower sales in our industrial pressure sensors business. Gross margins increased to 55.6% in the first quarter of 2013, as compared to 54.1% in the first quarter of 2012 due to product mix. SG&A expenses as a percentage of net sales were 31.0% compared to 30.1% in the prior year quarter due to negative operating leverage on lower sales volume. As a result, operating margins were 24.5% in the first quarter of 2013 as compared to 24.0% in the first quarter of 2012.

Our Medical & Scientific Imaging segment net sales increased by 23% to $200.4 million in the first quarter of 2013 as compared to $162.8 million in the first quarter of 2012. Acquisitions completed in 2012 accounted for 32% of the increase, with negative organic growth of 8% due to decreased sales in our electron microscopy and imaging businesses. The foreign exchange impact was a negative 1%. Gross margins increased to 67.3% in the first quarter of 2013 from 65.2% in the first quarter of 2012 due primarily to additional sales from medical products which have a higher gross margin. SG&A expenses as a percentage of net sales were 37.4% in the first quarter of 2013 as compared to 38.6% in the first quarter of 2012 due to additional sales from medical products which have a lower fixed-cost structure. As a result, operating margins were 29.9% in the first quarter of 2013 as compared to 26.6% in the first quarter of 2012.

In our RF Technology segment, net sales were $208.8 million in the first quarter of 2013 as compared to $204.5 million in the first quarter of 2012, an increase of 2%. The increase was due primarily to growth in our toll and traffic and security solutions businesses. Gross margins increased to 53.9% as compared to 51.8% in the prior year quarter due to a more favorable product mix and operating leverage on higher sales volume. SG&A expenses as a percentage of net sales in the first quarter of 2013 decreased to 26.8% as compared to 27.2% in the prior year due to operating leverage on higher sales volume. As a result, operating profit margins were 27.1% in 2013 as compared to 24.6% in 2012.

Corporate expenses were $20.0 million, or 2.7% of sales, in the first quarter of 2013 as compared to $16.6 million, or 2.3% of sales, in the first quarter of 2012. The increase was due to higher stock-based compensation resulting from higher stock prices.

Interest expense was $20.9 million for the first quarter of 2013 as compared to $15.5 million in the first quarter of 2012. The increase was due to higher average outstanding debt balances related to 2012 acquisitions, offset in part by lower average interest rates.

Other expense increased to $2.5 million in the first quarter of 2013 as compared to $0.5 million in the first quarter of 2012 due to foreign exchange losses at our non-U.S. based subsidiaries.

Income taxes were 22.8% of pretax earnings in the current quarter, lower than the prior year rate of 29.8%. The reduction was due to $6 million in discrete tax benefits related to the enactment of the American Taxpayer Relief Act of 2012 ("ATRA"), as well as a $6 million benefit from the adjustment of tax balances which were immaterial to any covered period.

At March 31, 2013, the functional currencies of most of our European and our Canadian subsidiaries were weaker against the U.S. dollar compared to currency exchange rates at December 31, 2012. The currency changes resulted in a pretax decrease of $40 million in the foreign exchange component of comprehensive earnings for the current year quarter, $21 million of which is related to goodwill and does not directly affect our expected future cash flows. During the quarter ended March 31, 2013, the functional currencies of our Canadian and some of our European subsidiaries were weaker against the U.S. dollar as compared to the quarter ended March 31, 2012. The difference in operating profits related to foreign exchange, translated into U.S. dollars, was less than 1% for these companies in the first quarter of 2013 compared to the prior year quarter.

Net orders were $793.6 million for the quarter, 9% higher than the first quarter 2012 net order intake of $729.4 million. Our order backlog at March 31, 2013 was 17% higher as compared to March 31, 2012. Acquisitions completed in 2012 contributed 8% to the current quarter orders and 15% to the current quarter order backlog.

	Net orders booked for the three months ended March 31,		Order backlog as of March 31,	
	2013	2012	2013	2012
Industrial Technology	$ 179,807	$ 204,002	$ 126,993	$ 152,606
Energy Systems & Controls	157,537	153,376	120,921	126,262
Medical & Scientific Imaging	216,121	168,336	247,959	124,681

RF Technology	240,118	203,672	501,065	447,085
Total	$ 793,583	$ 729,386	$ 996,938	$ 850,634

Financial Condition, Liquidity and Capital Resources

Selected cash flows for the three months ended March 31, 2013 and 2012 were as follows (in millions):

	Three months ended March 31,	
	2013	2012
Cash provided by/(used in):		
Operating activities	$ 171.3	$ 141.5
Investing activities	(13.2)	(28.8)
Financing activities	(88.8)	(2.3)

Operating activities - Net cash provided by operating activities increased by 21.1% to $171.3 million in the first quarter of 2013 as compared to $141.5 million in the first quarter of 2012 due to higher net earnings and increased amortization of other intangibles related to acquisitions and stock-based compensation.

Investing activities - Cash used in investing activities during the first quarter of 2013 was primarily for capital expenditures, and was primarily for business acquisitions and capital expenditures in the first quarter of 2012.

Financing activities - Cash used in financing activities in the current year quarter, and was primarily for debt principal repayments and primarily for dividends and debt principal repayments in the prior year quarter. Cash provided by financing activities in the first quarters of 2013 and 2012 was primarily from stock option proceeds. Net debt payments were $100.1 million in the three months ended March 31, 2013 as compared to $6.3 million in the three months ended March 31, 2012.

Total debt at March 31, 2013 consisted of the following (amounts in thousands):

$500 million senior notes due 2013*	$ 502,586
$400 million senior notes due 2017	400,000
$500 million senior notes due 2019	500,000
$500 million senior notes due 2022	500,000
Senior Subordinated Convertible Notes	11,647
Revolving Facility	-
Other	5,540
Total debt	1,919,773
Less current portion	516,514
Long-term debt	$ 1,403,259

*Shown including fair value swap adjustment of $2,586.

The interest rate on borrowings under our $1.5 billion credit facility is calculated based upon various recognized indices plus a margin as defined in the credit agreement. At March 31, 2013, there were no outstanding borrowings under the facility. At March 31, 2013, we had $5.5 million of other debt in the form of capital leases, several smaller facilities that allow for borrowings or the issuance of letters of credit in various foreign locations to support our non-U.S. businesses and $41 million of outstanding letters of credit.

The cash and short-term investments at our foreign subsidiaries at March 31, 2013 totaled $312 million. Repatriation of these funds under current regulatory and tax law for use in domestic operations would expose us to additional taxes. We consider this cash to be permanently reinvested. We expect existing cash and cash equivalents, cash generated by our U.S. operations, our unsecured credit facility, as well as our expected ability to access the capital markets, will be sufficient to fund operating requirements in the U.S. for the foreseeable future.

We were in compliance with all debt covenants related to our credit facilities throughout the quarter ended March 31, 2013.

Net working capital (total current assets, excluding cash, less total current liabilities, excluding debt) was $288.8 million at March 31, 2013 compared to $307.8 million at December 31, 2012, reflecting decreases in working capital due primarily to improved receivables collection . Total debt was $1.92 billion at March 31, 2013 as compared to $2.02 billion at December 31, 2012, due to the use of operating cash flows to reduce outstanding debt. Our leverage is shown in the following table:

	March 31, 2013	December 31, 2012
Total Debt	$ 1,919,773	$ 2,022,122
Cash	(430,022)	(370,590)
Net Debt	1,489,751	1,651,532
Stockholders' Equity	3,782,176	3,687,726
Total Net Capital	$ 5,271,927	$ 5,339,258

Net Debt / Total Net Capital	28.3%	30.9%

At March 31, 2013, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

Capital expenditures of $11.2 million and $10.0 million were incurred during the first quarters of 2013 and 2012, respectively. We expect capital expenditures for the balance of the year to be comparable to prior years as a percentage of sales.

Outlook

Current geopolitical uncertainties could adversely affect our business prospects. A significant terrorist attack or other global conflict could cause changes in world economies that would adversely affect us. It is impossible to isolate each of these factor's effects on current economic conditions. It is also impossible to predict with any reasonable degree of certainty what or when any additional events may occur that also will similarly disrupt the economy.

We maintain an active acquisition program; however, future acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our business, financial condition and results of operations. Such acquisitions may be financed by the use of existing credit lines, future cash flows from operations, the proceeds from the issuance of new debt or equity securities or some combination of these methods.

We anticipate that our recently acquired companies as well as our other companies will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of currently outstanding debt. However, the rate at which we can reduce our debt during 2013 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies; and none of these factors can be predicted with certainty.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Item 7A - Quantitative and Qualitative Disclosures about Market Risk," in our 2012 Annual Report on Form 10-K. There were no material changes during the quarter ended March 31, 2013.

ITEM 4. CONTROLS AND PROCEDURES

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report ("Evaluation Date"). This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based on this evaluation as of the Evaluation Date, these officers have concluded that the design and operation of our disclosure controls and procedures are effective.

Our disclosure controls and procedures are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There were no changes to our internal controls during the period covered by this quarterly report that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

Information pertaining to legal proceedings can be found in Note 9 of the Notes to Condensed Consolidated Financial Statements included elsewhere in this report, and is incorporated by reference herein.

Item 1A. Risk Factors

For information regarding factors that could affect our results of operations, financial condition and liquidity, see the risk factors discussion in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2012 as filed on February 25, 2013 with the SEC. See also,

"Information about Forward-Looking Statements" included in Part I, Item 2 of this Quarterly Report on Form 10-Q.

Item 6. Exhibits

31.1	Rule 13a-14(a)/15d-14(a), Certification of the Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a), Certification of the Chief Financial Officer, filed herewith.
32.1	Section 1350 Certification of the Chief Executive and Chief Financial Officers, filed herewith.
101.INS	XBRL Instance Document, furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document, furnished herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

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.

Roper Industries, Inc.

/s/ Brian D. Jellison Brian D. Jellison	Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer)	May 9, 2013
/s/ John Humphrey John Humphrey	Chief Financial Officer and Executive Vice President (Principal Financial Officer)	May 9, 2013
/s/ Paul J. Soni Paul J. Soni	Vice President and Controller (Principal Accounting Officer)	May 9, 2013

EXHIBIT INDEX
TO REPORT ON FORM 10-Q

Number	Exhibit
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101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

Exhibit 31.1

I, Brian D. Jellison, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2013

/s/ Brian D. Jellison
Brian D. Jellison
Chairman, President and
Chief Executive Officer

Exhibit 31.2

I, John Humphrey, certify that:

1 I have reviewed this Quarterly Report on Form 10-Q of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 9, 2013

/s/ John Humphrey
John Humphrey
Executive Vice President and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Roper Industries, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brian D. Jellison, Chief Executive Officer of the Company, and John Humphrey, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge that:

1. The Report fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 9, 2013

/s/ Brian D. Jellison
Brian D. Jellison
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ John Humphrey
John Humphrey
Executive Vice President, Chief Financial Officer
(Principal Financial Officer)

This certificate is being made for the exclusive purpose of compliance of the Company with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be disclosed, distributed or used by any person or for any reason other than specifically required by law.

FORM 10-K

February 24, 2013

ROPER INDUSTRIES INC (ROP)

10-K

Annual report pursuant to section 13 and 15(d)
Filed on 02/24/2012
Filed Period 12/31/2011

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

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2011

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

Commission File Number 1-12273

ROPER INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**51-0263969**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6901 Professional Parkway East, Suite 200
Sarasota, Florida 34240
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(941) 556-2601**

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class	Name of Each Exchange On Which Registered
Common Stock, $0.01 Par Value	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☑ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
☐ Yes ☑ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§223.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).
☑ Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company

Indicate by check mark if the registrant is a shell company (as defined in Rule 12-b2 of the Act). ☐ Yes ☑ No

Based on the closing sale price on the New York Stock Exchange on June 30, 2011, the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was: $8,071,156,496.

Number of shares of registrant's Common Stock outstanding as of February 17, 2012: 96,892,635.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement to be furnished to Stockholders in connection with its Annual Meeting of Stockholders to be held on June 4, 2012, are incorporated by reference into Part III of this Annual Report on Form 10-K

ROPER INDUSTRIES, INC.

FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011

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Information About Forward-Looking Statements

This Annual Report on Form 10-K ("Annual Report") includes and incorporates by reference "forward-looking statements" within the meaning of the federal securities laws. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the U.S. Securities and Exchange Commission ("SEC") or in connection with oral statements made to the press, potential investors or others. All statements that are not historical facts are "forward-looking statements." The words "estimate," "plan," "project," "intend," "expect," "believe," "anticipate," and similar expressions identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding our expected financial position, business, financing plans, business strategy, business prospects, revenues, working capital, liquidity, capital needs, interest costs and income, in each case relating to our company as a whole, as well as statements regarding acquisitions, potential acquisitions and the benefits of acquisitions.

Forward-looking statements are estimates and projections reflecting our best judgment and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Examples of forward-looking statements in this report include but are not limited to our expectations regarding our ability to generate operating cash flows and reduce debt and associated interest expense and our expectations regarding growth through acquisitions. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the cost, timing and success of product upgrades and new product introductions, raw materials costs, expected pricing levels, the timing and cost of expected capital expenditures, expected outcomes of pending litigation, competitive conditions, general economic conditions and expected synergies relating to acquisitions, joint ventures and alliances. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- general economic conditions;
- difficulty making acquisitions and successfully integrating acquired businesses;
- any unforeseen liabilities associated with future acquisitions;
- limitations on our business imposed by our indebtedness;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks and costs associated with our international sales and operations;
- increased directors' and officers' liability and other insurance costs;
- risk of rising interest rates;
- product liability and insurance risks;
- increased warranty exposure;
- future competition;
- the cyclical nature of some of our markets;
- reduction of business with large customers;
- risks associated with government contracts;
- changes in the supply of, or price for, raw materials, parts and components;
- environmental compliance costs and liabilities;
- risks and costs associated with asbestos-related litigation;
- potential write-offs of our substantial goodwill and other intangible assets;
- our ability to successfully develop new products;
- failure to protect our intellectual property;
- the effect of, or change in, government regulations (including tax);
- economic disruption caused by terrorist attacks, health crises or other unforeseen events; and
- the factors discussed in Item 1A to this Annual Report under the heading "Risk Factors."

We believe these forward-looking statements are reasonable. However, you should not place undue reliance on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update any of them in light of new information or future events.

PART I

ITEM 1. BUSINESS

Our Business

Roper Industries, Inc. (“Roper” or the “Company”) was incorporated on December 17, 1981 under the laws of the State of Delaware. We are a diversified growth company that designs, manufactures and distributes radio frequency (“RF”) products and services, industrial technology products, energy systems and controls and medical and scientific imaging products and software. We market these products and services to selected segments of a broad range of markets including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in sales, earnings and cash flow by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses that offer high value-added services, engineered products and solutions and are capable of achieving growth in sales, earnings and cash flow. We compete in many niche markets and believe we are the market leader or a competitive alternative to the market leader in the majority of these markets.

Market Share, Market Expansion, and Product Development

Leadership with Engineered Content for Niche Markets - We maintain a leading position in many of our markets. We believe our market positions are attributable to the technical sophistication of our products, the applications expertise used to create our advanced products and systems, and our distribution and service capabilities. Our operating units grow their businesses through new product development and development of new applications and services to satisfy customer needs. In addition, our operating units grow our customer base by expanding our distribution, selling other products through our existing channels and entering adjacent markets.

Diversified End Markets and Geographic Reach - We have a global presence, with sales of products manufactured and exported from the United States (“U.S.”) and manufactured abroad and sold to customers outside the U.S. totaling $1.2 billion in 2011. Information regarding our international operations is set forth in Note 15 of the notes to Consolidated Financial Statements included in this Annual Report.

Research and Development - We conduct applied research and development to improve the quality and performance of our products and to develop new technologies and products. Our research and development spending was $121.7 million in 2011 as compared to $102.4 and $83.4 million in 2010 and 2009, respectively. Research and development expense as a percentage of sales increased to 4.4% in 2011 from 4.3% in 2010. The percentage has increased as the mix of our businesses shifts to higher technology, medical and software platforms.

Our Business Segments

Our operations are reported in four segments based upon common customers, markets, sales channels, technologies and common cost opportunities. The segments are: Medical and Scientific Imaging, Energy Systems and Controls, Industrial Technology and RF Technology. Financial information about our business segments is presented in Note 15 of the notes to Consolidated Financial Statements.

Medical and Scientific Imaging

Our Medical and Scientific Imaging segment principally offers products and software in medical applications, high performance digital imaging products and software and handheld and vehicle mount computers. These products and solutions are provided through eight operating units. For 2011, this segment had net sales of $610.6 million, representing 21.8% of our total net sales.

Medical Products and Software - We manufacture and sell patient positioning devices and related software for use in radiation oncology, 3-D measurement technology in computer-assisted surgery and computer-assisted therapy and supply diagnostic and therapeutic disposable products used in ultrasound imaging for minimally invasive medical procedures. We also design and manufacture a non-invasive instrument for portable ultrasound bladder volume measurement and a video laryngoscope designed to enable rapid intubation even in the most difficult settings.

Digital Imaging Products and Software - We manufacture and sell extremely sensitive, high-performance charged couple device (“CCD”) and complementary metal oxide semiconductor (“CMOS”) cameras, detectors and related software for a variety of scientific and industrial uses, which require high resolution and/or high speed digital video, including transmission electron microscopy and spectroscopy applications. We principally sell these products for use within academic, government research, semiconductor, security and other end-user markets such as biological and material science. They are frequently incorporated into products by original equipment manufacturers (“OEMs”).

Handheld and Vehicle Mount Computers and Software - We manufacture and sell fully rugged handheld and vehicle mount computers for utility (principally water management) and non-utility markets.

Backlog – Our Medical and Scientific Imaging segment companies have lead times of up to several months on many of their product sales, although standard products are often shipped within two weeks of receipt of order. Blanket purchase orders are placed by certain OEM and end-users, with continuing requirements for fulfillment over specified periods of time. The segment’s backlog of firm unfilled orders shippable within twelve months, including blanket purchase orders, totaled $118.6 million at December 31, 2011, as compared to $103.8 million at December 31, 2010.

Distribution and Sales - Distribution and sales occur through direct sales personnel, manufacturers’ representatives, value added resellers (“VARs”), OEMs and distributors.

Energy Systems and Controls

Our Energy Systems and Controls segment principally produces control systems, fluid properties testing equipment, industrial valves and controls, vibration sensors and controls and non-destructive inspection and measurement products and solutions, which are provided through six operating units. For 2011, this segment had net sales of $597.8 million, representing 21.4% of our total net sales.

Control Systems - We manufacture control systems and provide related engineering and commissioning services for turbomachinery applications, predominately in energy markets.

Fluid Properties Testing Equipment - We manufacture and sell automated and manual test equipment to determine physical and elemental properties, such as sulfur and nitrogen content, flash point, viscosity, freeze point and distillation range of liquids and gases for the petroleum and other industries.

Industrial Valves and Controls - We manufacture and distribute a variety of valves, sensors, switches and control products used on engines, compressors, turbines and other powered equipment for the oil and gas, pipeline, power generation, marine engine and general industrial markets. Many of these products are designed for use in hazardous environments.

Sensors and Controls - We manufacture sensors and control equipment including pressure sensors, temperature sensors, measurement instruments and control software for global rubber, plastics and process industries.

Non-destructive Inspection and Measurement Instrumentation - We manufacture non-destructive inspection and measurement solutions including measurement probes, robotics, vibration sensors, switches and transmitters. These solutions are applied principally in energy markets. Many of these products are designed for use in hazardous environments.

Backlog - The Energy Systems and Controls operating units' sales reflect a combination of standard products and large engineered projects. Standard products generally ship within two weeks of receipt of order, and large engineered projects may have lead times of several months. As such, backlog may fluctuate depending upon the timing of large project awards. This segment's backlog of firm unfilled orders shippable within twelve months totaled $120.5 million at December 31, 2011 compared to $104.5 million at December 31, 2010.

Distribution and Sales - Distribution and sales occur through direct sales offices, manufacturers' representatives and distributors.

Industrial Technology

Our Industrial Technology segment produces water and fluid handling pumps, equipment and consumables for materials analysis, leak testing equipment, flow measurement and metering equipment and water meter and automatic meter reading ("AMR") products and systems. These products and solutions are provided through eight operating units. For 2011, this segment had net sales of $737.4 million, representing 26.4% of our total net sales.

Water and Fluid Handling Pumps - We manufacture and sell a wide variety of pumps. These pumps vary significantly in complexity and in pumping method employed, which allows for the movement and application of a diverse range of liquids and solids including low and high viscosity liquids, high solids content slurries and chemicals. Our pumps are used in large and diverse sets of end markets such as oil and gas, agricultural, water and wastewater, chemical and general industrial.

Materials Analysis Equipment and Consumables - We manufacture and sell equipment and supply various types of consumables necessary to prepare materials samples for testing and analysis. These products are used mostly within the academic, government research, electronics, material science, basic materials, steel and automotive end-user markets.

Leak Testing Equipment - We manufacture and sell products and systems to test for leaks and confirm the integrity of assemblies and sub-assemblies in automotive, medical and industrial applications.

Flow Measurement Equipment - We manufacture and distribute turbine and positive displacement flow meters, emissions measurement equipment and flow meter calibration products for aerospace, automotive, power generation and other industrial applications.

Water Meter and AMR Products and Systems - We manufacture and distribute several classes of water meter products serving the residential, commercial and industrial water management markets, and several lines of automatic meter reading products and systems serving these markets.

Backlog - The Industrial Technology operating units' sales reflect a combination of standard products and specially engineered, application-specific products. Standard products are typically shipped within two weeks of receipt of order, with certain valve and pump products shipped on an immediate basis. Application-specific products typically ship within 6 to 12 weeks following receipt of order. However, larger project orders and blanket purchase orders for certain OEMs may extend shipment for longer periods. This segment's backlog of firm unfilled orders shippable within twelve months, including blanket purchase orders, totaled $141.8 million at December 31, 2011, as compared to $114.0 million at December 31, 2010.

Distribution and Sales - Distribution and sales occur through direct sales personnel, manufacturers' representatives and distributors.

RF Technology

Our RF Technology segment provides radio frequency identification ("RFID") communication technology and software solutions that are used primarily in toll and traffic systems and processing, security and access control, campus card systems, software-as-a-service in the freight matching and food industries and metering and remote monitoring applications. These products and solutions are provided through seven operating units. This segment had sales of $851.3 million for the year ended December 31, 2011, representing 30.4% of our total net sales.

Toll and Traffic Systems - We manufacture and sell toll tags and monitoring systems as well as provide transaction and violation processing services for toll and traffic systems to both governmental and private sector entities. In addition, we provide intelligent traffic systems that assist customers in improving traffic flow and infrastructure utilization.

Card Systems/Integrated Security Solutions - We provide card systems and integrated security solutions to education, health care and other markets. In the education and health care markets, we also provide an integrated nutrition management solution.

Software-as-a-Service - We maintain electronic marketplaces that match 1) available capacity of trucking units with the available loads of freight to be moved from location to location throughout North America and 2) food suppliers, distributors and vendors, primarily in the perishable food sector.

Metering and Remote Monitoring - We manufacture and sell meter reading, data logging and pressure control products for use in water, gas and electricity applications. We also provide network monitoring, leakage reduction and pressure control services in water and gas distribution networks.

Backlog - The RF Technology operating units' sales reflect a combination of standard products, large engineered projects, and multi-year operations and maintenance contracts. Standard products generally ship within two weeks of receipt of order, and large engineered projects may have lead times of several months. As such, backlog may fluctuate depending upon the timing of large project awards. This segment's backlog of firm unfilled orders shippable within twelve months totaled $447.4 million at December 31, 2011 compared to $463.1 million at December 31, 2010.

Distribution and Sales - Distribution and sales occur through direct sales personnel, manufacturers' representatives and distributors.

Materials and Suppliers

We believe that most materials and supplies we use are readily available from numerous sources and suppliers throughout the world. However, some of our components and sub-assemblies are currently available from a limited number of suppliers. Some high-performance components for digital imaging products can be in short supply and/or suppliers have occasional difficulty manufacturing such components to our specifications. We regularly investigate and identify alternative sources where possible, and we believe that these conditions equally affect our competitors. Supply shortages have not had a material adverse effect on Roper's sales although delays in shipments have occurred following such supply interruptions.

Environmental Matters and Other Governmental Regulation

Our operations and properties are subject to laws and regulations relating to environmental protection, including laws and regulations governing air emissions, water discharges, waste management and workplace safety. We use, generate and dispose of hazardous substances and waste in our operations and, as a result, could be subject to material liabilities relating to the investigation and clean-up of contaminated properties and related claims. We are required to conform our operations and properties to these laws and adapt to regulatory requirements in all countries as these requirements change. In connection with our acquisitions, we may assume significant environmental liabilities, some of which we may not be aware of, or may not be quantifiable, at the time of acquisition. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new requirements could increase our costs or subject us to new or increased liabilities.

Customers

No customer accounted for 10% or more of net sales for 2011 for any segment or for Roper as a whole.

Competition

Generally, our products and solutions face significant competition, usually from a limited number of competitors. We believe that we are a leader in most of our markets, and no single company competes with us over a significant number of product lines. Competitors might be large or small in size, often depending on the life cycle and maturity of the technology employed. We compete primarily on product quality, performance, innovation, technology, price, applications expertise, distribution channel access and customer service capabilities.

Patents and Trademarks

In addition to trade secrets, unpatented know-how, and other intellectual property rights, we own or license the rights under a number of patents, trademarks and copyrights relating to certain of our products and businesses. We also employ various methods, including confidentiality and non-disclosure agreements with individuals and companies we do business with, employees, distributors, representatives and customers to protect our trade secrets and know-how. We believe that our operating units are not substantially dependent on any single patent, trademark, copyright, or other item of intellectual property or group of patents, trademarks or copyrights.

Employees

As of December 31, 2011, we had approximately 8,570 total employees, with approximately 6,060 located in the United States. Approximately 210 of our employees are subject to collective bargaining agreements. We have not experienced any work stoppages and consider our relations with our employees to be good.

Available Information

All reports we file electronically with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and our annual proxy statements, as well as any amendments to those reports, are accessible at no cost on our website at www.roperind.com as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. These filings are also accessible on the SEC's website at www.sec.gov. You may also read and copy any material we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our Corporate Governance Guidelines; the charters of our Audit Committee, Compensation Committee, and Nominating and Governance Committee; and our Code of Business Conduct and Ethics are also available on our website. Any amendment to the Code of Business Conduct and Ethics and any waiver applicable to our directors, executive officers or senior financial officers will be posted on our website within the time period required by the SEC and the New York Stock Exchange (the "NYSE"). The information posted on our website is not incorporated into the Annual Report.

We have included the Chief Executive Officer and the Chief Financial Officer certifications regarding our public disclosure required by Section 302 of the Sarbanes-Oxley Act of 2002 as Exhibits 31.1 and 31.2 of this report. Additionally, we filed with the NYSE the Chief Executive Officer certification regarding our compliance with the NYSE's Corporate Governance Listing Standards (the "Listing Standards") pursuant to Section 303A.12(a) of the Listing Standards. The certification was filed with the NYSE on June 24, 2011 and indicated that the Chief Executive Officer was not aware of any violations of the Listing Standards by the Company.

ITEM 1A. RISK FACTORS

Risks Relating to Our Business

Our indebtedness may affect our business and may restrict our operating flexibility.

As of December 31, 2011, we had $1.09 billion in total consolidated indebtedness. In addition, we had $707 million undrawn availability under our senior unsecured credit facility, as well as the ability to request additional term loans or revolving credit commitments under our credit facility not to exceed $350 million in aggregate. Our total consolidated debt could increase using this additional borrowing capacity. Subject to restrictions contained in our credit facility, we may incur additional indebtedness in the future, including indebtedness incurred to finance acquisitions.

Our level of indebtedness and the debt servicing costs associated with that indebtedness could have important effects on our operations and business strategy. For example, our indebtedness could:

- place us at a competitive disadvantage relative to our competitors, some of which have lower debt service obligations and greater financial resources;
- limit our ability to borrow additional funds;
- limit our ability to complete future acquisitions;

- limit our ability to pay dividends;
- limit our ability to make capital expenditures; and
- increase our vulnerability to general adverse economic and industry conditions.

Our ability to make scheduled principal payments of, to pay interest on, or to refinance our indebtedness and to satisfy our other debt obligations will depend upon our future operating performance, which may be affected by factors beyond our control. In addition, there can be no assurance that future borrowings or equity financing will be available to us on favorable terms for the payment or refinancing of our indebtedness. If we are unable to service our indebtedness, our business, financial condition and results of operations would be materially adversely affected.

Our credit facility contains covenants requiring us to achieve certain financial and operating results and maintain compliance with specified financial ratios. Our ability to meet the financial covenants or requirements in our credit facility may be affected by events beyond our control, and we may not be able to satisfy such covenants and requirements. A breach of these covenants or our inability to comply with the financial ratios, tests or other restrictions contained in our facility could result in an event of default under this facility. Upon the occurrence of an event of default under our credit facility, and the expiration of any grace periods, the lenders could elect to declare all amounts outstanding under the facility, together with accrued interest, to be immediately due and payable. If this were to occur, our assets may not be sufficient to fully repay the amounts due under this facility or our other indebtedness.

Unfavorable changes in foreign exchange rates may significantly harm our business.

Several of our operating companies have transactions and balances denominated in currencies other than the U.S. dollar. Most of these transactions and balances are denominated in euros, Canadian dollars, British pounds and Danish krone. Sales by our operating companies whose functional currency is not the U.S. dollar represented approximately 27% of our total net sales for the year ended December 31, 2011 compared to 25% for the year ended December 31, 2010. Unfavorable changes in exchange rates between the U.S. dollar and those currencies could significantly reduce our reported sales and earnings.

We export a significant portion of our products. Difficulties associated with the export of our products could harm our business.

Sales to customers outside the U.S. by our businesses located in the U.S. account for a significant portion of our net sales. These sales accounted for 15% of our net sales for the years ended December 31, 2011 and December 31, 2010. We are subject to risks that could limit our ability to export our products or otherwise reduce the demand for these products in our foreign markets. Such risks include, without limitation, the following:

- unfavorable changes in or noncompliance with U.S. and other jurisdictions' export requirements;
- restrictions on the export of technology and related products;
- unfavorable changes in or noncompliance with U.S. and other jurisdictions' export policies to certain countries;
- unfavorable changes in the import policies of our foreign markets; and
- a general economic downturn in our foreign markets.

The occurrence of any of these events could reduce the foreign demand for our products or could limit our ability to export our products and, therefore, could have a material negative effect on our future sales and earnings.

Economic, political and other risks associated with our international operations could adversely affect our business.

As of and for the year ended December 31, 2011, 29% of our net sales and 21% of our long-lived assets, excluding goodwill and intangibles, were attributable to operations outside the U.S. We expect our international operations to contribute materially to our business for the foreseeable future. Our international operations are subject to varying degrees of risk inherent in doing business outside the U.S. including, without limitation, the following:

- adverse changes in a specific country's or region's political or economic conditions, particularly in emerging markets;
- trade protection measures and import or export requirements;
- subsidies or increased access to capital for firms that are currently, or may emerge as, competitors in countries in which we have operations;
- partial or total expropriation;
- potentially negative consequences from changes in tax laws;
- difficulty in staffing and managing widespread operations;
- differing labor regulations;
- differing protection of intellectual property; and
- unexpected changes in regulatory requirements.

The occurrence of any of these events could materially harm our business.

Our growth strategy includes acquisitions. We may not be able to identify suitable acquisition candidates, complete acquisitions or integrate acquisitions successfully.

Our future growth is likely to depend to some degree on our ability to acquire and successfully integrate new businesses. We intend to continue to seek additional acquisition opportunities both to expand into new markets and to enhance our position in existing markets. There are no assurances, however, that we will be able to successfully identify suitable candidates, negotiate appropriate terms, obtain financing on acceptable terms, complete proposed acquisitions, successfully integrate acquired businesses or expand into new markets. Once acquired, operations may not achieve anticipated levels of revenues or profitability.

Acquisitions involve risks, including difficulties in the integration of the operations, technologies, services and products of the acquired companies and the diversion of management's attention from other business concerns. Although our management will endeavor to evaluate the risks inherent in any particular transaction, there are no assurances that we will properly ascertain all such risks. In addition, prior acquisitions have resulted, and future acquisitions could result, in the incurrence of substantial additional indebtedness and other expenses. Future acquisitions may also result in potentially dilutive issuances of equity securities. Difficulties encountered with acquisitions may have a material adverse effect on our business, financial condition and results of operations.

Product liability, insurance risks and increased insurance costs could harm our operating results.

Our business exposes us to product liability risks in the design, manufacturing and distribution of our products. In addition, certain of our products are used in hazardous environments. We currently have product liability insurance; however, we may not be able to maintain our insurance at a reasonable cost or in sufficient amounts to protect us against losses. We also maintain other insurance policies, including directors' and officers' liability insurance. Our insurance costs increased in prior periods and may continue to increase in the future. We believe that we have adequately accrued estimated losses, principally related to deductible amounts under our insurance policies, with respect to all product liability and other claims, based upon our past experience and available facts. However, a successful product liability or other claim or series of claims brought against us could have a material adverse effect on our business, financial condition and results of operations. In addition, a significant increase in our insurance costs could have an adverse impact on our operating results.

Our operating results could be adversely affected by a reduction of business with our large customers.

In some of our businesses, we derive a significant amount of revenue from large customers. The loss or reduction of any significant contracts with any of these customers could materially reduce our revenue and cash flows. Additionally, many of our customers are government entities. In many situations, government entities can unilaterally terminate or modify our existing contracts without cause and without penalty to the government agency.

We face intense competition. If we do not compete effectively, our business may suffer.

We face intense competition from numerous competitors. Our products compete primarily on the basis of product quality, performance, innovation, technology, price, applications expertise, system and service flexibility and established customer service capabilities. We may not be able to compete effectively on all of these fronts or with all of our competitors. In addition, new competitors may emerge, and product lines may be threatened by new technologies or market trends that reduce the value of these product lines. To remain competitive, we must develop new products, respond to new technologies and periodically enhance our existing products in a timely manner. We anticipate that we may have to adjust prices of many of our products to stay competitive.

Changes in the supply of, or price for, raw materials, parts and components used in our products could affect our business.

The availability and prices of raw materials, parts and components are subject to curtailment or change due to, among other things, suppliers' allocations to other purchasers, interruptions in production by suppliers, changes in exchange rates and prevailing price levels. Some high-performance components for digital imaging products may be in short supply and/or suppliers may have occasional difficulty manufacturing these components to meet our specifications. In addition, some of our products are provided by sole source suppliers. Any change in the supply of, or price for, these parts and components, as well as any increases in commodity prices, particularly copper, could affect our business, financial condition and results of operations.

Environmental compliance costs and liabilities could increase our expenses and adversely affect our financial condition.

Our operations and properties are subject to laws and regulations relating to environmental protection, including air emissions, water discharges, waste management and workplace safety. These laws and regulations can result in the imposition of substantial fines and sanctions for violations and could require the installation of pollution control equipment or operational changes to limit pollution emissions and/or decrease the likelihood of accidental hazardous substance releases. We must conform our operations and properties to these laws and adapt to regulatory requirements in the countries in which we operate as these requirements change.

We use and generate hazardous substances and wastes in our operations and, as a result, could be subject to potentially material liabilities relating to the investigation and clean-up of contaminated properties and to claims alleging personal injury. We have experienced, and expect to continue to experience, costs relating to compliance with environmental laws and regulations. In connection with our acquisitions, we may assume significant environmental liabilities, some of which we may not be aware of at the time of acquisition. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new clean-up requirements could require us to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on our business, financial condition and results of operations.

Some of the industries in which we operate are cyclical, and, accordingly, our business is subject to changes in the economy.

Some of the business areas in which we operate are subject to specific industry and general economic cycles. Certain businesses are subject to industry cycles, including but not limited to, the industrial and energy markets. Accordingly, any downturn in these or other markets in which we participate could materially adversely affect us. If demand changes and we fail to respond accordingly, our results of operations could be materially adversely affected. The business cycles of our different operations may occur contemporaneously. Consequently, the effect of an economic downturn may have a magnified negative effect on our business.

Our goodwill and intangible assets are valued at an amount that is high relative to our total assets, and a write-off of our intangible assets would negatively affect our results of operations and total capitalization.

Our total assets reflect substantial intangible assets, primarily goodwill. At December 31, 2011, goodwill totaled $2.87 billion compared to $3.20 billion of stockholders' equity, and represented 54% of our total assets of $5.32 billion. The goodwill results from our acquisitions, representing the excess of cost over the fair value of the net assets we have acquired. We assess at least annually whether there has been an impairment in the value of our goodwill and indefinite economic life intangible assets. If future operating performance at one or more of our business units were to fall significantly below current levels, if competing or alternative technologies emerge or if business valuations decline, we could incur a non-cash charge to operating earnings. Any determination requiring the write-off of a significant portion of goodwill or unamortized intangible assets would negatively affect our results of operations and total capitalization, the effect of which could be material.

We depend on our ability to develop new products, and any failure to develop or market new products could adversely affect our business.

The future success of our business will depend, in part, on our ability to design and manufacture new competitive products and to enhance existing products so that our products can be sold with high margins. This product development may require substantial internal investment. There can be no assurance that unforeseen problems will not occur with respect to the development, performance or market acceptance of new technologies or products or that we will otherwise be able to successfully develop and market new products. Failure of our products to gain market acceptance or our failure to successfully develop and market new products could reduce our margins, which would have an adverse effect on our business, financial condition and results of operations.

Our technology is important to our success and our failure to protect this technology could put us at a competitive disadvantage.

Many of our products rely on proprietary technology; therefore we believe that the development and protection of intellectual property rights through patents, copyrights, trade secrets, trademarks, confidentiality agreements and other contractual provisions is important to the future success of our business. Despite our efforts to protect proprietary rights, unauthorized parties or competitors may copy or otherwise obtain and use our products or technology. Current and future actions to enforce these rights may result in substantial costs and diversion of resources and we make no assurances that any such actions will be successful.

Any business disruptions due to political instability, armed hostilities, incidents of terrorism or natural disasters could adversely impact our financial performance.

If terrorist activity, armed conflict, political instability or natural disasters occur in the U.S. or other locations, such events may negatively impact our operations, cause general economic conditions to deteriorate or cause demand for our products to decline. A prolonged economic slowdown or recession could reduce the demand for our products, and therefore, negatively affect our future sales and profits. Any of these events could have a significant impact on our business, financial condition or results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

Our corporate offices, consisting of 22,000 square feet of leased space, are located at 6901 Professional Parkway East, Sarasota, Florida. We have established 114 principal locations around the world to support our operations, of which 53 are manufacturing facilities, and the remaining 61 locations provide sales, service and administrative support functions. We consider our facilities to be in good operating condition and adequate for their present use and believe that we have sufficient capacity to meet our anticipated operating requirements.

The following table summarizes the size, location and usage of our principal properties as of December 31, 2011.

		Office	Office & Manufacturing	
Segment	Region	Leased	Leased	Owned
Industrial Technology		(amounts in thousands of square feet)		
	US	48	294	524
	Canada	36	-	-
	Europe	92	88	485
	Asia	23	-	-
	Mexico	-	60	-
Energy Systems & Controls				
	US	-	262	-
	Canada	-	44	-
	Europe	10	20	128
	Asia	6	30	34
Medical & Scientific Imaging				
	US	89	212	127
	Canada	-	151	-
	Europe	17	44	-
RF Technology				
	US	789	123	-
	Canada	11	-	-
	Europe	15	5	16

ITEM 3. LEGAL PROCEEDINGS

We are defendants in various lawsuits involving product liability, employment practices and other matters, none of which we believe will have a material adverse effect on our consolidated financial position or results of operations. The majority of such claims are subject to insurance coverage.

We and/or one of our subsidiaries are named as defendants, along with many other companies, in asbestos-related personal injury or wrongful death actions. The allegations in these actions are vague, general and speculative. Given the state of these claims, it is not possible to determine the potential liability, if any.

ITEM 4. MINE SAFETY DISCLOSURES

None

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock trades on the NYSE under the symbol "ROP". The table below sets forth the range of high and low sales prices for our common stock as reported by the NYSE as well as cash dividends declared during each of our 2011 and 2010 quarters.

		High	**Low**	**Cash Dividends Declared**
2011	**4th Quarter**	**$ 88.42**	**$ 66.40**	**$ 0.1375**
	3rd Quarter	**83.75**	**68.91**	**0.1100**
	2nd Quarter	**88.45**	**78.30**	**0.1100**
	1st Quarter	**87.49**	**73.56**	**0.1100**
2010	4th Quarter	$ 78.43	$ 64.98	$ 0.1100
	3rd Quarter	65.59	54.78	0.0950
	2nd Quarter	63.91	55.47	0.0950
	1st Quarter	58.34	50.08	0.0950

Based on information available to us and our transfer agent, we believe that as of February 17, 2012 there were 205 record holders of our common stock.

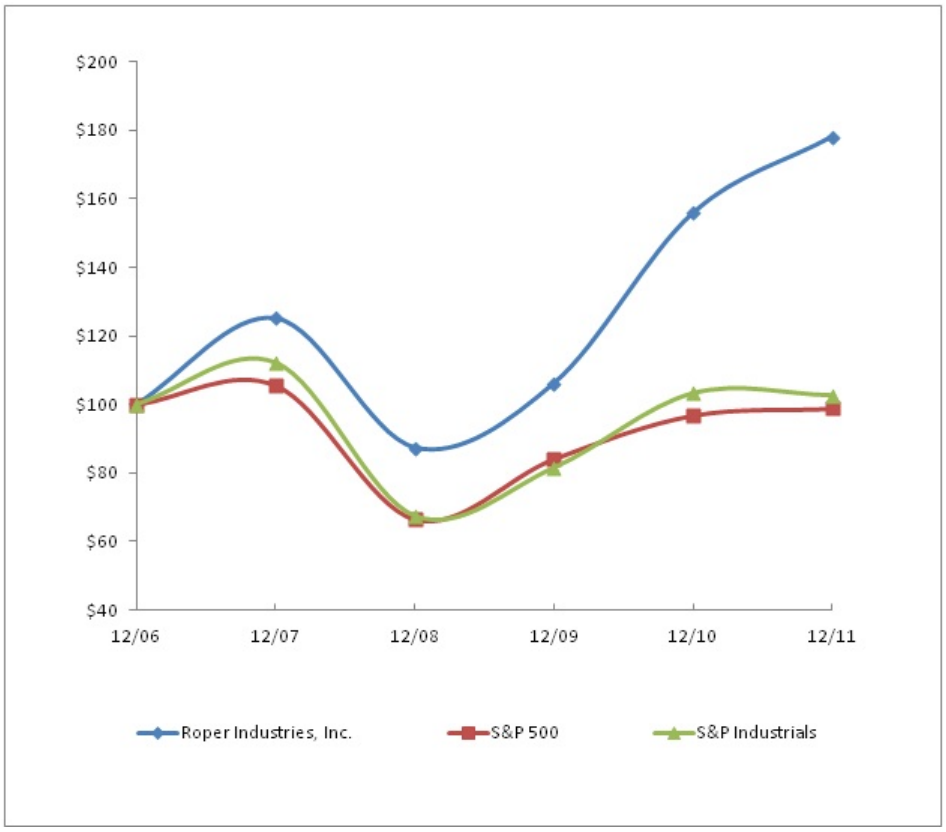
Dividends – We have declared a cash dividend in each quarter since our February 1992 initial public offering and we have annually increased our dividend rate since our initial public offering. In November 2011, our Board of Directors increased the quarterly dividend paid January 27, 2012 to $0.1375 per share from $0.1100 per share, an increase of 25.0%. The timing, declaration and payment of future dividends will be at the sole discretion of our Board of Directors and will depend upon our profitability, financial condition, capital needs, future prospects and other factors deemed relevant by our Board of Directors.

Recent Sales of Unregistered Securities - In 2011, there were no sales of unregistered securities.

Performance Graph - This performance graph shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph compares, for the five year period ended December 31, 2011, the cumulative total stockholder return for our common stock, the Standard and Poor's 500 Stock Index (the "S&P 500") and the Standard and Poor's 500 Industrials Index (the "S&P 500 Industrials"). Measurement points are the last trading day of each of our fiscal years ended December 31, 2006, 2007, 2008, 2009, 2010 and 2011. The graph assumes that $100 was invested on December 31, 2006 in our common stock, the S&P 500 and the S&P 500 Industrials and assumes reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

	12/31/06	12/31/07	12/31/08	12/31/09	12/31/10	12/31/11
Roper Industries, Inc.	100.00	125.05	87.27	106.07	155.82	178.09
S&P 500	100.00	105.49	66.46	84.05	96.71	98.75
S&P 500 Industrials	100.00	112.03	67.30	81.39	103.15	102.54



The information set forth in Item 12 under the heading "Securities Authorized for Issuance under Equity Compensation Plans" is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA

You should read the table below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our Consolidated Financial Statements and related notes included in this Annual Report (amounts in thousands, except per share data).

	As of and for the Years ended December 31,				
	2011(1)	**2010(2)**	**2009(3)**	**2008(4)**	**2007(5)**
Operations data:					
Net sales	**$ 2,797,089**	$ 2,386,112	$ 2,049,668	$ 2,306,371	$ 2,102,049
Gross profit	**1,515,564**	1,275,126	1,043,138	1,188,288	1,058,395
Income from operations	**660,539**	514,294	395,396	486,161	438,354
Net earnings	**427,247**	322,580	239,481	281,874	245,705
Per share data:					
Basic earnings per share	**$ 4.45**	$ 3.42	$ 2.64	$ 3.15	$ 2.78
Diluted earnings per share	**4.34**	3.34	2.58	3.01	2.64
Dividends declared	**0.4675**	0.3950	0.3425	0.3000	0.2675
Balance sheet data:					
Working capital	**$ 561,277**	$ 458,446	$ 392,734	$ 239,400	$ 291,047
Total assets	**5,319,417**	5,069,524	4,327,736	3,971,538	3,453,184
Long-term debt, less current portion	**1,015,110**	1,247,703	1,040,962	1,033,689	727,489
Stockholders' equity	**3,195,096**	2,750,907	2,421,490	2,003,934	1,794,643

(1) Includes results from the acquisitions of NDI Holding Corp. from June 3, 2011, United Controls Group, Inc. from September 26, 2011 and Trinity Integrated Systems Ltd. from December 1, 2011.
(2) Includes results from the acquisitions of Heartscape, Inc. from February 22, 2010 and iTradeNetwork, Inc. from July 27, 2010.
(3) Includes results from the acquisitions of United Toll Systems, LLC from October 30, 2009 and Verathon, Inc. from December 3, 2009.
(4) Includes results from the acquisitions of CBORD Holdings Corp. from February 20, 2008, Chalwyn Ltd. from June 18, 2008, Getloaded.com, LLC from July 17, 2008, Horizon Software Holdings, Inc. from August 27, 2008 and Technolog Holdings Ltd. from September 10, 2008.
(5) Includes results from the acquisitions of JLT Mobile Computers, Inc. from February 21, 2007, DJ Instruments from February 28, 2007, Roda Deaco Valve, Ltd. from March 22, 2007, Dynamic Instruments, Inc. from June 21, 2007, and Black Diamond Advanced Technology, LLC from September 24, 2007.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with "Selected Financial Data" and our Consolidated Financial Statements and related notes included in this Annual Report.

Overview

We are a diversified growth company that designs, manufactures and distributes energy systems and controls, medical and scientific imaging products and software, industrial technology products and radio frequency products and services. We market these products and services to selected segments of a broad range of markets including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in earnings and cash flow by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses. Our acquisitions have represented both bolt-ons and new strategic platforms. On June 3, 2011, we purchased the assets of NDI Holding Corp. ("Northern Digital"), a provider of 3-D measurement technology for medical applications in computer-assisted surgery and computer-assisted therapy. On September 26, 2011, we purchased the shares of United Controls Group, Inc. ("UCG"), a manufacturer of control systems in the oil and gas industry. On December 1, 2011, we purchased the shares of Trinity Integrated Systems Ltd. ("Trinity"), a specialist provider of requirements capture, safety lifecycle management and engineering software tools, and safety and control system solutions to the oil and gas, industrial process and control markets.

Application of Critical Accounting Policies

Our Consolidated Financial Statements are prepared in conformity with generally accepted accounting principles in the United States ("GAAP"). A discussion of our significant accounting policies can also be found in the notes to our Consolidated Financial Statements for the year ended December 31, 2011 included in this Annual Report.

GAAP offers acceptable alternative methods for accounting for certain issues affecting our financial results, such as determining inventory cost, depreciating long-lived assets and recognizing revenue. We have not changed the application of acceptable accounting methods or the significant estimates affecting the application of these principles in the last three years in a manner that had a material effect on our financial statements.

The preparation of financial statements in accordance with GAAP requires the use of estimates, assumptions, judgments and interpretations that can affect the reported amounts of assets, liabilities, revenues and expenses, the disclosure of contingent assets and liabilities and other supplemental disclosures.

The development of accounting estimates is the responsibility of our management. Our management discusses those areas that require significant judgments with the audit committee of our Board of Directors. The audit committee has reviewed all financial disclosures in our annual filings with the SEC. Although we believe the positions we have taken with regard to uncertainties are reasonable, others might reach different conclusions and our positions can change over time as more information becomes available. If an accounting estimate changes, its effects are accounted for prospectively or through a cumulative catch up adjustment.

Our most significant accounting uncertainties are encountered in the areas of accounts receivable collectibility, inventory valuation, future warranty obligations, revenue recognition (percentage-of-completion), income taxes and goodwill and indefinite-lived asset analyses. These issues, except for income taxes, which are not allocated to our business segments, affect each of our business segments. These issues are evaluated using a combination of historical experience, current conditions and relatively short-term forecasting.

Accounts receivable collectibility is based on the economic circumstances of customers and credits given to customers after shipment of products, including in certain cases credits for returned products. Accounts receivable are regularly reviewed to determine customers who have not paid within agreed upon terms, whether these amounts are consistent with past experiences, what historical experience has been with amounts deemed uncollectible and the impact that economic conditions might have on collection efforts in general and with specific customers. The returns and other sales credit allowance is an estimate of customer returns, exchanges, discounts or other forms of anticipated concessions and is treated as a reduction in revenue. The returns and other sales credits histories are analyzed to determine likely future rates for such credits. At December 31, 2011, our allowance for doubtful accounts receivable was $8.2 million and our allowance for sales returns and sales credits was $2.4 million, for a total of $10.6 million, or 2.4% of total gross accounts receivable. This percentage is influenced by the risk profile of the underlying receivables, and the timing of write-offs of accounts deemed uncollectible. The total allowance at December 31, 2011 was $0.3 million higher than at December 31, 2010. The allowance will continue to fluctuate as a percentage of sales based on specific identification of allowances needed due to changes in our business as well as the write-off of uncollectible receivables.

We regularly compare inventory quantities on hand against anticipated future usage, which we determine as a function of historical usage or forecasts related to specific items in order to evaluate obsolescence and excessive quantities. When we use historical usage, this information is also qualitatively compared to business trends to evaluate the reasonableness of using historical information as an estimate of future usage. At December 31, 2011, inventory reserves for excess and obsolete inventory were $35.2 million, or 14.7% of gross inventory cost, as compared to $32.5 million, or 15.4% of gross inventory cost, at December 31, 2010. The inventory reserve as a percent of gross inventory cost will continue to fluctuate based upon specific identification of reserves needed based upon changes in our business as well as the physical disposal of obsolete inventory.

Most of our sales are covered by warranty provisions that generally provide for the repair or replacement of qualifying defective items for a specified period after the time of sale, typically 12 months. Future warranty obligations are evaluated using, among other factors, historical cost experience, product evolution and customer feedback. Our expense for warranty obligations was less than 1% of net sales for each of the years ended December 31, 2011, 2010, and 2009.

Revenues related to the use of the percentage-of-completion method of accounting are dependent on total costs incurred compared with total estimated costs for a project. During the year ended December 31, 2011, we recognized revenue of approximately $151.5 million using this method, primarily for major turn-key, longer term toll and traffic and energy projects. Approximately $131.0 million and $142.5 million of revenue was recognized using this method during the years ended December 31, 2010 and December 31, 2009, respectively. At December 31, 2011, $132.1 million of revenue related to unfinished percentage-of-completion contracts had yet to be recognized. Contracts accounted for under this method are generally not significantly different in profitability from revenues accounted for under other methods.

Income taxes can be affected by estimates of whether and within which jurisdictions future earnings will occur and if, how and when cash is repatriated to the U.S., combined with other aspects of an overall income tax strategy. Additionally, taxing jurisdictions could retroactively disagree with our tax treatment of certain items, and some historical transactions have income tax effects going forward. Accounting rules require these future effects to be evaluated using current laws, rules and regulations, each of which can change at any time and in an unpredictable manner. During 2011, our effective income tax rate was 29.4%, which was higher than the 2010 rate of 28.1% due primarily to a foreign tax credit received in 2010 which did not recur in 2011.

We account for goodwill in a purchase business combination as the excess of the cost over the fair value of net assets acquired. Business combinations can also result in other intangible assets being recognized. Amortization of intangible assets, if applicable, occurs over their estimated useful lives. Goodwill, which is not amortized, is tested for impairment on an annual basis (or an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value) using a two-step process. The first step of the process utilizes both an income approach (discounted cash flows) and a market approach consisting of a comparable public company earnings multiples methodology to estimate the fair value of a reporting unit. To determine the reasonableness of the estimated fair values, we review the assumptions to ensure that neither the income approach nor the market approach provides significantly different valuations. If the estimated fair value exceeds the carrying value, no further work is required and no impairment loss is recognized. If the carrying value exceeds the estimated fair value, the goodwill of the reporting unit is potentially impaired and then the second step would be completed in order to measure the impairment loss by calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets (including unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss would be recognized.

Key assumptions used in the income and market methodologies are updated when the analysis is performed for each reporting unit. Various assumptions are utilized including forecasted operating results, strategic plans, economic projections, anticipated future cash flows, the weighted average cost of capital, comparable transactions, market data and earnings multiples. The assumptions that have the most significant effect on the fair value calculations are the anticipated future cash flows, discount rates, and the earnings multiples. While we use reasonable and timely information to prepare our cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances.

Total goodwill includes 26 reporting units with individual amounts ranging from zero to $536 million. We concluded that the fair value of each of our reporting units was substantially in excess of its carrying value as of December 31, 2011, and thus no goodwill impairment was identified.

Identifiable intangible assets that are determined to have an indefinite useful economic life are not amortized, but separately tested for impairment annually using a one-step fair value based approach. Roper conducts these reviews for all of its reporting units and indefinite lived intangibles during the fourth quarter of the fiscal year or on an interim basis if an event occurs that it is more likely than not the fair value of the intangible asset is below its carrying value. No impairment resulted from the annual reviews performed in 2011.

Roper evaluates whether there has been an impairment of identifiable intangible assets with definite useful economic lives, or of the remaining life of such assets, when certain indicators of impairment are present. In the event that facts and circumstances indicate that the cost or remaining period of amortization of any asset may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future gross, undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to fair value or a revision in the remaining amortization period is required.

Results of Operations

The following table sets forth selected information for the years indicated. Dollar amounts are in thousands and percentages are of net sales. Amounts may not foot due to rounding.

	Years ended December 31,		
	2011	**2010**	**2009**
Net sales			
Industrial Technology	**$ 737,356**	$ 607,564	$ 536,219
Energy Systems and Controls(1)	**597,802**	503,897	440,919
Medical and Scientific Imaging(2)	**610,617**	548,718	354,776
RF Technology(3)	**851,314**	725,933	717,754
Total	**$ 2,797,089**	$ 2,386,112	$ 2,049,668
Gross profit:			
Industrial Technology	**49.8%**	51.0%	47.6%
Energy Systems and Controls	**55.5**	53.7	53.1
Medical and Scientific Imaging	**63.3**	61.3	56.5
RF Technology	**50.6**	49.4	49.3
Total	**54.2**	53.4	50.9
Operating profit:			
Industrial Technology	**28.2%**	26.7%	23.1%
Energy Systems and Controls	**26.4**	23.9	21.0
Medical and Scientific Imaging	**24.3**	23.8	20.9
RF Technology	**23.8**	20.8	21.5
Total	**25.6**	23.6	21.7
Corporate administrative expenses	**(2.0)%**	(2.1)%	(2.4)%
Income from continuing operations	**23.6**	21.6	19.3
Interest expense, net	**(2.3)**	(2.8)	(2.9)
Other income/(expense)	**0.3**	-	0.2
Income from continuing operations before taxes	**21.6**	18.8	16.6
Income taxes	**(6.4)**	(5.3)	(4.9)
Net earnings	**15.3%**	13.5%	11.7%

(1) Includes results from the acquisitions of UCG from September 26, 2011 and Trinity from December 1, 2011.

(1) Includes results from the acquisitions of Verathon from December 3, 2009, Heartscape from February 22, 2010 and Northern Digital from June 3, 2011.

(3) Includes results from the acquisitions of UTS from October 30, 2009 and iTrade from July 27, 2010.

Year Ended December 31, 2011 Compared to Year Ended December 31, 2010

Net sales for the year ended December 31, 2011 were $2.78 billion as compared to sales of $2.39 billion for the year ended December 31, 2010, an increase of 17.2%. The increase was the result of organic sales growth of 12.7%, favorable effect from foreign exchange of 1.4% and 3.1% from acquisitions.

Our Medical and Scientific Imaging segment reported a $61.9 million or 11.3% increase in net sales for the year ended December 31, 2011 over the year ended December 31, 2010. Acquisitions added $26.1 million in sales, while organic sales increased 5.1% due to increased sales in our electron microscopy and medical businesses. The impact from foreign exchange was a positive 1.4%.

In our Energy Systems and Controls segment, net sales for the year ended December 31, 2011 increased by $93.9 million or 18.6% over the year ended December 31, 2010. Organic sales increased 15.9% while acquisitions added $4 million, or 0.8%. The increase in organic sales was primarily due to increased demand in industrial process end markets and growth in our diesel engine safety systems. The impact from foreign exchange was a positive 2.0%.

Net sales for our Industrial Technology segment increased by $129.8 million or 21.4% for the year ended December 31, 2011 over the year ended December 31, 2010. The increase was due to broad-based growth in all businesses in the segment, with particular strength in our materials testing business and fluid handling businesses, as well as a positive 1.8% impact from foreign exchange.

In our RF Technology segment, net sales for the year ended December 31, 2011 increased by $125.4 million or 17.3% over the year ended December 31, 2010. Organic sales increased 10.3% due to strength in sales to colleges and universities, growth in our water and gas network monitoring products and growth in our toll and traffic solutions. Foreign exchange added 0.7% to revenue and acquisitions added 6.3%.

Our overall gross profit percentage was 54.2% for the year ended December 31, 2011, as compared to 53.4% for the year ended December 31, 2010. Our Energy Systems and Controls and RF Technology segments both experienced higher gross margins due to higher sales volume while maintaining a relatively flat cost structure. Our Medical and Scientific Imaging segment gross margins increased primarily due to additional sales from medical products which have a higher gross margin. Our Industrial Technology segment gross margins decreased slightly due to product mix.

Selling, general and administrative ("SG&A") expenses increased $94.2 million to $855.0 million in 2011 as compared to $760.8 million in 2010, while decreasing as a percentage of net sales to 30.6% for the year ended December 31, 2011 as compared to 31.9% for the year ended December 31, 2010. The decrease in percentage of net sales is due to operating leverage on higher sales volume, offset in part by increased research and development spending of $19 million as we continued to invest in new product development.

Interest expense decreased $2.9 million, or 4.3%, for the year ended December 31, 2011 compared to the year ended December 31, 2010. The decrease is due primarily to lower average debt balances and higher interest income throughout 2011.

Other income for the year ended December 31, 2011 was $8.1 million, which was primarily due to a currency remeasurement gain on an intercompany note. Other income for the year ended December 31, 2010 was $0.6 million, primarily due to gain on sale of assets offset by foreign exchange losses at our non-U.S. based companies.

During 2011, our effective income tax rate was 29.4% versus 28.1% in 2010. This increase was due primarily to a foreign tax credit received in 2010 which did not recur in 2011.

At December 31, 2011, the functional currencies of our Canadian and most of our European subsidiaries were weaker against the U.S. dollar compared to currency exchange rates at December 31, 2010. The net result of these changes led to a decrease in the foreign exchange component of comprehensive earnings of $11.0 million in the year ending December 31, 2011. Approximately $5.1 million of these adjustments related to goodwill and are not expected to directly affect our projected future cash flows. For the entire year of 2011, operating profit increased by 1.4% due to fluctuations in non-U.S. currencies.

The following table summarizes our net order information for the years ended December 31, 2011 and 2010 (dollar amounts in thousands).

	2011	2010	change
Industrial Technology	$ 767,020	$ 669,882	14.5%
Energy Systems and Controls	608,538	538,861	12.9
Medical and Scientific Imaging	612,787	578,957	5.8
RF Technology	834,903	748,536	11.5
Total	$ 2,823,248	$ 2,536,236	11.3%

The increase in orders was due to internal growth of 8.3%, as well as orders from acquisitions which added $78 million. Our Industrial Technology, Energy Systems and Controls and RF Technology segments experienced strong internal growth throughout 2011. Our Medical and Scientific Imaging segment experienced moderate internal growth.

The following table summarizes order backlog information at December 31, 2011 and 2010 (dollar amounts in thousands). Our policy is to include in backlog only orders scheduled for shipment within twelve months.

	2011	2010	change
Industrial Technology	$ 141,836	$ 113,981	24.4%
Energy Systems and Controls	120,497	104,466	15.3
Medical and Scientific Imaging	118,609	103,796	14.3
RF Technology	447,355	463,115	(3.4)
Total	$ 828,297	$ 785,358	5.5%

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009

Net sales for the year ended December 31, 2010 were $2.39 billion as compared to sales of $2.05 billion for the year ended December 31, 2009, an increase of 16.4%. The increase was the result of internal sales growth of 7.8% as well as a full year of sales from our 2009 acquisitions of UTS and Verathon and five months of sales from iTrade. Net sales of these acquisitions accounted for approximately $179 million of additional sales in 2010 over 2009.

Our Medical and Scientific Imaging segment reported a $193.9 million or 54.7% increase in net sales for the year ended December 31, 2010 over the year ended December 31, 2009. Acquisitions added $147.9 million in sales, while organic sales increased 12.5% due to broad-based increases in medical, imaging and handheld computer markets. The impact from foreign exchange was a positive 1.0%, resulting in internal growth of 13.5%.

In our Energy Systems and Controls segment, net sales for the year ended December 31, 2010 increased by $63.0 million or 14.3% over the year ended December 31, 2009. The increase in sales was due to broad-based recovery in the markets served by the segment which led to increased demand for our instruments, valves and sensors sold into these markets.

Net sales for our Industrial Technology segment increased by $71.3 million or 13.3% for the year ended December 31, 2010 over the year ended December 31, 2009. The increase was due to a broad based economic recovery in the industrial end markets, strong sales growth in our Neptune water meter business and increased sales in our materials testing businesses as customer manufacturing facilities which had experienced slowdowns or temporary shutdowns in 2009 came back on line or increased production.

In our RF Technology segment, net sales for the year ended December 31, 2010 increased by $8.2 million or 1.1% over the year ended December 31, 2009. Internal sales decreased 3.2% due to delays in transportation projects due to temporary reductions in state and local governmental funding. Partial year results from the acquisition of iTrade and full-year results of UTS added 4.3%.

In 2009, in order to mitigate the effects of the weakened global economy on our financial results, we committed to certain severance and related cost-control actions. The cost of these actions during the year ended December 31, 2009 totaled $12.4 million, $4.1 million of which was recorded as cost of goods sold and the remaining $8.3 million as SG&A expense. We had no additional material severance and related cost control actions in 2010 or 2011.

Our overall gross profit percentage was 53.4% for the year ended December 31, 2010, as compared to 50.9% for the year ended December 31, 2009. Our Industrial Technology and Energy Systems and Controls segments both experienced higher gross margins due to higher sales volume while maintaining a relatively flat cost structure. Our Medical and Scientific Imaging segment gross margins increased primarily due to additional sales from medical products which have a higher gross margin. Our RF Technology segment gross margins were relatively unchanged.

Selling, general and administrative expenses increased $113.1 million to $760.8 million in 2010 as compared to $647.7 million in 2009, while increasing as a percentage of net sales to 31.9% for the year ended December 31, 2010 as compared to 31.6% for the year ended December 31, 2009. The full year inclusion of Verathon accounted for $72 million of the increase. In addition, our research and development spending increased $19 million as we continued to invest in new product development.

Interest expense increased $8.0 million, or 13.6%, for the year ended December 31, 2010 compared to the year ended December 31, 2009. The increase is due primarily to higher interest rates in the current year, which accounted for approximately $5 million of the increase, and a higher average debt balance throughout 2010.

Other income for the year ended December 31, 2010 was $0.6 million, which was primarily due to gain on sale of assets offset by foreign exchange losses. Other income for the year ended December 31, 2009 was $3.5 million, primarily due to a pre-tax gain of $4.1 million related to the sale of certain assets of our satellite communications business, partially offset by a $0.4 million pre-tax debt extinguishment charge for the early repayment of our term loan and foreign exchange losses at our non-U.S. based companies.

During 2010, our effective income tax rate was 28.1% versus 29.5% in 2009. This decrease was due primarily to certain foreign tax planning initiatives and an increase in the Section 199 qualifying production activities deduction.

At December 31, 2010, the functional currencies of our European subsidiaries were weaker, and the Canadian dollar stronger, against the U.S. dollar compared to currency exchange rates at December 31, 2009. The net result of these changes led to a decrease in the foreign exchange component of comprehensive earnings of $19.8 million in the year ending December 31, 2010. Approximately $15.5 million of these adjustments related to goodwill and are not expected to directly affect our projected future cash flows. For the entire year of 2010, operating profit decreased by less than 0.5% due to fluctuations in non-U.S. currencies.

The following table summarizes our net order information for the years ended December 31, 2010 and 2009 (dollar amounts in thousands).

	2010	2009	change
Industrial Technology	$ 669,882	$ 528,208	26.8%
Energy Systems and Controls	538,861	427,003	26.2
Medical and Scientific Imaging	578,957	349,132	65.8
RF Technology	748,536	719,666	4.0
Total	$ 2,536,236	$ 2,024,009	25.3%

The increase in orders was due to internal growth of 15.8%, as well as orders from acquisitions which added $195 million. Our Industrial Technology and Energy Systems and Controls segments experienced strong internal growth throughout 2010, as did our Medical and Scientific Imaging segment which also experienced an increase of $159 million due to 2009 acquisitions. In our RF Technology segment, internal orders decreased by 1.1%, which was more than offset by acquisition growth.

The following table summarizes order backlog information at December 31, 2010 and 2009 (dollar amounts in thousands). Our policy is to include in backlog only orders scheduled for shipment within twelve months.

	2010	2009	change
Industrial Technology	$ 113,981	$ 52,079	118.9%
Energy Systems and Controls	104,466	70,901	47.3
Medical and Scientific Imaging	103,796	73,747	40.7
RF Technology	463,115	368,762	25.6
Total	$ 785,358	$ 565,489	38.9%

Financial Condition, Liquidity and Capital Resources

Selected cash flows for the years ended December 31, 2011, 2010 and 2009 are as follows (in millions):

	2011	**2010**	**2009**
Cash provided by/(used in):			
Operating activities	$ 601.6	$ 499.5	$ 367.5
Investing activities	(275.7)	(563.3)	(374.2)
Financing activities	(256.7)	167.6	(13.6)

Operating activities - The increase in cash provided by operating activities in 2011 was primarily due to higher earnings over the prior year and increased intangible amortization related to recent acquisitions, offset partially by higher inventory levels and lower accounts payable balances at year end.

Investing activities - Cash used by investing activities during 2011, 2010, and 2009 was primarily for business acquisitions.

Financing activities - Cash used by financing activities in all periods was primarily debt repayments as well as dividends paid to stockholders. Cash provided by financing activities during 2010 and 2009 was primarily debt borrowings for acquisitions partially offset by debt payments made using cash from operations, and in 2009 also included $121 million of proceeds from issuance of common stock, net of issuance costs.

Net working capital (current assets, excluding cash, less total current liabilities, excluding debt) was $293.1 million at December 31, 2011 compared to $281.4 million at December 31, 2010. We acquired net working capital of $5.2 million through business acquisitions during 2011.

Total debt was $1.1 billion at December 31, 2011 (25.4% of total capital) compared to $1.3 billion at December 31, 2010 (32.8% of total capital). Our decreased debt at December 31, 2011 compared to December 31, 2010 was due to debt payments made using cash from operations.

Our senior unsecured credit facility originally consisted of a two year $350 million term loan and a five year $750 million revolving loan; however, the term loan portion was repaid in September 2009 and cannot be reborrowed. At December 31, 2011, our debt consisted of $67.2 million in senior subordinated convertible notes due 2034, $500 million of senior notes due 2013 and $500 million of senior notes due 2019. In addition, we had $6.1 million of other debt in the form of capital leases and several smaller facilities that allow for borrowings or the issuance of letters of credit in foreign locations to support our non-U.S. businesses. We had $49.6 million of outstanding letters of credit at December 31, 2011, of which $43.5 million was covered by our lending group, thereby reducing its remaining revolving credit capacity commensurately.

The cash and short-term investments at our foreign subsidiaries at December 31, 2011 totaled $164 million. Repatriation of these funds under current regulatory and tax law for use in domestic operations would expose us to additional taxes. We consider this cash to be permanently reinvested. We expect that cash flows from existing business combined with our available borrowing capacity will be sufficient to fund operating requirements in the U.S.

We were in compliance with all debt covenants related to our credit facilities throughout the year ended December 31, 2011.

Capital expenditures of $40.7 million, $28.6 million and $25.9 million were incurred during 2011, 2010, and 2009, respectively. In the future, we expect capital expenditures as a percentage of sales to be between 1.0% and 1.5% of annual net sales.

Description of Certain Indebtedness

Senior Unsecured Credit Facility **-** On July 7, 2008, we entered into a senior unsecured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders. The credit facility is composed of a five year $750 million revolving credit facility maturing July 7, 2013 and, as originally issued, a $350 million term loan facility originally maturing July 7, 2010. The $350 million term loan was repaid early in September 2009. We may also, subject to compliance with specified conditions, request additional term loans or revolving credit commitments in an aggregate amount not to exceed $350 million.

The credit facility contains affirmative and negative covenants which, among other things, limit our ability to incur new debt, prepay subordinated debt, make certain investments and acquisitions, sell assets and grant liens, make restricted payments (including the payment of dividends on our common stock) and capital expenditures, or change our line of business. We also are subject to financial covenants which require us to limit our consolidated total leverage ratio and to maintain a consolidated interest coverage ratio. The most restrictive covenant is the consolidated total leverage ratio which is limited to 3.5.

Senior Notes due 2019 - In September 2009, we completed a public offering of $500 million aggregate principal amount of 6.25% senior unsecured notes due September 2019. Net proceeds of $496 million were used to pay off our $350 million term loan originally due July 2010 and the outstanding revolver balance under our credit facility. We recorded a $0.4 million non-cash debt extinguishment charge related to the early repayment of the term loan portion of the facility.

The notes bear interest at a fixed rate of 6.25% per year, payable semi-annually in arrears on March 1 and September 1 of each year, beginning March 1, 2010.

We may redeem some of all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of our existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of our subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

Senior Notes due 2013 - On August 6, 2008, we issued $500 million aggregate principal amount of 6.625% senior notes due August 15, 2013. These notes bear interest at a fixed rate of 6.625% per year, payable semi-annually in arrears on February 15 and August 15 of each year, beginning February 15, 2009. The interest payable on the notes is subject to adjustment if either Moody's Investors Service or Standard & Poor's Ratings Services downgrades the rating assigned to the notes.

We may redeem some or all of the notes at any time or from time to time, at 100% of their principal amount plus a make-whole premium based on a spread to U.S. Treasury securities as described in the indenture relating to the notes.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of our existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of our subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

During 2009 we entered into an aggregate notional amount of $500 million in interest rate swaps designated as fair value hedges, which effectively changed our $500 million senior notes due 2013 with a fixed interest rate of 6.625% to a variable rate obligation at a weighted average spread of 4.377% plus the three month London Interbank Offered Rate ("LIBOR"). Due to the application of fair value hedge accounting for the swaps, the notes are shown in the balance sheet net of an $11.7 million fair value adjustment at December 31, 2011 and $14.1 million at December 31, 2010.

Senior Subordinated Convertible Notes - In December 2003, we issued $230 million of senior subordinated convertible notes at an original issue discount of 60.498%, resulting in an effective yield of 3.75% per year to maturity. Interest on the notes was payable semi-annually, beginning July 15, 2004, until January 15, 2009, after which cash interest is not paid on the notes prior to maturity unless contingent cash interest becomes payable. As of January 15, 2009, interest is recognized at the effective rate of 3.75% and represents accrual of original issue discount, excluding any contingent cash interest that may become payable. We will pay contingent cash interest to the holders of the notes during any six month period commencing after January 15, 2009 if the average trading price of a note for a five trading day measurement period preceding the applicable six month period equals 120% or more of the sum of the issue price, accrued original issue discount and accrued cash interest, if any, for such note. The contingent cash interest payable per note in respect of any six month period will equal the annual rate of 0.25%. In accordance with this criterion, contingent interest has been paid for each six month period since January 15, 2009.

The notes are unsecured senior subordinated obligations, rank junior to our existing and future senior secured indebtedness and rank equally with our existing and future senior subordinated indebtedness.

As originally issued, each $1,000 principal amount of the notes will be convertible at the option of the holder into 12.422 shares of our common stock (giving effect to the 2-for-1 stock split effective August 26, 2005 and subject to further adjustment), if (i) the sale price of our common stock reaches, or the trading price of the notes falls below, specified thresholds, (ii) if the notes are called for redemption or (iii) if specified corporate transactions have occurred. Upon conversion, we would have the right to deliver, in lieu of common stock, cash or a combination of cash and common stock. On November 19, 2004, we began a consent solicitation to amend the notes such that we would pay the same conversion value upon conversion of the notes, but would change how the conversion value is paid. In lieu of receiving exclusively shares of common stock or cash upon conversion, noteholders would receive cash up to the value of the accreted principal amount of the notes converted and, at our option, any remainder of the conversion value would be paid in cash or shares of common stock. The consent solicitation was successfully completed on December 6, 2004 and the amended conversion provisions were adopted.

As of September 30, 2005, the senior subordinated convertible notes were reclassified from long term to short term debt as the notes became convertible on October 1, 2005 based upon our common stock trading above the trigger price for at least 20 trading days during the 30 consecutive trading-day period ending on September 30, 2005.

Holders may require us to purchase all or a portion of their notes on January 15, 2014, January 15, 2019, January 15, 2024, and January 15, 2029, at stated prices plus accrued cash interest, if any, including contingent cash interest, if any. We may only pay the purchase price of such notes in cash and not in common stock.

We may redeem for cash all or a portion of the notes at any time at redemption prices equal to the sum of the issue price plus accrued original issue discount and accrued cash interest, if any, including contingent cash interest, if any, on such notes to the applicable redemption date.

The Company includes in its diluted weighted-average common share calculation an increase in shares based upon the difference between our average closing stock price for the period and the conversion price of $31.80, plus accretion. This is calculated using the treasury stock method.

Contractual Cash Obligations and Other Commercial Commitments and Contingencies

The following tables quantify our contractual cash obligations and commercial commitments at December 31, 2011 (in thousands).

		Payments Due in Fiscal Year					
Contractual Cash Obligations[1]	**Total**	**2012**	**2013**	**2014**	**2015**	**2016**	**Thereafter**
Long-term debt	$ 1,079,916	$ 67,975	$ 511,719	$ 67	$ 67	$ 53	$ 500,035
Senior note interest[2]	239,583	31,250	31,250	31,250	31,250	31,250	83,333

Capital leases	5,100	1,931	1,312	721	489	440	207
Operating leases	126,126	33,262	26,525	22,454	17,314	12,590	13,981
Total	$ 1,450,725	$ 134,418	$ 570,806	$ 54,492	$ 49,120	$ 44,333	$ 597,556

Other Commercial Commitments	Total Amount Committed	Amounts Expiring in Fiscal Year					
		2012	2013	2014	2015	2016	Thereafter
Standby letters of credit and bank guarantees	$ 49,608	$ 36,765	$ 7,330	$ 542	$ 731	$ 826	$ 3,414

1. We have excluded $19.6 million related to the liability for uncertain tax positions from the tables as the current portion is not material, and we are not able to reasonably estimate the timing of the long term portion of the liability. See Note 8 of the notes to Consolidated Financial Statements.
2. We have excluded interest on the senior notes due 2013, as they have been effectively converted to variable rate debt due to interest rate swaps. See "Description of Certain Indebtedness" above.

At December 31, 2011, we had outstanding surety bonds of $313 million.

At December 31, 2011 and 2010, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

We believe that internally generated cash flows and the remaining availability under our credit facilities will be adequate to finance normal operating requirements and future acquisition activities. Although we maintain an active acquisition program, any future acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our activities, financial condition and results of operations. We may also explore alternatives to attract additional capital resources.

We anticipate that our recently acquired businesses as well as our other businesses will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of currently outstanding debt in accordance with the repayment schedule. However, the rate at which we can reduce our debt during 2012 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies. None of these factors can be predicted with certainty.

Recently Issued Accounting Standards

See Note 1 of our notes to Consolidated Financial Statements for information regarding the effect of new accounting pronouncements on our financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to interest rate risks on our outstanding borrowings, and to foreign currency exchange risks on our transactions denominated in currencies other than the U.S. dollar. We are also exposed to equity market risks pertaining to the traded price of our common stock.

At December 31, 2011, we had a combination of fixed and floating rate borrowings. Our credit facility contains a $750 million variable rate revolver; however, there were no outstanding revolver borrowings at December 31, 2011. Our $500 million senior notes due 2019 have a fixed interest rate of 6.25%, and our $67 million senior unsecured convertible notes have a fixed interest rate of 3.75%. Our $500 million senior notes due 2013 have a fixed interest rate of 6.625%; however, in October 2009 we entered into three interest rate swap agreements totaling $500 million that expire August 2013. The swaps, which are designated as fair value hedges, effectively convert the notes to a weighted average variable rate obligation with a spread of 4.377% plus LIBOR. At December 31, 2011, the prevailing market rates for our long term notes were between 2.5% and 5.1% lower than the fixed rates on our debt instruments.

At December 31, 2011, our outstanding variable-rate borrowing was the $500 million senior notes due 2013. An increase in interest rates of 1% would increase our annualized interest costs by $5.0 million.

Several of our businesses have transactions and balances denominated in currencies other than the U.S. dollar. Most of these transactions or balances are denominated in euros, Canadian dollars, British pounds or Danish krone. Sales by companies whose functional currency was not the U.S. dollar were 27% of our total sales and 63% of these sales were by companies with a European functional currency. The U.S. dollar was weaker against most currencies throughout most of 2011 as compared to 2010, which resulted in an increase in sales of 1.4% due to foreign currency exchange. If these currency exchange rates had been 10% different throughout 2011 compared to currency exchange rates actually experienced, the impact on our net earnings would have been approximately 2.7%.

The changes in these currency exchange rates relative to the U.S. dollar at December 31, 2011 compared to currency exchange rates at December 31, 2010 resulted in a decrease in net assets of $11.0 million that was reported as a component of comprehensive earnings, $5.1 million of which was attributed to goodwill. Goodwill changes from currency exchange rate changes do not directly affect our reported earnings or cash flows.

The trading price of our common stock influences the valuation of stock award grants and the effects these grants have on our results of operations. The stock price also influences the computation of potentially dilutive common stock which includes both stock awards and the premium over the conversion price on senior subordinated convertible notes to determine diluted earnings per share. The stock price also affects our employees' perceptions of programs that involve our common stock. We believe the quantification of the effects of these changing prices on our future earnings and cash flows is not readily determinable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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Report of Independent Registered Public Accounting Firm

To the Shareholders of Roper Industries, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of earnings, of stockholders' equity and comprehensive earnings and of cash flows, present fairly, in all material respects, the financial position of Roper Industries, Inc. and its subsidiaries at December 31, 2011 and December 31, 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

As described in Management's Report on Internal Control over Financial Reporting, management has excluded NDI Holding Corp., United Controls Group, Inc., and Trinity Integrated Systems Ltd. from its assessment of internal control over financial reporting as of December 31, 2011, because they were acquired by the Company in purchase business combinations during 2011. We have also excluded NDI Holding Corp., United Controls Group, Inc., and Trinity Integrated Systems Ltd. from our audit of internal control over financial reporting. NDI Holding Corp., United Controls Group, Inc., and Trinity Integrated Systems Ltd. are wholly-owned subsidiaries whose aggregated total assets and total revenues represent 0.5% and 1.1% respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2011.

/s/PricewaterhouseCoopers LLP
Tampa, Florida
February 24, 2012

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
December 31, 2011 and 2010
(in thousands, except per share data)

	2011	2010
Assets		
Cash and cash equivalents	$ 338,101	$ 270,394
Accounts receivable, net	439,134	403,337
Inventories, net	204,758	178,559
Deferred taxes	38,004	32,894
Unbilled receivables	63,829	75,620
Other current assets	31,647	37,287
Total current assets	1,115,473	998,091
Property, plant and equipment, net	108,775	103,487
Goodwill	2,866,426	2,727,780
Other intangible assets, net	1,094,142	1,104,513
Deferred taxes	63,006	57,850
Other assets	71,595	77,803
Total assets	$ 5,319,417	$ 5,069,524
Liabilities and Stockholders' Equity		
Accounts payable	$ 141,943	$ 137,778
Accrued liabilities	322,904	298,080
Income taxes payable	8,895	-
Deferred taxes	10,548	10,445
Current portion of long-term debt, net	69,906	93,342
Total current liabilities	554,196	539,645
Long-term debt, net of current portion	1,015,110	1,247,703
Deferred taxes	482,603	465,001
Other liabilities	72,412	66,268
Total liabilities	2,124,321	2,318,617
Commitments and contingencies (Note 14)		
Stockholders' equity:		
Preferred stock, $0.01 par value per share; 2,000 shares authorized; none outstanding	-	-
Common stock, $0.01 par value per share; 350,000 shares authorized; 98,684 shares issued and 96,678 outstanding at December 31, 2011 and 97,122 shares issued and 95,088 outstanding at December 31, 2010	987	971
Additional paid-in capital	1,117,093	1,045,286
Retained earnings	2,063,110	1,680,849
Accumulated other comprehensive earnings	33,800	43,978
Treasury stock 2,006 shares at December 31, 2011 and 2,034 shares at December 31, 2010	(19,894)	(20,177)
Total stockholders' equity	3,195,096	2,750,907
Total liabilities and stockholders' equity	$ 5,319,417	$ 5,069,524

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS
Years ended December 31, 2011, 2010 and 2009
(Dollar and share amounts in thousands, except per share data)

	Years ended December 31,		
	2011	**2010**	**2009**
Net sales	$ 2,797,089	$ 2,386,112	$ 2,049,668
Cost of sales	1,281,525	1,110,986	1,006,530
Gross profit	1,515,564	1,275,126	1,043,138
Selling, general and administrative expenses	855,025	760,832	647,742
Income from operations	660,539	514,294	395,396
Interest expense, net	63,648	66,533	58,544
Loss on extinguishment of debt	-	-	403
Other income, net	8,096	633	3,319
Earnings before income taxes	604,987	448,394	339,768
Income taxes	177,740	125,814	100,287
Net earnings	$ 427,247	$ 322,580	$ 239,481
Earnings per share:			
Basic	$ 4.45	$ 3.42	$ 2.64
Diluted	$ 4.34	$ 3.34	$ 2.58
Weighted average common shares outstanding:			
Basic	95,959	94,242	90,685
Diluted	98,386	96,653	92,820

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE EARNINGS
Years ended December 31, 2011, 2010 and 2009
(in thousands, except per share data)

	Common Stock							
	Shares	Amount	Additional paid-in capital	Retained earnings	Accumulated other comprehensive earnings	Treasury stock	Total stockholders' equity	Comprehensive earnings
Balances at December 31, 2008	89,721	$ 919	$ 815,736	$ 1,187,467	$ 21,513	$ (21,701)	$ 2,003,934	$ 194,655
Net earnings	-	-	-	239,481	-	-	239,481	$ 239,481
Stock option exercises	421	4	10,502	-	-	-	10,506	-
Treasury stock sold	38	-	1,312	-	-	381	1,693	-
Currency translation adjustments, net of $5,257 tax	-	-	-	-	42,432	-	42,432	42,432
Stock based compensation	-	-	26,660	-	-	-	26,660	-
Restricted stock activity	87	1	(3,648)	-	-	-	(3,647)	-
Stock option tax benefit, net of shortfalls	-	-	2,032	-	-	-	2,032	-
Issuance of common stock, net of issue costs	2,300	23	121,427	-	-	-	121,450	-
Conversion of senior subordinated convertible notes	1,051	11	8,300	-	-	-	8,311	-
Dividends declared ($0.34 per share)	-	-	-	(31,362)	-	-	(31,362)	-
Balances at December 31, 2009	93,618	$ 958	$ 982,321	$ 1,395,586	$ 63,945	$ (21,320)	$ 2,421,490	$ 281,913
Net earnings	-	-	-	322,580	-	-	322,580	$ 322,580
Stock option exercises	864	8	29,039	-	-	-	29,047	-
Stock issued for Lumenera contingent consideration	86	-	4,740	-	-	851	5,591	-
Treasury stock sold	29	-	1,405	-	-	292	1,697	-
Currency translation adjustments, net of $153 tax	-	-	-	-	(19,967)	-	(19,967)	(19,967)
Stock based compensation	-	-	23,980	-	-	-	23,980	-
Restricted stock activity	165	2	(4,547)	-	-	-	(4,545)	-
Stock option tax benefit, net of shortfalls	-	-	7,282	-	-	-	7,282	-
Conversion of senior subordinated convertible notes	326	3	1,066	-	-	-	1,069	-
Dividends declared ($0.40 per share)	-	-	-	(37,317)	-	-	(37,317)	-
Balances at December 31, 2010	95,088	$ 971	$ 1,045,286	$ 1,680,849	$ 43,978	$ (20,177)	$ 2,750,907	$ 302,613
Net earnings	-	-	-	427,247	-	-	427,247	$ 427,247
Stock option exercises	838	8	28,159	-	-	-	28,167	-
Treasury stock sold	29	-	1,821	-	-	283	2,104	-
Currency translation adjustments, net of $866 tax	-	-	-	-	(10,178)	-	(10,178)	(10,178)
Stock based compensation	-	-	30,906	-	-	-	30,906	-
Restricted stock activity	268	3	(6,008)	-	-	-	(6,005)	-
Stock option tax benefit, net of shortfalls	-	-	12,684	-	-	-	12,684	-
Conversion of senior subordinated convertible notes	456	5	4,245	-	-	-	4,250	-
Dividends declared ($0.47 per share)	-	-	-	(44,986)	-	-	(44,986)	-
Balances at December 31, 2011	96,679	$ 987	$ 1,117,093	$ 2,063,110	$ 33,800	$ (19,894)	$ 3,195,096	$ 417,069

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31, 2011, 2010 and 2009
(in thousands)

	Years ended December 31, 2011	2010	2009
Cash flows from operating activities:			
Net earnings	$ 427,247	$ 322,580	$ 239,481
Adjustments to reconcile net earnings to cash flows from operating activities:			
Depreciation and amortization of property, plant and equipment	36,780	36,728	34,163
Amortization of intangible assets	103,363	86,293	69,285
Amortization of deferred financing costs	2,362	2,362	2,573
Non-cash stock compensation	31,730	25,150	27,476
Changes in operating assets and liabilities, net of acquired businesses:			
Accounts receivable	(33,333)	(9,697)	26,978
Inventories	(23,033)	(5,687)	31,081
Unbilled receivables	11,759	(16,115)	4,015
Accounts payable and accrued liabilities	24,347	52,540	(58,801)
Income taxes	14,526	10,123	(6,225)
Other, net	5,870	(4,737)	(2,527)
Cash provided by operating activities	601,618	499,540	367,499
Cash flows from investing activities:			
Acquisitions of businesses, net of cash acquired	(233,594)	(536,413)	(354,561)
Capital expenditures	(40,702)	(28,591)	(25,885)
Proceeds from sale of assets	1,990	6,068	11,218
Other, net	(3,443)	(4,338)	(4,964)
Cash used in investing activities	(275,749)	(563,274)	(374,192)
Cash flows from financing activities:			
Proceeds from senior notes	-	-	500,000
Proceeds from/(payments on) senior unsecured term loan	-	-	(350,000)
Borrowings/(payments) under revolving line of credit, net	(230,000)	190,000	(139,000)
Principal payments on convertible notes	(26,457)	(23,411)	(124,270)
Debt issuance costs	-	-	(4,708)
Cash dividends to stockholders	(42,090)	(35,706)	(29,823)
Treasury stock sales	2,104	1,697	1,693
Stock award tax excess windfall benefit	12,664	6,364	2,813
Proceeds from issuance of common stock, net of issue costs	-	-	121,450
Proceeds from stock option exercises	28,167	29,047	10,506
Other	(1,067)	(382)	(2,258)
Cash provided by/(used in) financing activities	(256,679)	167,609	(13,597)
Effect of exchange rate changes on cash	(1,483)	(1,189)	9,929
Net increase/(decrease) in cash and cash equivalents	67,707	102,686	(10,361)
Cash and cash equivalents, beginning of year	270,394	167,708	178,069
Cash and cash equivalents, end of year	$ 338,101	$ 270,394	$ 167,708
Supplemental disclosures:			
Cash paid for:			
Interest	$ 62,840	$ 64,831	$ 47,867
Income taxes, net of refunds received	$ 150,550	$ 109,327	$ 103,699
Noncash investing activities:			
Net assets of businesses acquired:			
Fair value of assets, including goodwill	$ 256,589	$ 687,017	$ 384,055
Liabilities assumed	(22,995)	(150,604)	(29,494)
Cash paid, net of cash acquired	$ 233,594	$ 536,413	$ 354,561

See accompanying notes to consolidated financial statements.

(1) Summary of Accounting Policies

Basis of Presentation – These financial statements present consolidated information for Roper Industries, Inc. and its subsidiaries ("Roper" or the "Company"). All significant intercompany accounts and transactions have been eliminated.

Nature of the Business – Roper is a diversified growth company that designs, manufactures and distributes energy systems and controls, medical and scientific imaging products and software, industrial technology products and radio frequency products and services. Roper markets these products and services to selected segments of a broad range of markets, including radio frequency applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

Accounts Receivable - Accounts receivable were stated net of an allowance for doubtful accounts and sales allowances of $10.6 million and $10.3 million at December 31, 2011 and 2010, respectively. Outstanding accounts receivable balances are reviewed periodically, and allowances are provided at such time that management believes it is probable that an account receivable is uncollectible. The returns and other sales credit allowance is an estimate of customer returns, exchanges, discounts or other forms of anticipated concessions and is treated as a reduction in revenue.

Cash and Cash Equivalents - Roper considers highly liquid financial instruments with remaining maturities at acquisition of three months or less to be cash equivalents. Roper had in $136 million in cash equivalents at December 31, 2011 and $10 million at December 31, 2010.

Contingencies - Management continually assesses the probability of any adverse judgments or outcomes to its potential contingencies. Disclosure of the contingency is made if there is at least a reasonable possibility that a loss or an additional loss may have been incurred. In the assessment of contingencies as of December 31, 2011, management concluded that no accrual was necessary and that there were no matters for which there was a reasonable possibility of a material loss.

Earnings per Share – Basic earnings per share were calculated using net earnings and the weighted average number of shares of common stock outstanding during the respective year. Diluted earnings per share were calculated using net earnings and the weighted average number of shares of common stock and potential common stock outstanding during the respective year. Potentially dilutive common stock consisted of stock options and the premium over the conversion price on our senior subordinated convertible notes based upon the trading price of the Company's common stock. The effects of potential common stock were determined using the treasury stock method (in thousands):

	Years ended December 31,		
	2011	**2010**	**2009**
Basic shares outstanding	95,959	94,242	90,685
Effect of potential common stock			
Common stock awards	1,213	1,009	853
Senior subordinated convertible notes	1,214	1,402	1,282
Diluted shares outstanding	98,386	96,653	92,820

As of and for the years ended December 31, 2011, 2010 and 2009, there were 760,000, 1,143,350 and 2,124,650 outstanding stock options, respectively, that were not included in the determination of diluted earnings per share because doing so would have been antidilutive.

Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Foreign Currency Translation and Transactions - Assets and liabilities of subsidiaries whose functional currency is not the U.S. dollar were translated at the exchange rate in effect at the balance sheet date, and revenues and expenses were translated at average exchange rates for the period in which those entities were included in Roper's financial results. Translation adjustments are reflected as a component of other comprehensive earnings. Foreign currency transaction gains and losses are recorded in the income statement as other income. The gain or loss included in pre-tax income was a net gain of $6.9 million for the year ended December 31, 2011 and a net loss of $0.9 million and $2.2 million for the years ended December 31, 2010 and 2009, respectively.

Goodwill and Other Intangibles – Roper accounts for goodwill in a purchase business combination as the excess of the cost over the fair value of net assets acquired. Business combinations can also result in other intangible assets being recognized. Amortization of intangible assets, if applicable, occurs over their estimated useful lives. Goodwill, which is not amortized, is tested for impairment on an annual basis (or an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value) using a two-step process. The first step of the process utilizes both an income approach (discounted cash flows) and a market approach consisting of a comparable public company earnings multiples methodology to estimate the fair value of a reporting unit. To determine the reasonableness of the estimated fair values, the Company reviews the assumptions to ensure that neither the income approach nor the market approach provides significantly different valuations. If the estimated fair value exceeds the carrying value, no further work is required and no impairment loss is recognized. If the carrying value exceeds the estimated fair value, the goodwill of the reporting unit is potentially impaired and then the second step would be completed in order to measure the impairment loss by calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets (including unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss would be recognized.

Key assumptions used in the income and market methodologies are updated when the analysis is performed for each reporting unit. Various assumptions are utilized including forecasted operating results, strategic plans, economic projections, anticipated future cash flows, the weighted average cost of capital, comparable transactions, market data and earnings multiples. The assumptions that have the most significant effect on the fair value calculations are the anticipated future cash flows, discount rates, and the earnings multiples. While the Company uses reasonable and timely information to prepare its cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances.

Total goodwill includes 26 reporting units with individual amounts ranging from zero to $536 million. The Company concluded that the fair value of each of its reporting units was substantially in excess of its carrying value as of December 31, 2011, and thus no goodwill impairment was identified.

The following events or circumstances would be considered to determine whether interim testing of goodwill would be required:

- a significant adverse change in legal factors or in the business climate;
- an adverse action or assessment by a regulator;
- unanticipated competition;
- a loss of key personnel;
- a more-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or otherwise disposed of;
- the testing for recoverability under the Impairment or Disposal of Long-Lived Assets of a significant asset group within a reporting unit; and

- recognition of a goodwill impairment loss in the financial statements of a subsidiary that is a component of a reporting unit.

Identifiable intangible assets that are determined to have an indefinite useful economic life are not amortized, but separately tested for impairment annually using a one-step fair value based approach. Roper conducts these reviews for all of its reporting units and indefinite lived intangibles during the fourth quarter of the fiscal year or on an interim basis if an event occurs that it is more likely than not the fair value of the intangible asset is below its carrying value. No impairment resulted from the annual reviews performed in 2011.

Roper evaluates whether there has been an impairment of identifiable intangible assets with definite useful economic lives, or of the remaining life of such assets, when certain indicators of impairment are present. In the event that facts and circumstances indicate that the cost or remaining period of amortization of any asset may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future gross, undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to fair value or a revision in the remaining amortization period is required.

Impairment of Long-Lived Assets – The Company determines whether there has been an impairment of long-lived assets, excluding goodwill and identifiable intangible assets that are determined to have indefinite useful economic lives, when certain indicators of impairment are present. In the event that facts and circumstances indicate that the cost or life of any long-lived assets may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future gross, undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to fair value or revision to remaining life is required. Future adverse changes in market conditions or poor operating results of underlying long-lived assets could result in losses or an inability to recover the carrying value of the long-lived assets that may not be reflected in the assets' current carrying value, thereby possibly requiring an impairment charge or acceleration of depreciation or amortization expense in the future.

Income Taxes – Roper is a U.S.-based multinational company and the calculation of its worldwide provision for income taxes requires analysis of many factors, including income tax systems that vary from country to country, and the United States' treatment of non-U.S. earnings. The Company provides U.S. income taxes for unremitted earnings of foreign subsidiaries that are not considered permanently reinvested overseas. As of December 31, 2011, the approximate amount of earnings of foreign subsidiaries that the Company considers permanently reinvested and for which deferred taxes have not been provided was approximately $874 million. Because of the availability of U.S. foreign tax credits, it is not practicable to determine the U.S. federal income tax liability that would be payable if such earnings were not reinvested indefinitely.

Although it is the Company's intention to permanently reinvest these earnings indefinitely there are certain events that would cause these earnings to become taxable. These events include, but are not limited to, changes in U.S. tax laws, dividends paid between foreign subsidiaries in the absence of Section 954(c)(6) of the Internal Revenue Code ("IRC"), foreign subsidiary guarantees of U.S. parent debt and the liquidation of foreign subsidiaries or actual distributions by foreign subsidiaries into a U.S. affiliate.

Certain assets and liabilities have different bases for financial reporting and income tax purposes. Deferred income taxes have been provided for these differences at the tax rates expected to be paid.

Interest Rate Risk – The Company manages interest rate risk by maintaining a combination of fixed and variable rate debt, which may include interest rate swaps to convert fixed rate debt to variable rate debt, or to convert variable rate debt to fixed rate debt. Interest rate swaps are recorded at fair value in the balance sheet as an asset or liability, and the changes in fair values of both the swap and the hedged item are recorded as interest expense in current earnings.

Inventories - Inventories are valued at the lower of cost or market. Cost is determined using the first-in, first-out method. The Company writes down its inventory for estimated obsolescence or excess inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions.

Other Comprehensive Earnings - Comprehensive earnings includes net earnings and all other non-owner sources of changes in a company's net assets. The differences between net earnings and comprehensive earnings were currency translation adjustments, net of tax.

Product Warranties - The Company sells certain of its products to customers with a product warranty that allows customers to return a defective product during a specified warranty period following the purchase in exchange for a replacement product, repair at no cost to the customer or the issuance of a credit to the customer. The Company accrues its estimated exposure to warranty claims based upon current and historical product sales data, warranty costs incurred and any other related information known to the Company.

Property, Plant and Equipment and Depreciation and Amortization - Property, plant and equipment is stated at cost less accumulated depreciation and amortization. Depreciation and amortization are provided for using principally the straight-line method over the estimated useful lives of the assets as follows:

Buildings	20-30 years
Machinery	8-12 years
Other equipment	3-5 years

Recently Released Accounting Pronouncements - In September 2011, the Financial Accounting Standards Board ("FASB") issued updated accounting guidance which allows entities to perform a qualitative assessment on goodwill impairment to determine whether it is more likely than not (defined as having a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This guidance is effective for goodwill impairment tests performed in interim and annual periods for fiscal years beginning after December 15, 2011, with early adoption permitted. The implementation of this guidance is not expected to have a material impact on the Company's results of operations, financial position or cash flows.

In June 2011, the FASB issued updated accounting guidance which requires entities to present comprehensive income, which is currently presented in the Consolidated Condensed Statement of Stockholders' Equity, either as a single continuous statement of comprehensive income or as two separate but consecutive statements. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011, with early adoption permitted. As this new guidance is related to presentation only, the implementation in the first quarter of fiscal year 2012 will not have a material impact on the Company's results of operations, financial position or cash flows.

In October 2009, the FASB issued amendments to the accounting and disclosure for revenue recognition. These amendments, effective for fiscal years beginning on or after June 15, 2010, modify the criteria for recognizing revenue in multiple element arrangements and the scope of what constitutes a non-software deliverable. The Company implemented the amendments on January 1, 2011. The impact on its results of operations, financial condition and cash flows was immaterial.

Research and Development - Research and development ("R&D") costs include salaries and benefits, rents, supplies, and other costs related to products under development. Research and development costs are expensed in the period incurred and totaled $121.7 million, $102.4 million and $83.4 million for the years ended December 31, 2011, 2010 and 2009, respectively.

Revenue Recognition - The Company recognizes revenue when all of the following criteria are met:

- persuasive evidence of an arrangement exists;
- delivery has occurred or services have been rendered;
- the seller's price to the buyer is fixed or determinable; and
- collectibility is reasonably assured.

In addition, the Company recognizes revenue from the sale of product when title and risk of loss pass to the customer, which is generally when product is shipped. The Company recognizes revenue from services when such services are rendered or, if applicable, upon customer acceptance. Revenues under certain relatively long-term and relatively large-value construction projects are recognized under the percentage-of-completion method using the ratio of costs incurred to total estimated costs as the measure of performance. The Company recognized revenues of approximately $151.5 million, $131.0 million and $142.5 million for the years ended December 31, 2011, 2010 and 2009, respectively, using this method. Estimated losses on any projects are recognized as soon as such losses become known.

Capitalized Software - The Company accounts for capitalized software under applicable accounting guidance which, among other provisions, requires capitalization of certain internal-use software costs once certain criteria are met. Overhead, general and administrative and training costs are not capitalized. Capitalized software was $14.1 million and $17.3 million at December 31, 2011 and 2010, respectively.

Stock-Based Compensation - The Company recognizes expense for the grant date fair value of its employee stock option awards on a straight-line basis over the employee's requisite service period (generally the vesting period of the award). The fair value of its option awards is estimated using the Black-Scholes option valuation model and recognizes the expense of all share-based awards. The Company presents the cash flows resulting from the tax benefits arising from tax deductions in excess of the compensation cost recognized for stock award exercises (excess tax benefits) as financing cash flows.

(2) Business Acquisitions

2011 Acquisitions - During the year ended December 31, 2011, Roper completed three business combinations. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

The aggregate purchase price of 2011 acquisitions totaled $234 million of cash. The Company recorded $91 million in other identifiable intangibles and $149 million in goodwill in connection with these acquisitions. The majority of the goodwill is not expected to be deductible for tax purposes. The Company expensed transaction costs of $2.1 million related to these acquisitions, as incurred.

On June 3, 2011, Roper acquired 100% of the shares of NDI Holding Corp. ("Northern Digital"), a provider of 3-D measurement technology for medical applications in computer-assisted surgery and computer-assisted therapy. Roper acquired Northern Digital as an addition to its medical platform, and it is reported in the Medical and Scientific Imaging segment.

On September 26, 2011, Roper acquired 100% of the shares of United Controls Group, Inc. ("UCG"), a manufacturer of control systems in the oil and gas industry. UCG was acquired as an addition to our existing process control systems businesses, and is reported in the Energy Systems and Controls segment.

On December 1, 2011, Roper acquired 100% of the shares of Trinity Integrated Systems Ltd. ("Trinity"), a specialist provider of requirements capture, safety lifecycle management and engineering software tools, and safety and control system solutions to the oil and gas, industrial process and control markets. Trinity was acquired as an addition to our existing process control systems businesses, and is reported in the Energy Systems and Controls segment.

Of the $91 million of acquired intangible assets acquired in 2011, $3 million was assigned to trade names that are not subject to amortization. The remaining $88 million of acquired intangible assets have a weighted-average useful life of approximately 11 years. The intangible assets that make up that amount include customer relationships of $70 million (12 year weighted-average useful life), and unpatented technology of $18 million (8 year weighted-average useful life).

2010 Acquisitions - During the year ended December 31, 2010, Roper completed two business combinations. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

The aggregate purchase price of 2010 acquisitions totaled $538 million of cash. The Company recorded $320 million in other identifiable intangibles and $345 million in goodwill, $115 million of which was recorded due to a deferred tax liability related to intangible assets, in connection with these acquisitions. The majority of the goodwill is not expected to be deductible for tax purposes. The Company expensed transaction costs of $2.1 million related to these acquisitions.

iTrade Acquisition - The largest of the 2010 acquisitions was the purchase of all outstanding shares of iTradeNetwork, Inc. on July 27, 2010. iTrade, whose operations are reported in the RF Technology segment, is a global provider of software as a service ("SaaS")-based trading network and business intelligence solutions primarily to the perishable food market. iTrade's principal facilities are located in Pleasanton, California. The aggregate gross purchase price was $523 million of cash.

The Company acquired iTrade in order to complement and expand existing software services at other Roper businesses. The following table (in thousands) summarizes the fair values of the assets acquired and liabilities assumed at the date of acquisition.

	July 27, 2010
Current assets	$ 14,174
Other assets	2,998
Intangible assets	313,600
Goodwill	335,971
Total assets acquired	666,743
Current liabilities	(15,301)
Other liabilities	(128,841)
Net assets acquired	$ 522,601

On February 22, 2010, Roper purchased the assets of Heartscape, Inc, including a technology with the capability to improve the speed and accuracy of detecting heart attacks. The operations of Heartscape are reported in the Medical & Scientific Imaging segment.

Of the $320 million of acquired intangible assets acquired in 2010, $35 million was assigned to trade names that are not subject to amortization. The remaining $285 million of acquired intangible assets have a weighted-average useful life of approximately 14 years. The intangible assets that make up that amount include customer relationships of $234 million (15 year weighted-average useful life) and unpatented technology of $51 million (8 year weighted-average useful life).

2009 Acquisitions – During the year ended December 31, 2009, Roper completed two business combinations. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

The aggregate purchase price of 2009 acquisitions totaled $353 million. Roper recorded approximately $246 million in goodwill and $126 million in other identifiable intangibles in connection with these acquisitions. The majority of the goodwill is not expected to be deductible for tax purposes. The Company recorded $2.2 million in transaction costs related to these acquisitions.

On October 30, 2009, Roper purchased the assets of United Toll Systems, LLC, which provides software and in-lane hardware systems for toll and traffic markets. The operations of UTS are reported in the RF Technology segment.

On December 3, 2009, Roper purchased Verathon, Inc., a leading global provider of proprietary medical devices and services, in order to expand its medical product lines. The results of Verathon are reported in the Medical & Scientific Imaging segment.

Of the $126 million of acquired intangible assets, $27 million was assigned to trade names that are not subject to amortization. The remaining $99 million of acquired intangible assets have a weighted-average useful life of approximately 10 years. The intangible assets that make up that amount include customer relationships of $46 million (14 year weighted-average useful life), unpatented technology of $53 million (7 year weighted-average useful life) and protective rights of $0.5 million (3 year weighted-average useful life).

(3) Inventories

The components of inventories at December 31 were as follows (in thousands):

	2011	2010
Raw materials and supplies	$ 119,550	$ 113,415
Work in process	31,085	26,358
Finished products	89,334	71,302
Inventory reserves	(35,211)	(32,516)
	$ 204,758	$ 178,559

(4) Property, Plant and Equipment

The components of property, plant and equipment at December 31 were as follows (in thousands):

	2011	2010
Land	$ 4,228	$ 4,194
Buildings	69,871	68,077
Machinery and other equipment	264,216	239,940
	338,315	312,211
Accumulated depreciation	(229,540)	(208,724)
	$ 108,775	$ 103,487

Depreciation expense was $36,780, $36,728 and $34,163 for the years ended December 31, 2011, 2010 and 2009, respectively.

(5) Goodwill

	Industrial Technology	Energy Systems and Controls	Medical and Scientific Imaging	RF Technology	Total
			(in thousands)		
Balances at December 31, 2009	$ 431,073	$ 383,207	$ 623,786	$ 950,366	$ 2,388,432
Goodwill acquired	-	-	8,593	341,243	349,836
Currency translation adjustments	(11,071)	(2,554)	804	(2,657)	(15,478)
Reclassifications and other	-	(58)	4,808	240	4,990
Balances at December 31, 2010	$ 420,002	$ 380,595	$ 637,991	$ 1,289,192	$ 2,727,780
Goodwill acquired	-	13,663	135,379	-	149,042
Currency translation adjustments	(949)	(291)	(5,142)	1,258	(5,124)
Reclassifications and other	-	-	-	(5,272)	(5,272)
Balances at December 31, 2011	$ 419,053	$ 393,967	$ 768,228	$ 1,285,178	$ 2,866,426

Goodwill acquired during the year ended December 31, 2011 was attributable to the acquisitions of Northern Digital, UCG and Trinity. The reclassifications and other are due to working capital and final purchase accounting tax adjustments related to iTrade, which was acquired in 2010.

(6) Other intangible assets, net

	Cost	Accum. amort.	Net book value
		(in thousands)	
Assets subject to amortization:			
Customer related intangibles	$ 960,013	$ (235,885)	$ 724,128
Unpatented technology	175,819	(54,376)	121,443
Software	49,095	(30,182)	18,913
Patents and other protective rights	25,505	(15,292)	10,213
Trade secrets	1,604	(1,174)	430
Assets not subject to amortization:			
Trade names	229,386	-	229,386
Balances at December 31, 2010	$ 1,441,422	$ (336,909)	$ 1,104,513
Assets subject to amortization:			
Customer related intangibles	$ 1,022,134	$ (302,156)	$ 719,978
Unpatented technology	193,915	(72,358)	121,557
Software	49,395	(35,833)	13,562
Patents and other protective rights	25,398	(17,699)	7,699
Trade secrets	1,500	(1,361)	139
Assets not subject to amortization:			
Trade names	231,207	-	231,207
Balances at December 31, 2011	$ 1,523,549	$ (429,407)	$ 1,094,142

Amortization expense of other intangible assets was $97.9 million, $83.7 million, and $66.8 million during the years ended 2011, 2010 and 2009, respectively. Amortization expense is expected to be $93.3 million in 2012, $90.3 million in 2013, $82.6 million in 2014, $68.8 million in 2015 and $66.0 million in 2016.

(7) Accrued Liabilities

Accrued liabilities at December 31 were as follows (in thousands):

	2011	2010
Wages and other compensation	$ 105,955	$ 91,181
Deferred revenue	94,761	93,498
Interest	26,744	26,404
Customer deposits	20,095	13,941
Commissions	12,132	12,086
Accrued dividend	13,297	10,456
Warranty	8,147	7,038
Billings in excess of cost	6,351	6,763
Other	35,422	36,713
	$ 322,904	$ 298,080

(8) Income Taxes

Earnings before income taxes for the years ended December 31, 2011, 2010 and 2009 consisted of the following components (in thousands):

	2011	2010	2009
United States	$ 359,800	$ 270,281	$ 210,559
Other	245,187	178,113	129,209
	$ 604,987	$ 448,394	$ 339,768

Components of income tax expense for the years ended December 31, 2011, 2010 and 2009 were as follows (in thousands):

	2011	2010	2009
Current:			
Federal	$ 123,310	$ 93,594	$ 54,636
State	14,903	8,185	6,990
Foreign	41,437	32,706	23,720
Deferred:			
Federal	1,846	(23,107)	14,880
Foreign	(3,756)	14,436	61
	$ 177,740	$ 125,814	$ 100,287

Reconciliations between the statutory federal income tax rate and the effective income tax rate for the years ended December 31, 2011, 2010 and 2009 were as follows:

	2011	2010	2009
Federal statutory rate	35.0%	35.0%	35.0%
Foreign rate differential	(3.7)	(4.3)	(3.9)
R&D tax credits	(0.7)	(0.6)	(0.6)
State taxes, net of federal benefit	1.7	1.6	1.8
Foreign tax credit	-	(2.4)	-
Other, net	(2.9)	(1.2)	(2.8)
	29.4%	28.1%	29.5%

The deferred income tax balance sheet accounts arise from temporary differences between the amount of assets and liabilities recognized for financial reporting and tax purposes.

Components of the deferred tax assets and liabilities at December 31 were as follows (in thousands):

	2011	2010
Deferred tax assets:		
Reserves and accrued expenses	$ 72,150	$ 64,946
Inventories	7,104	5,947
Net operating loss carryforwards	20,642	19,600
R&D credits	1,114	1,047
Valuation allowance	-	(796)
Total deferred tax assets	$ 101,010	$ 90,744
Deferred tax liabilities:		
Reserves and accrued expenses	$ 33,861	$ 33,884
Amortizable intangible assets	456,613	435,143
Plant and equipment	2,677	6,419
Total deferred tax liabilities	$ 493,151	$ 475,446

The presentation of the deferred tax assets as of December 31, 2010 has been revised to reflect an adjustment to the classification of certain federal and state net operating losses and state R&D credit carryforwards in 2011. The impact of this adjustment changed the Company's other deferred tax asset classifications by $12.1 million as of December 31, 2010. The adjustment had no impact on Roper's consolidated financial statements.

The Company establishes a valuation allowance against its deferred tax asset when it is more likely than not that all or a portion of the deferred tax asset will not be realized. In 2010, the Company recorded a valuation allowance of $0.8 million against a deferred tax asset for certain foreign operations that were in a cumulative loss position. The release of this valuation allowance in 2011 was contemplated after an assessment of both positive and negative evidence as to whether it is more likely than not that the deferred tax assets are recoverable. Based on the weight of available evidence, the Company

believes it is more likely than not that the deferred tax asset will be utilized and accordingly, a release of the entire valuation allowance was recorded in the fourth quarter of 2011.

At December 31, 2011, Roper has approximately $30.1 million of U.S. federal net operating loss carryforwards. If not utilized, these carryforwards will expire in years 2021 through 2031. The net operating loss carryforward increased between 2010 and 2011 primarily because of losses incurred by a U.S. entity that is not a member of the Company's consolidated tax group and whose losses are therefore not available for offset against the taxable income of other members of the group. Also, due to a recent acquisition, the consolidated group has acquired a net operating loss subject to a Section 382 limitation of the IRC; however, the Company expects to utilize the entire net operating loss prior to expiration. The majority of the state net operating loss carryforward is related to Florida and, if not utilized, will expire in years 2027 through 2030. The Company had smaller net operating losses in various other states. Additionally, Roper has foreign tax credit carryforwards and R&D credit carryforwards. Roper has not recognized a valuation allowance on these attributes since management has determined that it is more likely than not that the results of future operations will generate sufficient taxable income to realize these deferred tax assets.

The Company provides income taxes for unremitted earnings of foreign subsidiaries that are not considered permanently reinvested overseas. As of December 31, 2011, the approximate amount of earnings of foreign subsidiaries that the Company considers permanently reinvested and for which deferred taxes have not been provided was approximately $874 million. Because of the availability of U.S. foreign tax credits, it is not practicable to determine the U.S. federal income tax liability that would be payable if such earnings were not reinvested indefinitely.

Although it is the Company's intention to permanently reinvest these earnings indefinitely there are certain events that would cause these earnings to become taxable. These events include, but are not limited to, change in U.S. tax laws, dividends paid between foreign subsidiaries in the absence of Section 954(c)(6) of the IRC, foreign subsidiary guarantees of U.S. parent debt and the liquidation of foreign subsidiaries or actual distributions by foreign subsidiaries into a U.S. affiliate.

The Company recognizes in the consolidated financial statements only those tax positions determined to be "more likely than not" of being sustained upon examination based on the technical merits of the positions. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	2011	2010	2009
Beginning balance	$ 24,765	$ 22,922	$ 22,638
Additions for tax positions of prior periods	470	203	156
Additions for tax positions of the current period	2,572	3,169	4,750
Additions due to acquisitions	-	3,546	-
Reductions for tax positions of prior periods	(558)	(565)	(250)
Reductions for tax positions of the current period		-	-
Settlements with taxing authorities	(4,043)	-	(224)
Lapse of applicable statute of limitations	(3,650)	(4,510)	(4,148)
Ending balance	$ 19,556	$ 24,765	$ 22,922

The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is $12.8 million. Interest and penalties related to unrecognized tax benefits are classified as a component of income tax expense and totaled $(0.5) million in 2011. Accrued interest and penalties were $3.5 million at December 31, 2011 and $4.1 million at December 31, 2010. During the next twelve months, it is expected that the unrecognized tax benefits will be reduced by a net $3.8 million, due mainly to a lapse in the applicable statute of limitations.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state, city and foreign jurisdictions. The Company's federal income tax returns for 2008 through the current period remain subject to examination and the relevant state, city and foreign statutes vary. There are no current tax examinations in progress where the Company expects the assessment of any significant additional tax in excess of amounts reserved.

(9) Long-Term Debt

In September 2009, the Company completed a public offering of $500 million aggregate principal amount of 6.25% senior unsecured notes due September 2019. The notes bear interest at a fixed rate of 6.25% per year, payable semi-annually in arrears on March 1 and September 1 of each year, beginning March 1, 2010.

Roper may redeem some of all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of Roper's existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any of its existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of Roper's subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of Roper's subsidiaries.

On August 6, 2008, Roper issued $500 million aggregate principal amount of 6.625% senior notes due August 15, 2013. The notes bear interest at a fixed rate of 6.625% per year, payable semi-annually in arrears on February 15 and August 15 of each year, beginning February 15, 2009. The interest payable on the notes is subject to adjustment if either Moody's Investors Service or Standard & Poor's Ratings Services downgrades the rating assigned to the notes.

Roper may redeem some or all of the notes at any time or from time to time, at 100% of their principal amount plus a make-whole premium based on a spread to U.S. Treasury securities as described in the indenture relating to the notes.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of the Company's existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any of the Company's existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of the Company's subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of the Company's subsidiaries.

On July 7, 2008, the Company entered into an unsecured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders. The facility was originally composed of a $350 million term loan facility maturing July 7, 2010 and a five year $750 million revolving credit facility maturing July 7, 2013; however, the $350 million term loan was repaid in September 2009. The Company recorded a $0.4 million non-cash pre-tax debt extinguishment charge in the third quarter of 2009 related to the early termination of the term loan. This charge reflects the unamortized fees associated with the term loan. The Company may also, subject to compliance with specified conditions, request additional term loans or revolving credit commitments in an aggregate amount not to exceed $350 million.

Other debt includes $67 million of senior subordinated convertible notes due 2034.

Total debt at December 31 consisted of the following (in thousands):

	2011	2010
$750 million revolving credit facility	$ -	$ 230,000
Senior Notes due 2013*	511,652	514,092
Senior Notes due 2019	500,000	500,000
Senior Subordinated Convertible Notes	67,250	90,981
Other	6,114	5,972
Total debt	1,085,016	1,341,045
Less current portion	69,906	93,342
Long-term debt	$ 1,015,110	$ 1,247,703

*Shown net of fair value swap adjustment of $11,652 at December 31, 2011 and $14,092 at December 31, 2010.

Roper's principal unsecured credit facility, $1.0 billion senior notes and senior subordinated convertible notes provide substantially all of Roper's daily external financing requirements. The interest rate on the borrowings under the credit facility is calculated based upon various recognized indices plus a margin as defined in the credit agreement. At December 31, 2011, Roper's debt consisted of $1.0 billion of senior notes and $67 million in senior subordinated convertible notes. In addition, the Company had $6.1 million of other debt in the form of capital leases, several smaller facilities that allow for borrowings or the issuance of letters of credit in foreign locations to support Roper's non-U.S. businesses and $50 million of outstanding letters of credit at December 31, 2011.

In December 2003, the Company issued through a public offering $230 million of 3.75% subordinated convertible notes due in 2034 at an original issue discount of 60.498% (the "Convertible Notes"). The Convertible Notes are subordinated in right of payment and collateral to all of Roper's existing and future senior debt. Cash interest on the notes was paid semi-annually until January 15, 2009, after which interest is recognized at the effective rate of 3.75% and represents accrual of original issue discount, and only contingent cash interest may be paid. Contingent cash interest may be paid during any six month period if the average trading price of a note for a five trading day measurement period preceding the applicable six month period equals 120% or more of the sum of the issue price, accrued original issue discount and accrued cash interest, if any, for such note. The contingent cash interest payable per note in respect of any six month period will equal the annual rate of 0.25%. In accordance with this criterion, contingent interest has been paid for each six month period since January 15, 2009. Holders receive cash up to the value of the accreted principal amount of the notes converted and, at the Company's option, any remainder of the conversion value may be paid in cash or shares of common stock. Holders may require Roper to purchase all or a portion of their notes on January 15, 2014 at a price of $475.66 per note, on January 15, 2019 at a price of $572.76 per note, on January 15, 2024 at a price of $689.68 per note, and on January 15, 2029 at a price of $830.47 per note, in each case plus accrued cash interest, if any, and accrued contingent cash interest, if any. The Company may only pay the purchase price of such notes in cash and not in common stock. In addition, if Roper experiences a change in control, each holder may require Roper to purchase for cash all or a portion of such holder's notes at a price equal to the sum of the issue price plus accrued original issue discount for non-tax purposes, accrued cash interest, if any, and accrued contingent cash interest, if any, to the date of purchase.

The Convertible Notes are classified as short term debt as the notes became convertible on October 1, 2005 based upon the Company's common stock trading above the trigger price for at least 20 trading days during the 30 consecutive trading-day periods ending on September 30, 2005.

The adoption of accounting guidance on January 1, 2009 regarding convertible debt instruments that may be settled in cash upon either mandatory or optional conversion impacted the historical accounting for Roper's Convertible Notes as of December 6, 2004, the date that the notes were modified to allow holders to receive cash only for accreted principal upon settlement of the notes with any remainder of the conversion value payable in cash or common stock, thus qualifying the notes for treatment under the new guidance. The required retrospective adoption resulted in a decrease in long term debt (debt discount) of $26.5 million, an increase in deferred tax liabilities of $9.3 million, and an increase in additional paid in capital of $17.3 million at December 9, 2004. The debt discount was amortized using the effective interest rate method based on an annual effective rate of 7.0%, which represented a market interest rate for similar debt without a conversion option on the modification date. The debt discount was amortized through January 15, 2009, the first date that holders of the notes could exercise their put option and Roper could exercise its call option.

The Company was required to separately account for the liability and equity components of the Convertible Notes in a manner that reflects Roper's nonconvertible debt borrowing rate when interest cost is recognized. Interest expense related to the notes was as follows (amounts in thousands):

	Years ended December 31,		
	2011	2010	2009
Contractual (stated) interest	$ 2,750	$ 3,812	$ 5,209
Amortization of debt discount	-	-	301
Interest expense	$ 2,750	$ 3,812	$ 5,510

At December 31, 2011, the conversion price on the outstanding notes was $440.92. If converted at December 31, 2011, the value would have exceeded the $67 million principal amount of the notes by $100 million and would have resulted in the issuance of 1,144,214 shares of the Company's common stock.

The Company's unsecured credit facility contains affirmative and negative covenants which, among other things, limit our ability to incur new debt, prepay subordinated debt, make certain investments and acquisitions, sell assets and grant liens, make restricted payments (including the payment of dividends on our common stock) and capital expenditures, or change our line of business. We also are subject to financial covenants which require us to limit our consolidated total leverage ratio and to maintain a consolidated interest coverage ratio. The most restrictive covenant is the consolidated total leverage ratio which is limited to 3.5.

The Company was in compliance with its debt covenants throughout the years ended December 31, 2011 and 2010.

Future maturities of long-term debt during each of the next five years ending December 31 and thereafter were as follows (in thousands):

2012	$ 69,906
2013	513,031
2014	788
2015	556
2016	493
Thereafter	500,242
	$ 1,085,016

(10) Fair Value

Roper's long-term debt at December 31, 2011 included $500 million of fixed-rate senior notes due 2019, with a fair value of approximately $583 million, and $500 million of fixed-rate senior notes due 2013, with a fair value of approximately $540 million, based on the trading prices of the notes. Short-term debt included $67 million of fixed-rate convertible notes which were at fair value due to the short term nature of the debt. Most of Roper's other borrowings at December 31, 2011 were at various interest rates that adjust relatively frequently under its credit facility. The fair value for each of these borrowings at December 31, 2011 was estimated to be the face value of these borrowings.

In October 2009, Roper entered into interest rate swap agreements with an aggregate notional amount of $500 million. The swaps are designated as fair value hedges and effectively changed the Company's $500 million senior notes due 2013 with a fixed interest rate of 6.625% to a variable rate obligation at a weighted average spread of 4.377% plus LIBOR. The Company has determined the swaps to be Level 2 in the FASB fair value hierarchy. To account for the fair value hedge, the swap is recorded at fair value in the balance sheet as an asset or liability, and the changes in fair values of both the interest rate swap and the hedged senior notes due 2013 are recorded as interest expense. The fair value of the swap was an asset balance of $11.6 million and $14.1 million at December 31, 2011 and 2010, respectively. The corresponding change in the fair value of the notes being hedged was an increase of $11.7 million and $14.1 million at December 31, 2011 and 2010, respectively. The impact on earnings was immaterial in the years ended December 31, 2011, 2010 and 2009.

(11) Retirement and Other Benefit Plans

Roper maintains eleven defined contribution retirement plans under the provisions of Section 401(k) of the IRC covering substantially all U.S. employees not subject to collective bargaining agreements. Roper partially matches employee contributions. Costs related to these plans were $15.2 million, $14.0 million and $11.9 million for 2011, 2010 and 2009, respectively.

Roper also maintains various defined benefit retirement plans covering employees of non-U.S. and certain U.S. subsidiaries and a plan that supplements certain employees for the contribution ceiling applicable to the Section 401(k) plans. The costs and accumulated benefit obligations associated with each of these plans were not material.

(12) Stock-Based Compensation

The Roper Industries, Inc. Amended and Restated 2006 Incentive Plan ("2006 Plan") is a stock-based compensation plan used to grant incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights or equivalent instruments to the Company's employees, officers, directors and consultants. The 2006 Plan replaced the Amended and Restated 2000 Incentive Plan ("2000 Plan"), and no additional grants will be made from the 2000 Plan or the Non-employee Director Plan. The number of shares reserved for issuance under the 2006 Plan is 8,000,000, plus the 17,000 remaining shares that were available to grant under the 2000 Plan at June 28, 2006, plus any shares underlying outstanding awards under the 2000 Plan that terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason subsequent to June 28, 2006. At December 31, 2011, 2,353,051 shares were available to grant.

Under the Roper Industries, Inc., Employee Stock Purchase Plan ("ESPP"), all employees in the U.S. and Canada are eligible to designate up to 10% of eligible earnings to purchase Roper's common stock at a 5% discount to the average closing price of its common stock at the beginning and end of a quarterly offering period. The common stock sold to the employees may be either treasury stock, stock purchased on the open market, or newly issued shares.

Stock based compensation expense for the years ended December 31, 2011, 2010 and 2009 was as follows (in millions):

	2011	2010	2009
Stock based compensation	$ 31.7	$ 25.2	$ 27.5
Tax benefit recognized in net income	11.1	8.8	9.6
Windfall tax benefit/(shortfall), net	12.7	7.3	2.0

Stock Options – Stock options are typically granted at prices not less than 100% of market value of the underlying stock at the date of grant. Stock options typically vest over a period of up to three to five years from the grant date and generally expire seven to ten years after the grant date. The Company recorded $12.2 million, $9.0 million, and $9.1 million of compensation expense relating to outstanding options during 2011, 2010 and 2009, respectively, as a component of corporate and certain segment general and administrative expenses.

The Company estimates the fair value of its option awards using the Black-Scholes option valuation model that uses the assumptions noted in the following table. The stock volatility for each grant is measured using the weighted average of historical daily price changes of the Company's common stock over the most recent period equal to the expected life of the grant. The expected term of options granted is derived from historical data to estimate option exercises and employee terminations, and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The weighted average fair value of options granted in 2011, 2010 and 2009 were calculated using the following weighted average assumptions:

	2011	2010	2009
Weighted average fair value ($)	24.45	17.00	12.68
Risk-free interest rate (%)	1.91	2.32	1.78
Average expected option life (years)	5.34	5.38	5.37
Expected volatility (%)	35.27	34.55	32.24
Expected dividend yield (%)	0.60	0.72	0.78

The following table summarizes the Company's activities with respect to its stock option plans for the year ended December 31, 2011.

	Number of shares	Weighted average exercise price per share	Weighted average contractual term	Aggregate intrinsic value
Outstanding at January 1, 2011	3,933,440	$ 42.32		
Granted	755,000	74.06		
Exercised	(839,881)	33.62		
Canceled	(25,897)	53.23		

Outstanding at December 31, 2011	3,822,662	50.44	5.78	$ 139,243,760
Exercisable at December 31, 2011	2,238,712	$ 42.62	4.11	$ 99,065,980

The following table summarizes information for stock options outstanding at December 31, 2011:

	Outstanding options			Exercisable options	
Exercise price	Number	Average exercise price	Average remaining life (years)	Number	Average exercise price
$ 14.73 – 20.00	281,938	$ 19.05	0.9	281,938	$ 19.05
20.01 - 30.00	222,096	23.48	2.1	222,096	23.48
30.01 – 40.00	186,322	32.12	0.3	186,322	32.12
40.01 – 50.00	657,166	42.77	4.7	503,790	43.03
50.01 – 60.00	1,691,307	53.47	6.5	1,009,258	53.94
60.01 – 70.00	135,333	67.69	9.3	12,501	64.49
70.01 - 80.00	570,100	73.59	9.1	0	0.0
80.01 – 86.46	78,400	84.19	9.2	22,807	84.13
$ 14.73 – 86.46	3,822,662	$ 50.44	5.8	2,238,712	$ 42.62

At December 31, 2011, there was $18.7 million of total unrecognized compensation expense related to nonvested options granted under the Company's share-based payment plans. That cost is expected to be recognized over a weighted-average period of 1.8 years. The total intrinsic value of options exercised in 2011, 2010 and 2009 was $41.2 million, $27.5 million and $10.5 million, respectively. Cash received from option exercises under all plans in 2011 and 2010 was $28.2 million and $29.0 million, respectively.

Restricted Stock Grants - During 2011 and 2010, the Company granted 352,330 and 257,893 shares, respectively, of restricted stock to certain employee and director participants under the 2006 Plan. Restricted stock grants generally vest over a period of 1 to 3 years. The weighted average fair value of the shares granted in 2011 was $74.66 per share. The Company recorded $19.5 million, $16.2 million and $18.3 million of compensation expense related to outstanding shares of restricted stock held by employees and directors during 2011, 2010 and 2009, respectively. A summary of the Company's nonvested shares activity for 2011 is as follows:

	Number of shares	Weighted average fair value
Nonvested at January 1, 2011	670,401	$ 52.64
Granted	352,330	74.66
Vested	(264,848)	78.12
Forfeited	(4,072)	54.38
Nonvested at December 31, 2011	753,811	$ 61.15

At December 31, 2011, there was $20.3 million of total unrecognized compensation expense related to nonvested awards granted to both employees and directors under the Company's share-based payment plans. That cost is expected to be recognized over a weighted-average period of 2.2 years. There were 264,848 and 289,746 shares that vested during 2011 and 2010, respectively. Unrecognized compensation expense related to nonvested shares of restricted stock grants is recorded as a reduction to additional paid-in capital in stockholder's equity at December 31, 2011.

Employee Stock Purchase Plan - During 2011, 2010 and 2009, participants of the ESPP purchased 27,756, 29,439 and 38,428 shares, respectively, of Roper's common stock for total consideration of $2.1 million, $1.7 million, and $1.7 million, respectively. All of these shares were purchased from Roper's treasury shares. The Company had no compensation expense relating to the stock purchase plan during 2011, 2010 and 2009.

(13) Common Stock Transactions

On December 29, 2009, the Company completed a public offering of 2,300,000 shares of common stock for proceeds of approximately $121.4 million, net of $0.8 million of costs associated with the offering.

(14) Contingencies

Roper, in the ordinary course of business, is the subject of, or a party to, various pending or threatened legal actions, including product liability and employment practices. It is vigorously contesting all lawsuits that, in general, are based upon claims of the kind that have been customary over the past several years. After analyzing the Company's contingent liabilities on a gross basis and, based upon past experience with resolution of its product liability and employment practices claims and the limits of the primary, excess, and umbrella liability insurance coverages that are available with respect to pending claims, management believes that adequate provision has been made to cover any potential liability not covered by insurance, and that the ultimate liability, if any, arising from these actions should not have a material adverse effect on the consolidated financial position, results of operations or cash flows of Roper.

Over recent years there has been a significant increase in certain U.S. states in asbestos-related litigation claims against numerous industrial companies. Roper or its subsidiaries have been named defendants in some such cases. No significant resources have been required by Roper to respond to these cases and Roper believes it has valid defenses to such claims and, if required, intends to defend them vigorously. Given the state of these claims it is not possible to determine the potential liability, if any.

Roper's rent expense was $29.7 million, $29.1 million and $27.0 million for 2011, 2010 and 2009, respectively. Roper's future minimum property lease commitments totaled $116.3 million at December 31, 2011. These commitments included $28.6 million in 2012, $23.3 million in 2013, $20.9 million in 2014, $17.1 million in 2015, $12.5 million in 2016 and $13.9 million thereafter.

A summary of the Company's warranty accrual activity is presented below (in thousands):

	2011	2010	2009

Balance, beginning of year	$ 7,038	$ 7,341	$ 9,885
Additions charged to costs and expenses	8,846	5,671	4,416
Deductions	(7,716)	(5,895)	(7,659)
Other	(21)	(79)	699
Balance, end of year	$ 8,147	$ 7,038	$ 7,341

Other included warranty balances at acquired businesses at the dates of acquisition, the effects of foreign currency translation adjustments, reclassifications and other.

At December 31, 2011 the Company had outstanding surety bonds of $313 million.

(15) Segment and Geographic Area Information

Roper's operations are reported in four segments around common customers, markets, sales channels, technologies and common cost opportunities. The segments are: Industrial Technology, Energy Systems and Controls, Medical & Scientific Imaging, and RF Technology. Products included within the Industrial Technology segment are water and fluid handling pumps, flow measurement and metering equipment, industrial valves and controls, and equipment and consumables for materials analysis and industrial leak testing. The Energy Systems and Controls segment's products include control systems, equipment and consumables for fluid properties testing, vibration sensors and other non-destructive inspection and measurement products and services. The Medical & Scientific Imaging segment offers medical products and software, high performance digital imaging products and software and handheld and vehicle mounted computers. The RF Technology segment includes products and systems related to comprehensive toll and traffic systems and processing, security and access control, campus card systems, software-as-a-service applications in the freight matching and food industries and utility metering and remote monitoring applications. Roper's management structure and internal reporting are aligned consistently with these four segments.

There were no material transactions between Roper's business segments during 2011, 2010 and 2009. Sales between geographic areas are primarily of finished products and are accounted for at prices intended to represent third-party prices. Operating profit by business segment and by geographic area is defined as net sales less operating costs and expenses. These costs and expenses do not include unallocated corporate administrative expenses. Items below income from operations on Roper's statement of earnings are not allocated to business segments.

Identifiable assets are those assets used primarily in the operations of each business segment or geographic area. Corporate assets were principally comprised of cash and cash equivalents, recoverable insurance claims, deferred compensation assets, unamortized deferred financing costs and property and equipment.

Selected financial information by business segment for 2011, 2010 and 2009 follows (in thousands):

	Industrial Technology	Energy Systems and Controls	Medical and Scientific Imaging	RF Technology	Corporate	Total
2011						
Net sales	$ 737,356	$ 597,802	$ 610,617	$ 851,314	$ -	$2,797,089
Operating profit	208,188	157,960	148,376	202,877	(56,862)	660,539
Assets:						
Operating assets	219,180	194,527	176,893	237,719	19,824	848,143
Intangible assets, net	597,769	535,606	971,584	1,855,609	-	3,960,568
Other	27,376	58,714	35,916	(104,869)	418	17,555
Total						4,826,266
Capital expenditures	11,153	6,889	12,498	9,634	528	40,702
Depreciation and other amortization	23,119	18,177	34,224	64,329	294	140,143
2010						
Net sales	$ 607,564	$ 503,897	$ 548,718	$ 725,933	$ -	$2,386,112
Operating profit	162,009	120,427	130,558	150,711	(49,411)	514,294
Assets:						
Operating assets	179,458	166,554	170,955	256,016	17,517	790,500
Intangible assets, net	610,542	518,849	791,611	1,911,291	-	3,832,293
Other	47,451	76,686	24,694	(91,099)	(94,237)	(36,505)
Total						4,586,288
Capital expenditures	8,849	3,466	7,269	8,976	31	28,591
Depreciation and other amortization	23,660	18,472	27,991	52,709	189	123,021
2009						
Net sales	$ 536,219	$ 440,919	$ 354,776	$ 717,754	$ -	$2,049,668
Operating profit	123,959	92,788	74,183	154,430	(49,964)	395,396
Assets:						
Operating assets	165,651	166,461	172,805	238,249	13,894	757,060
Intangible assets, net	635,147	532,022	787,884	1,302,279	-	3,257,332
Other	(51)	8,016	7,219	(27,825)	(33,281)	(45,922)
Total						3,968,470
Capital expenditures	13,977	3,185	2,126	6,291	306	25,885
Depreciation and other amortization	24,636	18,736	16,691	43,183	202	103,448

Summarized data for Roper's U.S. and foreign operations (principally in Canada, Europe and Asia) for 2011, 2010 and 2009, based upon the country of origin of the Roper entity making the sale, was as follows (in thousands):

	United States	Non-U.S.	Eliminations	Total

2011				
Sales to unaffiliated customers	$ 1,985,756	$ 811,333	$ -	$ 2,797,089
Sales between geographic areas	153,121	229,583	(382,704)	-
Net sales	$ 2,138,877	$ 1,040,916	$ (382,704)	$ 2,797,089
Long-lived assets	$ 135,399	$ 35,729	$ -	$ 171,128
2010				
Sales to unaffiliated customers	$ 1,758,797	$ 627,315	$ -	$ 2,386,112
Sales between geographic areas	125,202	174,265	(299,467)	-
Net sales	$ 1,883,999	$ 801,580	$ (299,467)	$ 2,386,112
Long-lived assets	$ 104,147	$ 29,834	$ -	$ 133,981
2009				
Sales to unaffiliated customers	$ 1,526,390	$ 523,278	$ -	$ 2,049,668
Sales between geographic areas	87,323	126,093	(213,416)	-
Net sales	$ 1,613,713	$ 649,371	$ (213,416)	$ 2,049,668
Long-lived assets	$ 124,382	$ 28,922	$ -	$ 153,304

Export sales from the U.S. during the years ended December 31, 2011, 2010 and 2009 were $410 million, $358 million and $301 million, respectively. In the year ended December 31, 2011, these exports were shipped primarily to Asia (34%), Europe (24%), Canada (14%), Middle East (13%), South America (6%) and other (9%).

Sales to customers outside the U.S. accounted for a significant portion of Roper's revenues. Sales are attributed to geographic areas based upon the location where the product is ultimately shipped. Roper's net sales for the years ended December 31, 2011, 2010 and 2009 are shown below by region, except for Canada, which is presented separately as it is the only country in which Roper has had greater than 5% of total sales for any of the three years presented (in thousands):

	Industrial Technology	Energy Systems and Controls	Medical and Scientific Imaging	RF Technology	Total
2011					
Canada	$ 64,864	$ 39,547	$ 21,127	$ 40,636	$ 166,174
Europe	110,656	148,767	162,725	88,741	510,889
Asia	67,093	118,565	86,807	8,833	281,298
Middle East	3,964	44,792	5,062	28,406	82,224
Rest of the world	33,721	63,064	17,194	9,790	123,769
Total	$ 280,298	$ 414,735	$ 292,915	$ 176,406	$ 1,164,354
2010					
Canada	$ 44,678	$ 27,360	$ 15,306	$ 35,270	$ 122,614
Europe	91,815	135,019	126,116	64,605	417,555
Asia	49,232	100,094	79,343	5,389	234,058
Middle East	2,805	34,912	5,853	22,387	65,957
Rest of the world	22,328	55,280	15,169	10,542	103,319
Total	$ 210,858	$ 352,665	$ 241,787	$ 138,193	$ 943,503
2009					
Canada	$ 40,121	$ 25,746	$ 7,251	$ 30,184	$ 103,302
Europe	79,000	118,770	98,328	48,849	344,947
Asia	41,364	85,323	65,687	6,157	198,531
Middle East	4,040	28,121	2,162	28,316	62,639
Rest of the world	12,256	48,657	9,424	11,042	81,379
Total	$ 176,781	$ 306,617	$ 182,852	$ 124,548	$ 790,798

(16) Concentration of Risk

Financial instruments which potentially subject the Company to credit risk consist primarily of cash, cash equivalents and trade receivables.

The Company maintains cash and cash equivalents with various major financial institutions. Cash equivalents include investments in commercial paper of companies with high credit ratings, investments in money market securities and securities backed by the U.S. Government. At times such amounts may exceed the F.D.I.C. limits. The Company limits the amount of credit exposure with any one financial institution and believes that no significant concentration of credit risk exists with respect to cash investments.

Trade receivables subject the Company to the potential for credit risk with customers. To reduce credit risk, the Company performs ongoing evaluations of its customers' financial condition.

(17) Quarterly Financial Data (unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(in thousands, except per share data)			
2011				
Net sales	$ 645,309	$ 699,871	$ 712,705	$ 739,204
Gross profit	350,096	377,063	382,556	405,849

Income from operations	142,000	163,970	167,215	187,354
Net earnings	88,979	106,311	110,281	121,676
Earnings from continuing operations per common share:				
Basic	0.93	1.11	1.15	1.26
Diluted	0.91	1.08	1.12	1.23
2010				
Net sales	$ 534,441	$ 567,104	$ 605,088	$ 679,479
Gross profit	279,565	301,947	321,749	371,865
Income from operations	100,716	119,187	128,233	166,158
Net earnings	59,725	71,281	84,263	107,311
Earnings from continuing operations per common share:				
Basic	0.64	0.76	0.89	1.13
Diluted	0.62	0.74	0.87	1.10

The sum of the four quarters may not agree with the total for the year due to rounding.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

Schedule II – Consolidated Valuation and Qualifying Accounts

Years ended December 31, 2011, 2010 and 2009

	Balance at beginning of year	Additions charged to costs and expenses	Deductions	Other	Balance at end of year
		(in thousands)			
Allowance for doubtful accounts and sales allowances					
2011	$ 10,349	$ 2,816	$ (2,842)	$ 313	$ 10,636
2010	11,187	1,558	(2,900)	504	10,349
2009	12,658	2,762	(4,874)	641	11,187
Reserve for inventory obsolescence					
2011	$ 32,516	$ 11,407	$ (8,848)	$ 149	$ 35,224
2010	29,037	12,905	(9,125)	(301)	32,516
2009	30,108	8,789	(10,508)	648	29,037

Deductions from the allowance for doubtful accounts represented the net write-off of uncollectible accounts receivable. Deductions from the inventory obsolescence reserve represented the disposal of obsolete items.

Other included the allowance for doubtful accounts and reserve for inventory obsolescence of acquired businesses at the dates of acquisition, the effects of foreign currency translation adjustments for those companies whose functional currency was not the U.S. dollar, reclassifications and other.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There have been no changes in accountants or disagreements with accountants on accounting and financial disclosures.

ITEM 9A. CONTROLS AND PROCEDURES

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control-Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2011. Our internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Our management excluded Northern Digital, UCG and Trinity from its assessment of internal control over financial reporting as of December 31, 2011, because they were acquired by us in purchase business combinations during 2011. Northern Digital, UCG and Trinity are wholly-owned subsidiaries whose excluded aggregate assets represent 0.5%, and whose aggregate total revenues represent 1.1%, of the related consolidated financial statement amounts as of and for the year ended December 31, 2011.

Evaluation of Disclosure Controls and Procedures

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based on this evaluation, we have concluded that our disclosure controls and procedures are effective as of December 31, 2011.

Disclosure controls and procedures are our controls and other procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the fourth quarter of 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

There were no disclosures of any information required to be filed on Form 8-K during the fourth quarter of 2011 that were not filed.

PART III

Except as otherwise indicated, the following information required by the Instructions to Form 10-K is incorporated herein by reference from the sections of the Roper Proxy Statement for the annual meeting of shareholders to be held on June 4, 2012, as specified below:

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

"Proposal 1: Election of Directors;" "Section 16(a) Beneficial Ownership Reporting Compliance;" "Corporate Governance;" "Executive Officers;" "Audit Committee Report;" and "Board Committees and Meetings."

ITEM 11. EXECUTIVE COMPENSATION

"Compensation Discussion and Analysis;" "Executive Compensation;" "Director Compensation;" "Compensation Committee Interlocks and Insider Participation;" and "Compensation Committee Report."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

"Beneficial Ownership."

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information as of December 31, 2011 regarding compensation plans (including individual compensation arrangements) under which our equity securities are authorized for issuance.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Shareholders (1)	4,549,506	$ 52.15	4,549,506
Equity Compensation Plans Not Approved by Shareholders	-	-	-
Total	4,549,506	$ 52.15	4,549,506

(1) Consists of the 1991 Stock Option Plan, the Amended and Restated 2000 Stock Incentive Plan, the 1993 Stock Plan for Non-Employee Directors (no additional equity awards may be granted under these three plans) and the 2006 Incentive Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

"Review and Approval of Related Person Transactions" and "Director Independence."

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Fees paid to the Company's independent registered public accounting firm are disclosed under the caption "Proposal 2: Ratification of the Appointment of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm for the Year Ending December 31, 2012."

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this Annual Report.

(1) Consolidated Financial Statements: The following consolidated financial statements are included in Part II, Item 8 of this report.

Consolidated Balance Sheets as of December 31, 2011 and 2010

Consolidated Statements of Earnings for the years ended December 31, 2011, 2010 and 2009

Consolidated Statements of Stockholders' Equity and Comprehensive Earnings for the years ended December 31, 2011, 2010 and 2009

Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009

Notes to Consolidated Financial Statements

(2) Consolidated Valuation and Qualifying Accounts for the years ended December 31, 2011, 2010 and 2009

(b) Exhibits

Exhibit No.	Description of Exhibit
(a)3.1	Amended and Restated Certificate of Incorporation.
(b)3.2	Amended and Restated By-Laws.
(c)3.3	Certificate of Amendment, amending Restated Certificate of Incorporation.
(d)3.4	Certificate Eliminating References to Roper Industries, Inc.'s Series A Preferred Stock from the Certificate of Incorporation of Roper Industries, Inc. dated November 16, 2006.
(e)3.5	Certificate of Amendment, amending Restated Certificate of Incorporation.
(f)4.2	Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of November 28, 2003.
4.3	Form of Debt Securities (included in Exhibit 4.2).
(g)4.4	First Supplemental Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of December 29, 2003.
(h)4.5	Second Supplemental Indenture between Roper Industries, Inc. and Sun Trust Bank, dated as of December 7, 2004.
(i)4.6	Indenture between Roper Industries, Inc. and Wells Fargo Bank, dated as of August 4, 2008.
(j)4.7	Form of Note.
(k)4.8	Form of 6.625% Notes due 2013.
(l)4.9	Form of 6.25% Senior Notes due 2019.
(m)10.01	Form of Amended and Restated Indemnification Agreement. †
(n)10.02	Employee Stock Purchase Plan, as amended and restated. †
(o)10.03	2000 Stock Incentive Plan, as amended. †
(p)10.04	Non-Qualified Retirement Plan, as amended. †
(q)10.05	Brian D. Jellison Employment Agreement, dated as of December 29, 2008. †
(r)10.06	Timothy J. Winfrey offer letter dated May 20, 2002. †
(s)10.07	Credit Agreement, dated as of July 7, 2008, among Roper Industries, Inc., as parent borrower, the foreign subsidiary borrowers of Roper Industries, Inc. from time to time parties thereto, the several lenders from time to time parties thereto, Bank of Tokyo-Mitsubishi UFJ Trust Company and BNP Paribas, as documentation agents, Wachovia Capital Markets, LLC and Banc of America Securities, LLC, as syndication agents, and JPMorgan Chase Bank, N.A., as administrative agent.
(t)10.08	Form of Executive Officer Restricted Stock Award Agreement. †
(u)10.09	Brian D. Jellison Restricted Stock Unit Award Agreement. †
(v)10.10	Offer letter for John Humphrey, dated March 31, 2006. †
(v)10.11	2006 Incentive Plan, as amended. †
(w)10.12	Form of Restricted Stock Agreement for Employee Directors. †
(x)10.13	Form of Restricted Stock Agreement for Non-Employee Directors. †
(y)10.14	Form of Restricted Stock Agreement for Employees. †
(y)10.15	Form of Incentive Stock Option Agreement. †
(y)10.16	Form of Non-Statutory Stock Option Agreement. †
(y)10.17	Director Compensation Plan, as amended. †
(y)10.18	David B. Liner offer letter dated July 21, 2005. †
(z)10.19	Amendment to John Humphrey offer letter. †
(aa)10.20	Amendment to Timothy J. Winfrey offer letter. †
(bb)10.21	Amendment to David B. Liner offer letter. †
21.1	List of Subsidiaries, filed herewith.
23.1	Consent of Independent Registered Public Accounting Firm, filed herewith.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer, filed herewith.
32.1	Section 1350 Certification of Chief Executive and Chief Financial Officers, filed herewith.
101.INS	XBRL Instance Document, furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document, furnished herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

(a) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed March 17, 2003 (file no. 1-12273), as amended by the Certificate Eliminating References to the Company's Series A Preferred Stock from the Certificate of Incorporation of Roper Industries, Inc. dated

November 16, 2006, incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 16, 2006 (file no. 1-12273).

(b) Incorporated herein by reference to Exhibit 3.2 to the Roper Industries, Inc. Current Report on Form 8-K filed March 22,2011 (file no. 1-12273).

(c) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 9, 2006 (file no. 1-12273)

(d) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 17, 2006 (file no. 1-12273).

(e) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed on August 9, 2007 (file no. 1-12273).

(f) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 filed November 28, 2003 (file no. 333-110491).

(g) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed January 13, 2004 (file no. 1-12273).

(h) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed December 7, 2004 (file no. 1-12273).

(i) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed on November 7, 2008 (file no. 1-12273).

(j) Incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-3 filed July 29, 2008 (file no. 333-152590).

(k) Incorporated herein by reference to Exhibit 4.09 to the Roper Industries, Inc. Current Report on Form 8-K filed August 4, 2008 (file no. 1-12273).

(l) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed September 2, 2009 (file no. 1-12273).

(m) Incorporated herein by reference to Exhibit 10.04 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 31, 1999 (file no. 1-12273).

(n) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2010 (file no. 1-12273).

(o) Incorporated herein by reference to Exhibit 10.05 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).

(p) Incorporated herein by reference to Exhibit 10.06 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).

(q) Incorporated herein by reference to Exhibit 10.07 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).

(r) Incorporated herein by reference to Exhibits 10.06 and 10.09 to the Roper Industries, Inc. Annual Report on Form 10-K/A filed November 3, 2003 (file no. 1-12273).

(s) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Current Report on Form 8-K filed July 7, 2008 (file no. 1-12273).

(t) Incorporated herein by reference to Exhibits 99.1 and 99.2 to the Roper Industries, Inc. Current Report on Form 8-K filed December 30, 2004 (file no. 1-12273).

(u) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 9, 2006 (file no. 1-12273).

(v) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 7, 2008 (file no. 1-12273).

(w) Incorporated herein by reference to Exhibits 10.1, 10.2, 10.3, 10.4 and 10.5 to the Roper Industries, Inc. Current Report on Form 8-K filed December 6, 2006 (file no. 1-12273).

(x) Incorporated herein by reference to Exhibit 10.01 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed May 7, 2009 (file no. 1-12273).

(y) Incorporated herein by reference to Exhibit 10.20 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).

(z) Incorporated herein by reference to Exhibit 10.21 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).

(aa) Incorporated herein by reference to Exhibit 10.22 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).

(bb) Incorporated herein by reference to Exhibit 10.23 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).

† Management contract or compensatory plan or arrangement.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Roper has duly caused this Report to be signed on its behalf by the undersigned, therewith duly authorized**.**

ROPER INDUSTRIES, INC.
(Registrant)

By: /S/ BRIAN D. JELLISON — February 24, 2012
Brian D. Jellison, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of Roper and in the capacities and on the dates indicated.

/S/ BRIAN D. JELLISON Brian D. Jellison	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	February 24, 2012
/S/ JOHN HUMPHREY John Humphrey	Vice President, Chief Financial Officer (Principal Financial Officer)	February 24, 2012
/S/ PAUL J. SONI Paul J. Soni	Vice President and Controller (Principal Accounting Officer)	February 24, 2012
/S/ DAVID W. DEVONSHIRE David W. Devonshire	Director	February 24, 2012
/S/ JOHN F. FORT, III John F. Fort, III	Director	February 24, 2012
/S/ ROBERT D. JOHNSON Robert D. Johnson	Director	February 24, 2012
/S/ ROBERT E. KNOWLING Robert E. Knowling	Director	February 24, 2012
/S/ WILBUR J. PREZZANO Wilbur J. Prezzano	Director	February 24, 2012
/S/ RICHARD F. WALLMAN Richard F. Wallman	Director	February 24, 2012
/S/ CHRISTOPHER WRIGHT Christopher Wright	Director	February 24, 2012

Name of Subsidiary	Jurisdiction of Incorporation/ Organization
3089554 Nova Scotia Inc.	Canada
Abel Equipos, S.A.	Spain
Abel GmbH & Co KG	Germany
Abel Pumpen GmbH	Germany
Abel Pumps, L.P.	Delaware
AC Analytical Control Services B.V	Netherlands
AC Analytical Controls B.V.	Netherlands
AC Analytical Controls Holding B.V.	Netherlands
Acton Research Corporation	Delaware
Alpha Holdings of Delaware 1, LLC	Delaware
Alpha Holdings of Delaware 11, LLC	Delaware
Alpha Technologies B.V.	Netherlands
Alpha Technologies Japan LLC	Delaware
Alpha Technologies S.R.O.	Czech Republic
Alpha Technologies Services, LLC	Delaware
Alpha Technologies UK	United Kingdom
Alpha UK Holdings LLC	Delaware
Amot Controls Corporation	Delaware
Amot Controls GmbH	Germany
Amot/Metrix Investment Company, Inc.	Delaware
Amphire Solutions, Inc.	Delaware
Amtech Systems (Hong Kong), Limited	Hong Kong
Amtech Systems LLC	Delaware
Amtech World Corporation	Delaware
Barbox Limited	United Kingdom
CBORD Holdings Corp.	Delaware
CCC Services, Inc.	Delaware
Chalwyn Limited	United Kingdom
Civco Holding, Inc.	Delaware
Civco Medical Instruments Co., Inc.	Iowa
Compressor Controls (Beijing) Corporation Ltd.	China
Compressor Controls Corporation B.V.	Netherlands
Compressor Controls Corporation	Iowa
Compressor Controls Corporation Middle East	Delaware
Compressor Controls Corporation S.r.l.	Italy
Compressor Controls Corporation Mauritius Ltd.	Mauritius
Compressor Controls Pty Ltd.	Australia
Cornell Pump Company	Delaware
Cornell Pump Europe GmbH	Germany
DAP Technologies Corp.	Delaware
DAP Technologies Limited	United Kingdom
DAP Technologies SARL	France
DAP Technologies, Ltd.	Canada
Dynamic Instruments, Inc.	California
Dynisco (UK) Limited	United Kingdom
Dynisco B.V.	Netherlands
Dynisco Enterprises GmbH	Germany
Dynisco Enterprises LLC	Delaware
Dynisco Europe GmbH	Germany
Dynisco Europe Holdings 11, B.V.	Netherlands
Dynisco Instruments LLC	Delaware
Dynisco Instruments SARL	France
Dynisco LLC	Delaware
Dynisco Parent, Inc.	Delaware
Dynisco Polymer Test, Inc.	Pennsylvania
Dynisco S.R.L.	Italy
Dynisco SPOL, SRO	Czech Republic
Dynisco –Viatran (M) Sdn Bhd	Malaysia
Dynisco Viatran LLC	Delaware
Dynisco-Viatran Instruments Sdn Bhd	Malaysia
Fluid Metering, Inc.	Delaware
FTI Flow Technology, Inc.	Delaware
Gatan GmbH	Germany
Gatan Service Corporation	Pennsylvania
Gatan, Inc.	Pennsylvania
Getloaded Corporation	Delaware
Hansen Technologies Corporation	Illinois
Hansen Technologies Europe GmbH.	Germany
Harbour Holding Corp.	Delaware
Hardy Process Solutions	California
Horizon Software International, LLC	Georgia
Imager Labs	California
Inovonics Corporation	Colorado
Instill Corporation	Delaware
Integrated Designs L.P.	Delaware
IntelliTrans Canada Ltd.	Canada
IntelliTrans Limited	United Kingdom
IntelliTrans, LLC	Delaware
Intellitrans Sweden AB	Sweden
ISL Finance	France

ISL Holding SNC	France
ISL Scientifique de Laboratoire - ISL, S.A.S.	France
IT Canada Holdings LLC	Delaware
iTradenetwork, Inc.	Delaware
iTradenetwork, Ltd.	United Kingdom
K/S Roper Finance	Denmark
Law 1059 Limited	United Kingdom
Link Logistics Holding LLC	Delaware
Logitech Limited	United Kingdom
Lumenera Corporation	Canada
Lumenera, Inc.	Delaware
Marumoto Struers KK	Japan
Media Cybernetics Inc.	Delaware
MEDTEC, Inc.	Iowa
Metrix Instrument Co., L.P.	Delaware
NDI Europe GmbH	Germany
Neptune Technology Group (Canada) Limited	Canada
Neptune Technology Group Inc.	Delaware
Neptune Technology Group Mexico S.de R.L. de C.V.	Mexico
Neptune Technology Group Servicios S.de R.L. de C.V.	Mexico
Nippon Roper K.K.	Japan
Northern Digital Inc.	Canada
Off-Campus Advantage, LLC	Delaware
PAC Denmark ApS	Denmark
PAC GmbH	Germany
PAC Instruments Asia Pte. Ltd.	Singapore
Petroleum Analyzer Company LP	Delaware
Photometrics UK Limited	United Kingdom
Quantitative Imaging Corp.	Canada
Redlake MASD, LLC.	Delaware
RI Marketing India Private Limited	India
RMT, Inc	Arizona
Roda Deaco Valve, Inc.	Canada
Roper Brasil Comercio E Promocano De Produtos E Servicos LTDA	Brasil
Roper Canada Holdings, Inc.	Canada
Roper Canada Partners Inc.	Canada
Roper Capital Deutschland GmbH	Germany
Roper Engineering s.r.o.	Czech Republic
Roper Europe GmbH	Germany
Roper Fundings Deutschland GmbH & Co. KG	Germany
Roper Georgia, Inc.	Delaware
Roper Germany GmbH	Germany
Roper Germany GmbH & Co., KG	Germany
Roper Holdings, Inc.	Delaware
Roper Holdings, Limited	United Kingdom
Roper Hong Kong Holdings, Limited	Hong Kong
Roper Industrial Products Investment Company	Iowa
Roper Industries L.P.	Canada
Roper Industries UK Limited	United Kingdom
Roper Industries B.V.	Netherlands
Roper Industries Denmark ApS	Denmark
Roper Industries Deutschland GmbH	Germany
Roper Industries Limited	United Kingdom
Roper Industries Manufacturing (Shanghai) Co. Ltd.	China
Roper Industries Mauritius Ltd.	Mauritius
Roper International Holding, Inc.	Delaware
Roper LLC	Russia
Roper Luxembourg Finance S.a.r.l.	Luxembourg
Roper Luxembourg Holdings S.a.r.l.	Luxembourg
Roper Luxembourg S.a.r.l.	Luxembourg
Roper Mex, L.P.	Delaware
Roper Pump Company	Delaware
Roper Scientific B.V.	Netherlands
Roper Scientific GmbH	Germany
Roper Scientific SAS	France
Roper Scientific, Inc.	Delaware
Roper Southeast Asia LLC	Delaware
Ropintassco 1, LLC	Delaware
Ropintassco 2, LLC	Delaware
Ropintassco 3, LLC	Delaware
Ropintassco 4, LLC	Delaware
Ropintassco 5, LLC	Delaware
Ropintassco 6, LLC	Delaware
Ropintassco 7, LLC	Delaware
Ropintassco Holdings, L.P.	Delaware
Shanghai Roper Industries Trading Co., Ltd.	China
Sinmed B.V.	Netherlands
Sinmed Holding International B.V.	Netherlands
Struers (Shanghai) International Trading Ltd.	China
Struers A/S	Denmark
Struers GmbH	Germany
Struers Inc.	Delaware
Struers Limited	Canada
Struers Ltd.	United Kingdom

Struers SARL	France
Student Advantage, LLC	Delaware
Technolog Group Limited	United Kingdom
Technolog Holdings Ltd.	United Kingdom
Technolog Limited	United Kingdom
Technolog S.a.r.l	France
The CBORD Group, Inc.	Delaware
TLP Holdings, LLC	Delaware
TransCore Atlantic, Inc.	Delaware
TransCore CNUS, Inc.	Delaware
TransCore Commercial Services, LLC	Delaware
TransCore Holdings, Inc.	Delaware
TransCore ITS, LLC	Delaware
TransCore ITS Australia Pty Ltd.	Australia
TransCore Link Logistics Corporation	Canada
TransCore Nova Scotia Corporation	Canada
TransCore Partners, LLC	Delaware
Transcore Quebec Corporation Inc.	Canada
TransCore, LP	Delaware
TransCore Transportation Systems Mauritius Private Limited	Mauritius
TransCore Transportation Solutions India Private Limited	India
Trinity Integrated Systems Limited	United Kingdom
United Controls Group, Inc.	Ohio
United Toll Systems, Inc.	Delaware
Uson L.P.	Delaware
Uson Limited	United Kingdom
Utilitec Limited	United Kingdom
Utilitec Services Limited	United Kingdom
Utility Data Services Limited	United Kingdom
Verathon Inc.	Washington
Verathon Holdings (Delaware) Inc.	Delaware
Verathon Medical Inc.	Washington
Verathon Medical (Austrailia) Pty Limited	Australia
Verathon Medical (Canada) ULC	Canada
Verathon Medical (Europe) B.V.	Netherlands
Verathon Medical (France) S.a.r.l.	France
Verathon Medical (Hong Kong) Limited	Hong Kong
Verathon Medical (Japan) K.K.	Japan
Verathon Medical (UK) Ltd.	United Kingdom
Viastar Properties, Inc.	Texas
Viastar Services, LP	Texas
Viatran Corporation	New York
Walter Herzog GmbH	Germany
Zetec, Inc.	Washington
Zetec Korea, Inc.	Delaware
Zetec Rental LLC	Delaware
Zetec Services, Inc.	Delaware
Zetec (Shanghai) Non-Destructive Equipment Co., Ltd.	China

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-152590) and Form S-8 (Nos. 33-71094, 33-77770, 33-78026, 333-36897, 333-73139, 333-35666, 333-35672, 333-35648, 333-59130, 333-105919, 333-105920, 333-135700) of Roper Industries, Inc. of our report dated February 24, 2012 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/PricewaterhouseCoopers LLP

Tampa, Florida

February 24, 2012

Exhibit 31.1

I, Brian D. Jellison, certify that:

1. I have reviewed this Annual Report on Form 10-K of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2012

/s/ Brian D. Jellison
Brian D. Jellison
Chairman of the Board, President and
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

I, John Humphrey, certify that:

1. I have reviewed this Annual Report on Form 10-K of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2012

/s/ John Humphrey
John Humphrey
Vice President,
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Roper Industries, Inc. (the "Company") on Form 10-K for the period ending December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brian D. Jellison, Chief Executive Officer of the Company, and John Humphrey, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 24, 2012

/s/ Brian D. Jellison
Brian D. Jellison
Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

/s/ John Humphrey
John Humphrey
Vice President,
Chief Financial Officer
(Principal Financial Officer)

This certificate is being made for the exclusive purpose of compliance of the Company with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be disclosed, distributed or used by any person or for any reason other than specifically required by law.

FORM 10-K

February 24, 2012

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

FORM 10-K

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2011

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

Commission File Number 1-12273

ROPER INDUSTRIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware	**51-0263969**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6901 Professional Parkway East, Suite 200
Sarasota, Florida 34240
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(941) 556-2601**

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class	**Name of Each Exchange On Which Registered**
Common Stock, $0.01 Par Value	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

---

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☑ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.
☐ Yes ☑ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§223.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).
☑ Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company

Indicate by check mark if the registrant is a shell company (as defined in Rule 12-b2 of the Act). ☐ Yes ☑ No

Based on the closing sale price on the New York Stock Exchange on June 30, 2011, the aggregate market value of the voting and non-voting common stock held by non-affiliates of the registrant was: $8,071,156,496.

Number of shares of registrant's Common Stock outstanding as of February 17, 2012: 96,892,635.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's Proxy Statement to be furnished to Stockholders in connection with its Annual Meeting of Stockholders to be held on June 4, 2012, are incorporated by reference into Part III of this Annual Report on Form 10-K

ROPER INDUSTRIES, INC.

FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011

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Information About Forward-Looking Statements

This Annual Report on Form 10-K ("Annual Report") includes and incorporates by reference "forward-looking statements" within the meaning of the federal securities laws. In addition, we, or our executive officers on our behalf, may from time to time make forward-looking statements in reports and other documents we file with the U.S. Securities and Exchange Commission ("SEC") or in connection with oral statements made to the press, potential investors or others. All statements that are not historical facts are "forward-looking statements." The words "estimate," "plan," "project," "intend," "expect," "believe," "anticipate," and similar expressions identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding our expected financial position, business, financing plans, business strategy, business prospects, revenues, working capital, liquidity, capital needs, interest costs and income, in each case relating to our company as a whole, as well as statements regarding acquisitions, potential acquisitions and the benefits of acquisitions.

Forward-looking statements are estimates and projections reflecting our best judgment and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Examples of forward-looking statements in this report include but are not limited to our expectations regarding our ability to generate operating cash flows and reduce debt and associated interest expense and our expectations regarding growth through acquisitions. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the cost, timing and success of product upgrades and new product introductions, raw materials costs, expected pricing levels, the timing and cost of expected capital expenditures, expected outcomes of pending litigation, competitive conditions, general economic conditions and expected synergies relating to acquisitions, joint ventures and alliances. These assumptions could prove inaccurate. Although we believe that the estimates and projections reflected in the forward-looking statements are reasonable, our expectations may prove to be incorrect. Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include, but are not limited to:

- general economic conditions;
- difficulty making acquisitions and successfully integrating acquired businesses;
- any unforeseen liabilities associated with future acquisitions;
- limitations on our business imposed by our indebtedness;
- unfavorable changes in foreign exchange rates;
- difficulties associated with exports;
- risks and costs associated with our international sales and operations;
- increased directors' and officers' liability and other insurance costs;
- risk of rising interest rates;
- product liability and insurance risks;
- increased warranty exposure;
- future competition;
- the cyclical nature of some of our markets;
- reduction of business with large customers;
- risks associated with government contracts;
- changes in the supply of, or price for, raw materials, parts and components;
- environmental compliance costs and liabilities;
- risks and costs associated with asbestos-related litigation;
- potential write-offs of our substantial goodwill and other intangible assets;
- our ability to successfully develop new products;
- failure to protect our intellectual property;
- the effect of, or change in, government regulations (including tax);
- economic disruption caused by terrorist attacks, health crises or other unforeseen events; and
- the factors discussed in Item 1A to this Annual Report under the heading "Risk Factors."

We believe these forward-looking statements are reasonable. However, you should not place undue reliance on any forward-looking statements, which are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to publicly update any of them in light of new information or future events.

PART I

ITEM 1. BUSINESS

Our Business

Roper Industries, Inc. ("Roper" or the "Company") was incorporated on December 17, 1981 under the laws of the State of Delaware. We are a diversified growth company that designs, manufactures and distributes radio frequency ("RF") products and services, industrial technology products, energy systems and controls and medical and scientific imaging products and software. We market these products and services to selected segments of a broad range of markets including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in sales, earnings and cash flow by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses that offer high value-added services, engineered products and solutions and are capable of achieving growth in sales, earnings and cash flow. We compete in many niche markets and believe we are the market leader or a competitive alternative to the market leader in the majority of these markets.

Market Share, Market Expansion, and Product Development

Leadership with Engineered Content for Niche Markets - We maintain a leading position in many of our markets. We believe our market positions are attributable to the technical sophistication of our products, the applications expertise used to create our advanced products and systems, and our distribution and service capabilities. Our operating units grow their businesses through new product development and development of new applications and services to satisfy customer needs. In addition, our operating units grow our customer base by expanding our distribution, selling other products through our existing channels and entering adjacent markets.

Diversified End Markets and Geographic Reach - We have a global presence, with sales of products manufactured and exported from the United States ("U.S.") and manufactured abroad and sold to customers outside the U.S. totaling $1.2 billion in 2011. Information regarding our international operations is set forth in Note 15 of the notes to Consolidated Financial Statements included in this Annual Report.

Research and Development - We conduct applied research and development to improve the quality and performance of our products and to develop new technologies and products. Our research and development spending was $121.7 million in 2011 as compared to $102.4 and $83.4 million in 2010 and 2009, respectively. Research and development expense as a percentage of sales increased to 4.4% in 2011 from 4.3% in 2010. The percentage has increased as the mix of our businesses shifts to higher technology, medical and software platforms.

Our Business Segments

Our operations are reported in four segments based upon common customers, markets, sales channels, technologies and common cost opportunities. The segments are: Medical and Scientific Imaging, Energy Systems and Controls, Industrial Technology and RF Technology. Financial information about our business segments is presented in Note 15 of the notes to Consolidated Financial Statements.

Medical and Scientific Imaging

Our Medical and Scientific Imaging segment principally offers products and software in medical applications, high performance digital imaging products and software and handheld and vehicle mount computers. These products and solutions are provided through eight operating units. For 2011, this segment had net sales of $610.6 million, representing 21.8% of our total net sales.

Medical Products and Software - We manufacture and sell patient positioning devices and related software for use in radiation oncology, 3-D measurement technology in computer-assisted surgery and computer-assisted therapy and supply diagnostic and therapeutic disposable products used in ultrasound imaging for minimally invasive medical procedures. We also design and manufacture a non-invasive instrument for portable ultrasound bladder volume measurement and a video laryngoscope designed to enable rapid intubation even in the most difficult settings.

Digital Imaging Products and Software - We manufacture and sell extremely sensitive, high-performance charged couple device ("CCD") and complementary metal oxide semiconductor ("CMOS") cameras, detectors and related software for a variety of scientific and industrial uses, which require high resolution and/or high speed digital video, including transmission electron microscopy and spectroscopy applications. We principally sell these products for use within academic, government research, semiconductor, security and other end-user markets such as biological and material science. They are frequently incorporated into products by original equipment manufacturers ("OEMs").

Handheld and Vehicle Mount Computers and Software - We manufacture and sell fully rugged handheld and vehicle mount computers for utility (principally water management) and non-utility markets.

Backlog – Our Medical and Scientific Imaging segment companies have lead times of up to several months on many of their product sales, although standard products are often shipped within two weeks of receipt of order. Blanket purchase orders are placed by certain OEM and end-users, with continuing requirements for fulfillment over specified periods of time. The segment's backlog of firm unfilled orders shippable within twelve months, including blanket purchase orders, totaled $118.6 million at December 31, 2011, as compared to $103.8 million at December 31, 2010.

Distribution and Sales - Distribution and sales occur through direct sales personnel, manufacturers' representatives, value added resellers ("VARs"), OEMs and distributors.

Energy Systems and Controls

Our Energy Systems and Controls segment principally produces control systems, fluid properties testing equipment, industrial valves and controls, vibration sensors and controls and non-destructive inspection and measurement products and solutions, which are provided through six operating units. For 2011, this segment had net sales of $597.8 million, representing 21.4% of our total net sales.

Control Systems - We manufacture control systems and provide related engineering and commissioning services for turbomachinery applications, predominately in energy markets.

Fluid Properties Testing Equipment - We manufacture and sell automated and manual test equipment to determine physical and elemental properties, such as sulfur and nitrogen content, flash point, viscosity, freeze point and distillation range of liquids and gases for the petroleum and other industries.

Industrial Valves and Controls - We manufacture and distribute a variety of valves, sensors, switches and control products used on engines, compressors, turbines and other powered equipment for the oil and gas, pipeline, power generation, marine engine and general industrial markets. Many of these products are designed for use in hazardous environments.

Sensors and Controls - We manufacture sensors and control equipment including pressure sensors, temperature sensors, measurement instruments and control software for global rubber, plastics and process industries.

Non-destructive Inspection and Measurement Instrumentation - We manufacture non-destructive inspection and measurement solutions including measurement probes, robotics, vibration sensors, switches and transmitters. These solutions are applied principally in energy markets. Many of these products are designed for use in hazardous environments.

Backlog - The Energy Systems and Controls operating units' sales reflect a combination of standard products and large engineered projects. Standard products generally ship within two weeks of receipt of order, and large engineered projects may have lead times of several months. As such, backlog may fluctuate depending upon the timing of large project awards. This segment's backlog of firm unfilled orders shippable within twelve months totaled $120.5 million at December 31, 2011 compared to $104.5 million at December 31, 2010.

Distribution and Sales - Distribution and sales occur through direct sales offices, manufacturers' representatives and distributors.

Industrial Technology

Our Industrial Technology segment produces water and fluid handling pumps, equipment and consumables for materials analysis, leak testing equipment, flow measurement and metering equipment and water meter and automatic meter reading ("AMR") products and systems. These products and solutions are provided through eight operating units. For 2011, this segment had net sales of $737.4 million, representing 26.4% of our total net sales.

Water and Fluid Handling Pumps - We manufacture and sell a wide variety of pumps. These pumps vary significantly in complexity and in pumping method employed, which allows for the movement and application of a diverse range of liquids and solids including low and high viscosity liquids, high solids content slurries and chemicals. Our pumps are used in large and diverse sets of end markets such as oil and gas, agricultural, water and wastewater, chemical and general industrial.

Materials Analysis Equipment and Consumables - We manufacture and sell equipment and supply various types of consumables necessary to prepare materials samples for testing and analysis. These products are used mostly within the academic, government research, electronics, material science, basic materials, steel and automotive end-user markets.

Leak Testing Equipment - We manufacture and sell products and systems to test for leaks and confirm the integrity of assemblies and sub-assemblies in automotive, medical and industrial applications.

Flow Measurement Equipment - We manufacture and distribute turbine and positive displacement flow meters, emissions measurement equipment and flow meter calibration products for aerospace, automotive, power generation and other industrial applications.

Water Meter and AMR Products and Systems - We manufacture and distribute several classes of water meter products serving the residential, commercial and industrial water management markets, and several lines of automatic meter reading products and systems serving these markets.

Backlog - The Industrial Technology operating units' sales reflect a combination of standard products and specially engineered, application-specific products. Standard products are typically shipped within two weeks of receipt of order, with certain valve and pump products shipped on an immediate basis. Application-specific products typically ship within 6 to 12 weeks following receipt of order. However, larger project orders and blanket purchase orders for certain OEMs may extend shipment for longer periods. This segment's backlog of firm unfilled orders shippable within twelve months, including blanket purchase orders, totaled $141.8 million at December 31, 2011, as compared to $114.0 million at December 31, 2010.

Distribution and Sales - Distribution and sales occur through direct sales personnel, manufacturers' representatives and distributors.

RF Technology

Our RF Technology segment provides radio frequency identification ("RFID") communication technology and software solutions that are used primarily in toll

and traffic systems and processing, security and access control, campus card systems, software-as-a-service in the freight matching and food industries and metering and remote monitoring applications. These products and solutions are provided through seven operating units. This segment had sales of $851.3 million for the year ended December 31, 2011, representing 30.4% of our total net sales.

Toll and Traffic Systems - We manufacture and sell toll tags and monitoring systems as well as provide transaction and violation processing services for toll and traffic systems to both governmental and private sector entities. In addition, we provide intelligent traffic systems that assist customers in improving traffic flow and infrastructure utilization.

Card Systems/Integrated Security Solutions - We provide card systems and integrated security solutions to education, health care and other markets. In the education and health care markets, we also provide an integrated nutrition management solution.

Software-as-a-Service - We maintain electronic marketplaces that match 1) available capacity of trucking units with the available loads of freight to be moved from location to location throughout North America and 2) food suppliers, distributors and vendors, primarily in the perishable food sector.

Metering and Remote Monitoring - We manufacture and sell meter reading, data logging and pressure control products for use in water, gas and electricity applications. We also provide network monitoring, leakage reduction and pressure control services in water and gas distribution networks.

Backlog - The RF Technology operating units' sales reflect a combination of standard products, large engineered projects, and multi-year operations and maintenance contracts. Standard products generally ship within two weeks of receipt of order, and large engineered projects may have lead times of several months. As such, backlog may fluctuate depending upon the timing of large project awards. This segment's backlog of firm unfilled orders shippable within twelve months totaled $447.4 million at December 31, 2011 compared to $463.1 million at December 31, 2010.

Distribution and Sales - Distribution and sales occur through direct sales personnel, manufacturers' representatives and distributors.

Materials and Suppliers

We believe that most materials and supplies we use are readily available from numerous sources and suppliers throughout the world. However, some of our components and sub-assemblies are currently available from a limited number of suppliers. Some high-performance components for digital imaging products can be in short supply and/or suppliers have occasional difficulty manufacturing such components to our specifications. We regularly investigate and identify alternative sources where possible, and we believe that these conditions equally affect our competitors. Supply shortages have not had a material adverse effect on Roper's sales although delays in shipments have occurred following such supply interruptions.

Environmental Matters and Other Governmental Regulation

Our operations and properties are subject to laws and regulations relating to environmental protection, including laws and regulations governing air emissions, water discharges, waste management and workplace safety. We use, generate and dispose of hazardous substances and waste in our operations and, as a result, could be subject to material liabilities relating to the investigation and clean-up of contaminated properties and related claims. We are required to conform our operations and properties to these laws and adapt to regulatory requirements in all countries as these requirements change. In connection with our acquisitions, we may assume significant environmental liabilities, some of which we may not be aware of, or may not be quantifiable, at the time of acquisition. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new requirements could increase our costs or subject us to new or increased liabilities.

Customers

No customer accounted for 10% or more of net sales for 2011 for any segment or for Roper as a whole.

Competition

Generally, our products and solutions face significant competition, usually from a limited number of competitors. We believe that we are a leader in most of our markets, and no single company competes with us over a significant number of product lines. Competitors might be large or small in size, often depending on the life cycle and maturity of the technology employed. We compete primarily on product quality, performance, innovation, technology, price, applications expertise, distribution channel access and customer service capabilities.

Patents and Trademarks

In addition to trade secrets, unpatented know-how, and other intellectual property rights, we own or license the rights under a number of patents, trademarks and copyrights relating to certain of our products and businesses. We also employ various methods, including confidentiality and non-disclosure agreements with individuals and companies we do business with, employees, distributors, representatives and customers to protect our trade secrets and know-how. We believe that our operating units are not substantially dependent on any single patent, trademark, copyright, or other item of intellectual property or group of patents, trademarks or copyrights.

Employees

As of December 31, 2011, we had approximately 8,570 total employees, with approximately 6,060 located in the United States. Approximately 210 of our employees are subject to collective bargaining agreements. We have not experienced any work stoppages and consider our relations with our employees to be good.

Available Information

All reports we file electronically with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and our annual proxy statements, as well as any amendments to those reports, are accessible at no cost on our website at www.roperind.com as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. These filings are also accessible on the SEC's website at www.sec.gov. You may also read and copy any material we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Our Corporate Governance Guidelines; the charters of our Audit Committee, Compensation Committee, and Nominating and Governance Committee; and our Code of Business Conduct and Ethics are also available on our website. Any amendment to the Code of Business Conduct and Ethics and any waiver applicable to our directors, executive officers or senior financial officers will be posted on our website within the time period required by the SEC and the New York Stock Exchange (the "NYSE"). The information posted on our website is not incorporated into the Annual Report.

We have included the Chief Executive Officer and the Chief Financial Officer certifications regarding our public disclosure required by Section 302 of the Sarbanes-Oxley Act of 2002 as Exhibits 31.1 and 31.2 of this report. Additionally, we filed with the NYSE the Chief Executive Officer certification regarding our compliance with the NYSE's Corporate Governance Listing Standards (the "Listing Standards") pursuant to Section 303A.12(a) of the Listing Standards. The certification was filed with the NYSE on June 24, 2011 and indicated that the Chief Executive Officer was not aware of any violations of the Listing Standards by the Company.

ITEM 1A. RISK FACTORS

Risks Relating to Our Business

Our indebtedness may affect our business and may restrict our operating flexibility.

As of December 31, 2011, we had $1.09 billion in total consolidated indebtedness. In addition, we had $707 million undrawn availability under our senior unsecured credit facility, as well as the ability to request additional term loans or revolving credit commitments under our credit facility not to exceed $350 million in aggregate. Our total consolidated debt could increase using this additional borrowing capacity. Subject to restrictions contained in our credit facility, we may incur additional indebtedness in the future, including indebtedness incurred to finance acquisitions.

Our level of indebtedness and the debt servicing costs associated with that indebtedness could have important effects on our operations and business strategy. For example, our indebtedness could:

- place us at a competitive disadvantage relative to our competitors, some of which have lower debt service obligations and greater financial resources;
- limit our ability to borrow additional funds;
- limit our ability to complete future acquisitions;
- limit our ability to pay dividends;
- limit our ability to make capital expenditures; and
- increase our vulnerability to general adverse economic and industry conditions.

Our ability to make scheduled principal payments of, to pay interest on, or to refinance our indebtedness and to satisfy our other debt obligations will depend upon our future operating performance, which may be affected by factors beyond our control. In addition, there can be no assurance that future borrowings or equity financing will be available to us on favorable terms for the payment or refinancing of our indebtedness. If we are unable to service our indebtedness, our business, financial condition and results of operations would be materially adversely affected.

Our credit facility contains covenants requiring us to achieve certain financial and operating results and maintain compliance with specified financial ratios. Our ability to meet the financial covenants or requirements in our credit facility may be affected by events beyond our control, and we may not be able to satisfy such covenants and requirements. A breach of these covenants or our inability to comply with the financial ratios, tests or other restrictions contained in our facility could result in an event of default under this facility. Upon the occurrence of an event of default under our credit facility, and the expiration of any grace periods, the lenders could elect to declare all amounts outstanding under the facility, together with accrued interest, to be immediately due and payable. If this were to occur, our assets may not be sufficient to fully repay the amounts due under this facility or our other indebtedness.

Unfavorable changes in foreign exchange rates may significantly harm our business.

Several of our operating companies have transactions and balances denominated in currencies other than the U.S. dollar. Most of these transactions and balances are denominated in euros, Canadian dollars, British pounds and Danish krone. Sales by our operating companies whose functional currency is not the U.S. dollar represented approximately 27% of our total net sales for the year ended December 31, 2011 compared to 25% for the year ended December 31, 2010. Unfavorable changes in exchange rates between the U.S. dollar and those currencies could significantly reduce our reported sales and earnings.

We export a significant portion of our products. Difficulties associated with the export of our products could harm our business.

Sales to customers outside the U.S. by our businesses located in the U.S. account for a significant portion of our net sales. These sales accounted for 15% of our net sales for the years ended December 31, 2011 and December 31, 2010. We are subject to risks that could limit our ability to export our products or otherwise reduce the demand for these products in our foreign markets. Such risks include, without limitation, the following:

- unfavorable changes in or noncompliance with U.S. and other jurisdictions' export requirements;
- restrictions on the export of technology and related products;
- unfavorable changes in or noncompliance with U.S. and other jurisdictions' export policies to certain countries;

- unfavorable changes in the import policies of our foreign markets; and
- a general economic downturn in our foreign markets.

The occurrence of any of these events could reduce the foreign demand for our products or could limit our ability to export our products and, therefore, could have a material negative effect on our future sales and earnings.

Economic, political and other risks associated with our international operations could adversely affect our business.

As of and for the year ended December 31, 2011, 29% of our net sales and 21% of our long-lived assets, excluding goodwill and intangibles, were attributable to operations outside the U.S. We expect our international operations to contribute materially to our business for the foreseeable future. Our international operations are subject to varying degrees of risk inherent in doing business outside the U.S. including, without limitation, the following:

- adverse changes in a specific country's or region's political or economic conditions, particularly in emerging markets;
- trade protection measures and import or export requirements;
- subsidies or increased access to capital for firms that are currently, or may emerge as, competitors in countries in which we have operations;
- partial or total expropriation;
- potentially negative consequences from changes in tax laws;
- difficulty in staffing and managing widespread operations;
- differing labor regulations;
- differing protection of intellectual property; and
- unexpected changes in regulatory requirements.

The occurrence of any of these events could materially harm our business.

Our growth strategy includes acquisitions. We may not be able to identify suitable acquisition candidates, complete acquisitions or integrate acquisitions successfully.

Our future growth is likely to depend to some degree on our ability to acquire and successfully integrate new businesses. We intend to continue to seek additional acquisition opportunities both to expand into new markets and to enhance our position in existing markets. There are no assurances, however, that we will be able to successfully identify suitable candidates, negotiate appropriate terms, obtain financing on acceptable terms, complete proposed acquisitions, successfully integrate acquired businesses or expand into new markets. Once acquired, operations may not achieve anticipated levels of revenues or profitability.

Acquisitions involve risks, including difficulties in the integration of the operations, technologies, services and products of the acquired companies and the diversion of management's attention from other business concerns. Although our management will endeavor to evaluate the risks inherent in any particular transaction, there are no assurances that we will properly ascertain all such risks. In addition, prior acquisitions have resulted, and future acquisitions could result, in the incurrence of substantial additional indebtedness and other expenses. Future acquisitions may also result in potentially dilutive issuances of equity securities. Difficulties encountered with acquisitions may have a material adverse effect on our business, financial condition and results of operations.

Product liability, insurance risks and increased insurance costs could harm our operating results.

Our business exposes us to product liability risks in the design, manufacturing and distribution of our products. In addition, certain of our products are used in hazardous environments. We currently have product liability insurance; however, we may not be able to maintain our insurance at a reasonable cost or in sufficient amounts to protect us against losses. We also maintain other insurance policies, including directors' and officers' liability insurance. Our insurance costs increased in prior periods and may continue to increase in the future. We believe that we have adequately accrued estimated losses, principally related to deductible amounts under our insurance policies, with respect to all product liability and other claims, based upon our past experience and available facts. However, a successful product liability or other claim or series of claims brought against us could have a material adverse effect on our business, financial condition and results of operations. In addition, a significant increase in our insurance costs could have an adverse impact on our operating results.

Our operating results could be adversely affected by a reduction of business with our large customers.

In some of our businesses, we derive a significant amount of revenue from large customers. The loss or reduction of any significant contracts with any of these customers could materially reduce our revenue and cash flows. Additionally, many of our customers are government entities. In many situations, government entities can unilaterally terminate or modify our existing contracts without cause and without penalty to the government agency.

We face intense competition. If we do not compete effectively, our business may suffer.

We face intense competition from numerous competitors. Our products compete primarily on the basis of product quality, performance, innovation, technology, price, applications expertise, system and service flexibility and established customer service capabilities. We may not be able to compete effectively on all of these fronts or with all of our competitors. In addition, new competitors may emerge, and product lines may be threatened by new technologies or market trends that reduce the value of these product lines. To remain competitive, we must develop new products, respond to new technologies and periodically enhance our existing products in a timely manner. We anticipate that we may have to adjust prices of many of our products to stay competitive.

Changes in the supply of, or price for, raw materials, parts and components used in our products could affect our business.

The availability and prices of raw materials, parts and components are subject to curtailment or change due to, among other things, suppliers' allocations to other purchasers, interruptions in production by suppliers, changes in exchange rates and prevailing price levels. Some high-performance components for digital imaging products may be in short supply and/or suppliers may have occasional difficulty manufacturing these components to meet our specifications.

In addition, some of our products are provided by sole source suppliers. Any change in the supply of, or price for, these parts and components, as well as any increases in commodity prices, particularly copper, could affect our business, financial condition and results of operations.

Environmental compliance costs and liabilities could increase our expenses and adversely affect our financial condition.

Our operations and properties are subject to laws and regulations relating to environmental protection, including air emissions, water discharges, waste management and workplace safety. These laws and regulations can result in the imposition of substantial fines and sanctions for violations and could require the installation of pollution control equipment or operational changes to limit pollution emissions and/or decrease the likelihood of accidental hazardous substance releases. We must conform our operations and properties to these laws and adapt to regulatory requirements in the countries in which we operate as these requirements change.

We use and generate hazardous substances and wastes in our operations and, as a result, could be subject to potentially material liabilities relating to the investigation and clean-up of contaminated properties and to claims alleging personal injury. We have experienced, and expect to continue to experience, costs relating to compliance with environmental laws and regulations. In connection with our acquisitions, we may assume significant environmental liabilities, some of which we may not be aware of at the time of acquisition. In addition, new laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new clean-up requirements could require us to incur costs or become the basis for new or increased liabilities that could have a material adverse effect on our business, financial condition and results of operations.

Some of the industries in which we operate are cyclical, and, accordingly, our business is subject to changes in the economy.

Some of the business areas in which we operate are subject to specific industry and general economic cycles. Certain businesses are subject to industry cycles, including but not limited to, the industrial and energy markets. Accordingly, any downturn in these or other markets in which we participate could materially adversely affect us. If demand changes and we fail to respond accordingly, our results of operations could be materially adversely affected. The business cycles of our different operations may occur contemporaneously. Consequently, the effect of an economic downturn may have a magnified negative effect on our business.

Our goodwill and intangible assets are valued at an amount that is high relative to our total assets, and a write-off of our intangible assets would negatively affect our results of operations and total capitalization.

Our total assets reflect substantial intangible assets, primarily goodwill. At December 31, 2011, goodwill totaled $2.87 billion compared to $3.20 billion of stockholders' equity, and represented 54% of our total assets of $5.32 billion. The goodwill results from our acquisitions, representing the excess of cost over the fair value of the net assets we have acquired. We assess at least annually whether there has been an impairment in the value of our goodwill and indefinite economic life intangible assets. If future operating performance at one or more of our business units were to fall significantly below current levels, if competing or alternative technologies emerge or if business valuations decline, we could incur a non-cash charge to operating earnings. Any determination requiring the write-off of a significant portion of goodwill or unamortized intangible assets would negatively affect our results of operations and total capitalization, the effect of which could be material.

We depend on our ability to develop new products, and any failure to develop or market new products could adversely affect our business.

The future success of our business will depend, in part, on our ability to design and manufacture new competitive products and to enhance existing products so that our products can be sold with high margins. This product development may require substantial internal investment. There can be no assurance that unforeseen problems will not occur with respect to the development, performance or market acceptance of new technologies or products or that we will otherwise be able to successfully develop and market new products. Failure of our products to gain market acceptance or our failure to successfully develop and market new products could reduce our margins, which would have an adverse effect on our business, financial condition and results of operations.

Our technology is important to our success and our failure to protect this technology could put us at a competitive disadvantage.

Many of our products rely on proprietary technology; therefore we believe that the development and protection of intellectual property rights through patents, copyrights, trade secrets, trademarks, confidentiality agreements and other contractual provisions is important to the future success of our business. Despite our efforts to protect proprietary rights, unauthorized parties or competitors may copy or otherwise obtain and use our products or technology. Current and future actions to enforce these rights may result in substantial costs and diversion of resources and we make no assurances that any such actions will be successful.

Any business disruptions due to political instability, armed hostilities, incidents of terrorism or natural disasters could adversely impact our financial performance.

If terrorist activity, armed conflict, political instability or natural disasters occur in the U.S. or other locations, such events may negatively impact our operations, cause general economic conditions to deteriorate or cause demand for our products to decline. A prolonged economic slowdown or recession could reduce the demand for our products, and therefore, negatively affect our future sales and profits. Any of these events could have a significant impact on our business, financial condition or results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

Our corporate offices, consisting of 22,000 square feet of leased space, are located at 6901 Professional Parkway East, Sarasota, Florida. We have established 114 principal locations around the world to support our operations, of which 53 are manufacturing facilities, and the remaining 61 locations provide sales, service and administrative support functions. We consider our facilities to be in good operating condition and adequate for their present use and believe that we have sufficient capacity to meet our anticipated operating requirements.

The following table summarizes the size, location and usage of our principal properties as of December 31, 2011.

		Office	Office & Manufacturing	
Segment	Region	Leased	Leased	Owned
Industrial Technology		(amounts in thousands of square feet)		
	US	48	294	524
	Canada	36	-	-
	Europe	92	88	485
	Asia	23	-	-
	Mexico	-	60	-
Energy Systems & Controls				
	US	-	262	-
	Canada	-	44	-
	Europe	10	20	128
	Asia	6	30	34
Medical & Scientific Imaging				
	US	89	212	127
	Canada	-	151	-
	Europe	17	44	-
RF Technology				
	US	789	123	-
	Canada	11	-	-
	Europe	15	5	16

ITEM 3. LEGAL PROCEEDINGS

We are defendants in various lawsuits involving product liability, employment practices and other matters, none of which we believe will have a material adverse effect on our consolidated financial position or results of operations. The majority of such claims are subject to insurance coverage.

We and/or one of our subsidiaries are named as defendants, along with many other companies, in asbestos-related personal injury or wrongful death actions. The allegations in these actions are vague, general and speculative. Given the state of these claims, it is not possible to determine the potential liability, if any.

ITEM 4. MINE SAFETY DISCLOSURES

None

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock trades on the NYSE under the symbol "ROP". The table below sets forth the range of high and low sales prices for our common stock as reported by the NYSE as well as cash dividends declared during each of our 2011 and 2010 quarters.

		High	Low	Cash Dividends Declared
2011	**4th Quarter**	**$ 88.42**	**$ 66.40**	**$ 0.1375**
	3rd Quarter	**83.75**	**68.91**	**0.1100**
	2nd Quarter	**88.45**	**78.30**	**0.1100**
	1st Quarter	**87.49**	**73.56**	**0.1100**
2010	4th Quarter	$ 78.43	$ 64.98	$ 0.1100
	3rd Quarter	65.59	54.78	0.0950
	2nd Quarter	63.91	55.47	0.0950
	1st Quarter	58.34	50.08	0.0950

Based on information available to us and our transfer agent, we believe that as of February 17, 2012 there were 205 record holders of our common stock.

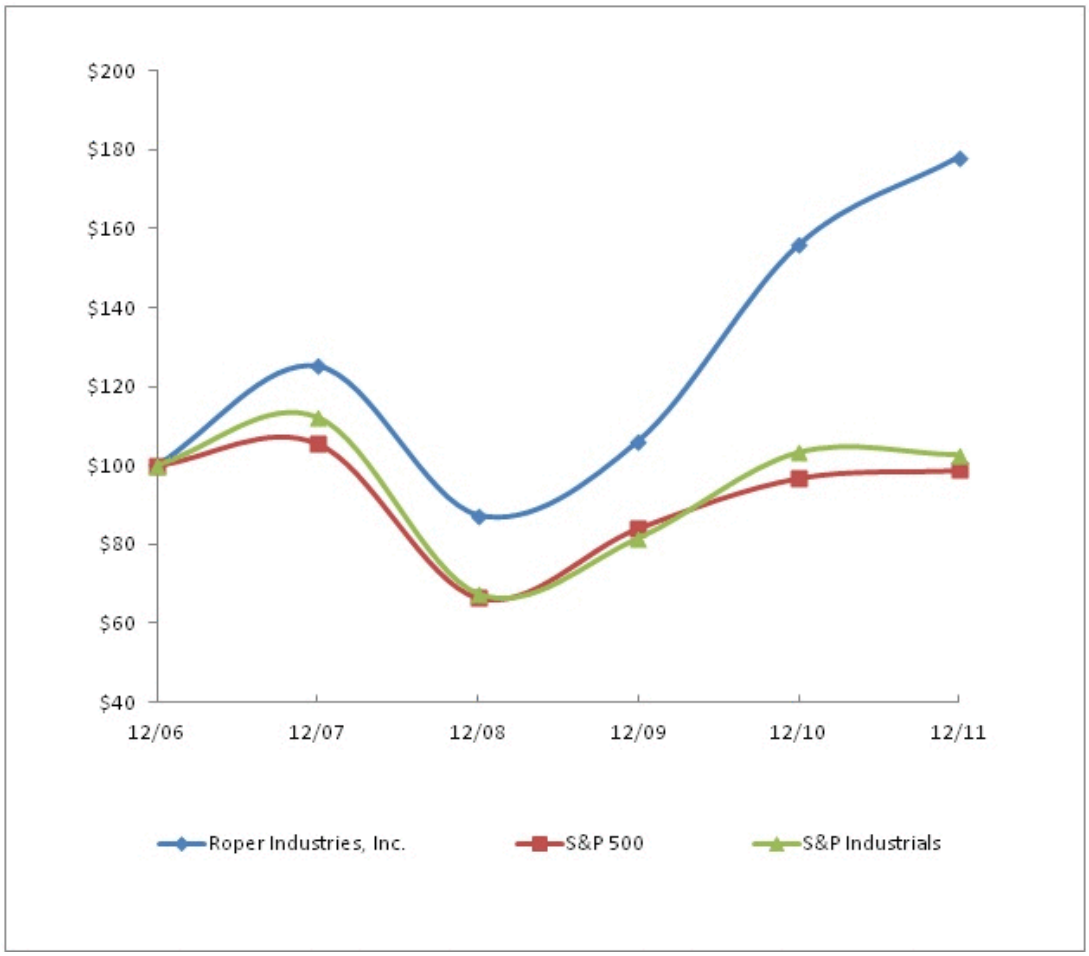
Dividends – We have declared a cash dividend in each quarter since our February 1992 initial public offering and we have annually increased our dividend rate since our initial public offering. In November 2011, our Board of Directors increased the quarterly dividend paid January 27, 2012 to $0.1375 per share from $0.1100 per share, an increase of 25.0%. The timing, declaration and payment of future dividends will be at the sole discretion of our Board of Directors and will depend upon our profitability, financial condition, capital needs, future prospects and other factors deemed relevant by our Board of Directors.

Recent Sales of Unregistered Securities - In 2011, there were no sales of unregistered securities.

Performance Graph - This performance graph shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Exchange Act.

The following graph compares, for the five year period ended December 31, 2011, the cumulative total stockholder return for our common stock, the Standard and Poor's 500 Stock Index (the "S&P 500") and the Standard and Poor's 500 Industrials Index (the "S&P 500 Industrials"). Measurement points are the last trading day of each of our fiscal years ended December 31, 2006, 2007, 2008, 2009, 2010 and 2011. The graph assumes that $100 was invested on December 31, 2006 in our common stock, the S&P 500 and the S&P 500 Industrials and assumes reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance.

	12/31/06	12/31/07	12/31/08	12/31/09	12/31/10	12/31/11
Roper Industries, Inc.	100.00	125.05	87.27	106.07	155.82	178.09
S&P 500	100.00	105.49	66.46	84.05	96.71	98.75
S&P 500 Industrials	100.00	112.03	67.30	81.39	103.15	102.54



The information set forth in Item 12 under the heading "Securities Authorized for Issuance under Equity Compensation Plans" is incorporated herein by reference.

ITEM 6. SELECTED FINANCIAL DATA

You should read the table below in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our Consolidated Financial Statements and related notes included in this Annual Report (amounts in thousands, except per share data).

	As of and for the Years ended December 31,				
	2011[1]	**2010[2]**	**2009[3]**	**2008[4]**	**2007[5]**
Operations data:					
Net sales	**$ 2,797,089**	$ 2,386,112	$ 2,049,668	$ 2,306,371	$ 2,102,049
Gross profit	**1,515,564**	1,275,126	1,043,138	1,188,288	1,058,395
Income from operations	**660,539**	514,294	395,396	486,161	438,354
Net earnings	**427,247**	322,580	239,481	281,874	245,705
Per share data:					
Basic earnings per share	**$ 4.45**	$ 3.42	$ 2.64	$ 3.15	$ 2.78
Diluted earnings per share	**4.34**	3.34	2.58	3.01	2.64
Dividends declared	**0.4675**	0.3950	0.3425	0.3000	0.2675
Balance sheet data:					
Working capital	**$ 561,277**	$ 458,446	$ 392,734	$ 239,400	$ 291,047
Total assets	**5,319,417**	5,069,524	4,327,736	3,971,538	3,453,184
Long-term debt, less current portion	**1,015,110**	1,247,703	1,040,962	1,033,689	727,489
Stockholders' equity	**3,195,096**	2,750,907	2,421,490	2,003,934	1,794,643

(1) Includes results from the acquisitions of NDI Holding Corp. from June 3, 2011, United Controls Group, Inc. from September 26, 2011 and Trinity Integrated Systems Ltd. from December 1, 2011.

(2) Includes results from the acquisitions of Heartscape, Inc. from February 22, 2010 and iTradeNetwork, Inc. from July 27, 2010.

(3) Includes results from the acquisitions of United Toll Systems, LLC from October 30, 2009 and Verathon, Inc. from December 3, 2009.

(4) Includes results from the acquisitions of CBORD Holdings Corp. from February 20, 2008, Chalwyn Ltd. from June 18, 2008, Getloaded.com, LLC from July 17, 2008, Horizon Software Holdings, Inc. from August 27, 2008 and Technolog Holdings Ltd. from September 10, 2008.

(5) Includes results from the acquisitions of JLT Mobile Computers, Inc. from February 21, 2007, DJ Instruments from February 28, 2007, Roda Deaco Valve, Ltd. from March 22, 2007, Dynamic Instruments, Inc. from June 21, 2007, and Black Diamond Advanced Technology, LLC from September 24, 2007.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with "Selected Financial Data" and our Consolidated Financial Statements and related notes included in this Annual Report.

Overview

We are a diversified growth company that designs, manufactures and distributes energy systems and controls, medical and scientific imaging products and software, industrial technology products and radio frequency products and services. We market these products and services to selected segments of a broad range of markets including RF applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

We pursue consistent and sustainable growth in earnings and cash flow by emphasizing continuous improvement in the operating performance of our existing businesses and by acquiring other carefully selected businesses. Our acquisitions have represented both bolt-ons and new strategic platforms. On June 3, 2011, we purchased the assets of NDI Holding Corp. ("Northern Digital"), a provider of 3-D measurement technology for medical applications in computer-assisted surgery and computer-assisted therapy. On September 26, 2011, we purchased the shares of United Controls Group, Inc. ("UCG"), a manufacturer of control systems in the oil and gas industry. On December 1, 2011, we purchased the shares of Trinity Integrated Systems Ltd. ("Trinity"), a specialist provider of requirements capture, safety lifecycle management and engineering software tools, and safety and control system solutions to the oil and gas, industrial process and control markets.

Application of Critical Accounting Policies

Our Consolidated Financial Statements are prepared in conformity with generally accepted accounting principles in the United States ("GAAP"). A discussion of our significant accounting policies can also be found in the notes to our Consolidated Financial Statements for the year ended December 31, 2011 included in this Annual Report.

GAAP offers acceptable alternative methods for accounting for certain issues affecting our financial results, such as determining inventory cost, depreciating long-lived assets and recognizing revenue. We have not changed the application of acceptable accounting methods or the significant estimates affecting the application of these principles in the last three years in a manner that had a material effect on our financial statements.

The preparation of financial statements in accordance with GAAP requires the use of estimates, assumptions, judgments and interpretations that can affect the reported amounts of assets, liabilities, revenues and expenses, the disclosure of contingent assets and liabilities and other supplemental disclosures.

The development of accounting estimates is the responsibility of our management. Our management discusses those areas that require significant judgments with the audit committee of our Board of Directors. The audit committee has reviewed all financial disclosures in our annual filings with the SEC. Although we believe the positions we have taken with regard to uncertainties are reasonable, others might reach different conclusions and our positions can change over time as more information becomes available. If an accounting estimate changes, its effects are accounted for prospectively or through a cumulative catch up adjustment.

Our most significant accounting uncertainties are encountered in the areas of accounts receivable collectibility, inventory valuation, future warranty obligations, revenue recognition (percentage-of-completion), income taxes and goodwill and indefinite-lived asset analyses. These issues, except for income taxes, which are not allocated to our business segments, affect each of our business segments. These issues are evaluated using a combination of historical experience, current conditions and relatively short-term forecasting.

Accounts receivable collectibility is based on the economic circumstances of customers and credits given to customers after shipment of products, including in certain cases credits for returned products. Accounts receivable are regularly reviewed to determine customers who have not paid within agreed upon terms, whether these amounts are consistent with past experiences, what historical experience has been with amounts deemed uncollectible and the impact that economic conditions might have on collection efforts in general and with specific customers. The returns and other sales credit allowance is an estimate of customer returns, exchanges, discounts or other forms of anticipated concessions and is treated as a reduction in revenue. The returns and other sales credits histories are analyzed to determine likely future rates for such credits. At December 31, 2011, our allowance for doubtful accounts receivable was $8.2 million and our allowance for sales returns and sales credits was $2.4 million, for a total of $10.6 million, or 2.4% of total gross accounts receivable. This percentage is influenced by the risk profile of the underlying receivables, and the timing of write-offs of accounts deemed uncollectible. The total allowance at December 31, 2011 was $0.3 million higher than at December 31, 2010. The allowance will continue to fluctuate as a percentage of sales based on specific identification of allowances needed due to changes in our business as well as the write-off of uncollectible receivables.

We regularly compare inventory quantities on hand against anticipated future usage, which we determine as a function of historical usage or forecasts related to specific items in order to evaluate obsolescence and excessive quantities. When we use historical usage, this information is also qualitatively compared to business trends to evaluate the reasonableness of using historical information as an estimate of future usage. At December 31, 2011, inventory reserves for excess and obsolete inventory were $35.2 million, or 14.7% of gross inventory cost, as compared to $32.5 million, or 15.4% of gross inventory cost, at December 31, 2010. The inventory reserve as a percent of gross inventory cost will continue to fluctuate based upon specific identification of reserves needed based upon changes in our business as well as the physical disposal of obsolete inventory.

Most of our sales are covered by warranty provisions that generally provide for the repair or replacement of qualifying defective items for a specified period after the time of sale, typically 12 months. Future warranty obligations are evaluated using, among other factors, historical cost experience, product evolution and customer feedback. Our expense for warranty obligations was less than 1% of net sales for each of the years ended December 31, 2011, 2010, and 2009.

Revenues related to the use of the percentage-of-completion method of accounting are dependent on total costs incurred compared with total estimated costs for a

project. During the year ended December 31, 2011, we recognized revenue of approximately $151.5 million using this method, primarily for major turn-key, longer term toll and traffic and energy projects. Approximately $131.0 million and $142.5 million of revenue was recognized using this method during the years ended December 31, 2010 and December 31, 2009, respectively. At December 31, 2011, $132.1 million of revenue related to unfinished percentage-of-completion contracts had yet to be recognized. Contracts accounted for under this method are generally not significantly different in profitability from revenues accounted for under other methods.

Income taxes can be affected by estimates of whether and within which jurisdictions future earnings will occur and if, how and when cash is repatriated to the U.S., combined with other aspects of an overall income tax strategy. Additionally, taxing jurisdictions could retroactively disagree with our tax treatment of certain items, and some historical transactions have income tax effects going forward. Accounting rules require these future effects to be evaluated using current laws, rules and regulations, each of which can change at any time and in an unpredictable manner. During 2011, our effective income tax rate was 29.4%, which was higher than the 2010 rate of 28.1% due primarily to a foreign tax credit received in 2010 which did not recur in 2011.

We account for goodwill in a purchase business combination as the excess of the cost over the fair value of net assets acquired. Business combinations can also result in other intangible assets being recognized. Amortization of intangible assets, if applicable, occurs over their estimated useful lives. Goodwill, which is not amortized, is tested for impairment on an annual basis (or an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value) using a two-step process. The first step of the process utilizes both an income approach (discounted cash flows) and a market approach consisting of a comparable public company earnings multiples methodology to estimate the fair value of a reporting unit. To determine the reasonableness of the estimated fair values, we review the assumptions to ensure that neither the income approach nor the market approach provides significantly different valuations. If the estimated fair value exceeds the carrying value, no further work is required and no impairment loss is recognized. If the carrying value exceeds the estimated fair value, the goodwill of the reporting unit is potentially impaired and then the second step would be completed in order to measure the impairment loss by calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets (including unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss would be recognized.

Key assumptions used in the income and market methodologies are updated when the analysis is performed for each reporting unit. Various assumptions are utilized including forecasted operating results, strategic plans, economic projections, anticipated future cash flows, the weighted average cost of capital, comparable transactions, market data and earnings multiples. The assumptions that have the most significant effect on the fair value calculations are the anticipated future cash flows, discount rates, and the earnings multiples. While we use reasonable and timely information to prepare our cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances.

Total goodwill includes 26 reporting units with individual amounts ranging from zero to $536 million. We concluded that the fair value of each of our reporting units was substantially in excess of its carrying value as of December 31, 2011, and thus no goodwill impairment was identified.

Identifiable intangible assets that are determined to have an indefinite useful economic life are not amortized, but separately tested for impairment annually using a one-step fair value based approach. Roper conducts these reviews for all of its reporting units and indefinite lived intangibles during the fourth quarter of the fiscal year or on an interim basis if an event occurs that it is more likely than not the fair value of the intangible asset is below its carrying value. No impairment resulted from the annual reviews performed in 2011.

Roper evaluates whether there has been an impairment of identifiable intangible assets with definite useful economic lives, or of the remaining life of such assets, when certain indicators of impairment are present. In the event that facts and circumstances indicate that the cost or remaining period of amortization of any asset may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future gross, undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to fair value or a revision in the remaining amortization period is required.

Results of Operations

The following table sets forth selected information for the years indicated. Dollar amounts are in thousands and percentages are of net sales. Amounts may not foot due to rounding.

	Years ended December 31,		
	2011	**2010**	**2009**
Net sales			
Industrial Technology	**$ 737,356**	$ 607,564	$ 536,219
Energy Systems and Controls[1]	**597,802**	503,897	440,919
Medical and Scientific Imaging[2]	**610,617**	548,718	354,776
RF Technology[3]	**851,314**	725,933	717,754
Total	**$ 2,797,089**	$ 2,386,112	$ 2,049,668
Gross profit:			
Industrial Technology	**49.8%**	51.0%	47.6%
Energy Systems and Controls	**55.5**	53.7	53.1
Medical and Scientific Imaging	**63.3**	61.3	56.5
RF Technology	**50.6**	49.4	49.3
Total	**54.2**	53.4	50.9
Operating profit:			
Industrial Technology	**28.2%**	26.7%	23.1%
Energy Systems and Controls	**26.4**	23.9	21.0
Medical and Scientific Imaging	**24.3**	23.8	20.9
RF Technology	**23.8**	20.8	21.5
Total	**25.6**	23.6	21.7
Corporate administrative expenses	**(2.0)%**	(2.1)%	(2.4)%
Income from continuing operations	**23.6**	21.6	19.3
Interest expense, net	**(2.3)**	(2.8)	(2.9)
Other income/(expense)	**0.3**	-	0.2
Income from continuing operations before taxes	**21.6**	18.8	16.6
Income taxes	**(6.4)**	(5.3)	(4.9)
Net earnings	**15.3%**	13.5%	11.7%

(1) Includes results from the acquisitions of UCG from September 26, 2011 and Trinity from December 1, 2011.
(1) Includes results from the acquisitions of Verathon from December 3, 2009, Heartscape from February 22, 2010 and Northern Digital from June 3, 2011.
(3) Includes results from the acquisitions of UTS from October 30, 2009 and iTrade from July 27, 2010.

Year Ended December 31, 2011 Compared to Year Ended December 31, 2010

Net sales for the year ended December 31, 2011 were $2.78 billion as compared to sales of $2.39 billion for the year ended December 31, 2010, an increase of 17.2%. The increase was the result of organic sales growth of 12.7%, favorable effect from foreign exchange of 1.4% and 3.1% from acquisitions.

Our Medical and Scientific Imaging segment reported a $61.9 million or 11.3% increase in net sales for the year ended December 31, 2011 over the year ended December 31, 2010. Acquisitions added $26.1 million in sales, while organic sales increased 5.1% due to increased sales in our electron microscopy and medical businesses. The impact from foreign exchange was a positive 1.4%.

In our Energy Systems and Controls segment, net sales for the year ended December 31, 2011 increased by $93.9 million or 18.6% over the year ended December 31, 2010. Organic sales increased 15.9% while acquisitions added $4 million, or 0.8%. The increase in organic sales was primarily due to increased demand in industrial process end markets and growth in our diesel engine safety systems. The impact from foreign exchange was a positive 2.0%.

Net sales for our Industrial Technology segment increased by $129.8 million or 21.4% for the year ended December 31, 2011 over the year ended December 31, 2010. The increase was due to broad-based growth in all businesses in the segment, with particular strength in our materials testing business and fluid handling businesses, as well as a positive 1.8% impact from foreign exchange.

In our RF Technology segment, net sales for the year ended December 31, 2011 increased by $125.4 million or 17.3% over the year ended December 31, 2010. Organic sales increased 10.3% due to strength in sales to colleges and universities, growth in our water and gas network monitoring products and growth in our toll and traffic solutions. Foreign exchange added 0.7% to revenue and acquisitions added 6.3%.

Our overall gross profit percentage was 54.2% for the year ended December 31, 2011, as compared to 53.4% for the year ended December 31, 2010. Our Energy Systems and Controls and RF Technology segments both experienced higher gross margins due to higher sales volume while maintaining a relatively flat cost structure. Our Medical and Scientific Imaging segment gross margins increased primarily due to additional sales from medical products which have a higher gross margin. Our Industrial Technology segment gross margins decreased slightly due to product mix.

Selling, general and administrative ("SG&A") expenses increased $94.2 million to $855.0 million in 2011 as compared to $760.8 million in 2010, while decreasing as a percentage of net sales to 30.6% for the year ended December 31, 2011 as compared to 31.9% for the year ended December 31, 2010. The decrease in percentage of net sales is due to operating leverage on higher sales volume, offset in part by increased research and development spending of $19 million as we continued to invest in new product development.

Interest expense decreased $2.9 million, or 4.3%, for the year ended December 31, 2011 compared to the year ended December 31, 2010. The decrease is due primarily to lower average debt balances and higher interest income throughout 2011.

Other income for the year ended December 31, 2011 was $8.1 million, which was primarily due to a currency remeasurement gain on an intercompany note. Other income for the year ended December 31, 2010 was $0.6 million, primarily due to gain on sale of assets offset by foreign exchange losses at our non-U.S. based companies.

During 2011, our effective income tax rate was 29.4% versus 28.1% in 2010. This increase was due primarily to a foreign tax credit received in 2010 which did not recur in 2011.

At December 31, 2011, the functional currencies of our Canadian and most of our European subsidiaries were weaker against the U.S. dollar compared to currency exchange rates at December 31, 2010. The net result of these changes led to a decrease in the foreign exchange component of comprehensive earnings of $11.0 million in the year ending December 31, 2011. Approximately $5.1 million of these adjustments related to goodwill and are not expected to directly affect our projected future cash flows. For the entire year of 2011, operating profit increased by 1.4% due to fluctuations in non-U.S. currencies.

The following table summarizes our net order information for the years ended December 31, 2011 and 2010 (dollar amounts in thousands).

	2011	2010	change
Industrial Technology	$ 767,020	$ 669,882	14.5%
Energy Systems and Controls	608,538	538,861	12.9
Medical and Scientific Imaging	612,787	578,957	5.8
RF Technology	834,903	748,536	11.5
Total	$ 2,823,248	$ 2,536,236	11.3%

The increase in orders was due to internal growth of 8.3%, as well as orders from acquisitions which added $78 million. Our Industrial Technology, Energy Systems and Controls and RF Technology segments experienced strong internal growth throughout 2011. Our Medical and Scientific Imaging segment experienced moderate internal growth.

The following table summarizes order backlog information at December 31, 2011 and 2010 (dollar amounts in thousands). Our policy is to include in backlog only orders scheduled for shipment within twelve months.

	2011	2010	change
Industrial Technology	$ 141,836	$ 113,981	24.4%
Energy Systems and Controls	120,497	104,466	15.3
Medical and Scientific Imaging	118,609	103,796	14.3
RF Technology	447,355	463,115	(3.4)
Total	$ 828,297	$ 785,358	5.5%

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009

Net sales for the year ended December 31, 2010 were $2.39 billion as compared to sales of $2.05 billion for the year ended December 31, 2009, an increase of 16.4%. The increase was the result of internal sales growth of 7.8% as well as a full year of sales from our 2009 acquisitions of UTS and Verathon and five months of sales from iTrade. Net sales of these acquisitions accounted for approximately $179 million of additional sales in 2010 over 2009.

Our Medical and Scientific Imaging segment reported a $193.9 million or 54.7% increase in net sales for the year ended December 31, 2010 over the year ended December 31, 2009. Acquisitions added $147.9 million in sales, while organic sales increased 12.5% due to broad-based increases in medical, imaging and handheld computer markets. The impact from foreign exchange was a positive 1.0%, resulting in internal growth of 13.5%.

In our Energy Systems and Controls segment, net sales for the year ended December 31, 2010 increased by $63.0 million or 14.3% over the year ended December 31, 2009. The increase in sales was due to broad-based recovery in the markets served by the segment which led to increased demand for our instruments, valves and sensors sold into these markets.

Net sales for our Industrial Technology segment increased by $71.3 million or 13.3% for the year ended December 31, 2010 over the year ended December 31, 2009. The increase was due to a broad based economic recovery in the industrial end markets, strong sales growth in our Neptune water meter business and increased sales in our materials testing businesses as customer manufacturing facilities which had experienced slowdowns or temporary shutdowns in 2009 came back on line or increased production.

In our RF Technology segment, net sales for the year ended December 31, 2010 increased by $8.2 million or 1.1% over the year ended December 31, 2009. Internal sales decreased 3.2% due to delays in transportation projects due to temporary reductions in state and local governmental funding. Partial year results from the acquisition of iTrade and full-year results of UTS added 4.3%.

In 2009, in order to mitigate the effects of the weakened global economy on our financial results, we committed to certain severance and related cost-control

actions. The cost of these actions during the year ended December 31, 2009 totaled $12.4 million, $4.1 million of which was recorded as cost of goods sold and the remaining $8.3 million as SG&A expense. We had no additional material severance and related cost control actions in 2010 or 2011.

Our overall gross profit percentage was 53.4% for the year ended December 31, 2010, as compared to 50.9% for the year ended December 31, 2009. Our Industrial Technology and Energy Systems and Controls segments both experienced higher gross margins due to higher sales volume while maintaining a relatively flat cost structure. Our Medical and Scientific Imaging segment gross margins increased primarily due to additional sales from medical products which have a higher gross margin. Our RF Technology segment gross margins were relatively unchanged.

Selling, general and administrative expenses increased $113.1 million to $760.8 million in 2010 as compared to $647.7 million in 2009, while increasing as a percentage of net sales to 31.9% for the year ended December 31, 2010 as compared to 31.6% for the year ended December 31, 2009. The full year inclusion of Verathon accounted for $72 million of the increase. In addition, our research and development spending increased $19 million as we continued to invest in new product development.

Interest expense increased $8.0 million, or 13.6%, for the year ended December 31, 2010 compared to the year ended December 31, 2009. The increase is due primarily to higher interest rates in the current year, which accounted for approximately $5 million of the increase, and a higher average debt balance throughout 2010.

Other income for the year ended December 31, 2010 was $0.6 million, which was primarily due to gain on sale of assets offset by foreign exchange losses. Other income for the year ended December 31, 2009 was $3.5 million, primarily due to a pre-tax gain of $4.1 million related to the sale of certain assets of our satellite communications business, partially offset by a $0.4 million pre-tax debt extinguishment charge for the early repayment of our term loan and foreign exchange losses at our non-U.S. based companies.

During 2010, our effective income tax rate was 28.1% versus 29.5% in 2009. This decrease was due primarily to certain foreign tax planning initiatives and an increase in the Section 199 qualifying production activities deduction.

At December 31, 2010, the functional currencies of our European subsidiaries were weaker, and the Canadian dollar stronger, against the U.S. dollar compared to currency exchange rates at December 31, 2009. The net result of these changes led to a decrease in the foreign exchange component of comprehensive earnings of $19.8 million in the year ending December 31, 2010. Approximately $15.5 million of these adjustments related to goodwill and are not expected to directly affect our projected future cash flows. For the entire year of 2010, operating profit decreased by less than 0.5% due to fluctuations in non-U.S. currencies.

The following table summarizes our net order information for the years ended December 31, 2010 and 2009 (dollar amounts in thousands).

	2010	2009	change
Industrial Technology	$ 669,882	$ 528,208	26.8%
Energy Systems and Controls	538,861	427,003	26.2
Medical and Scientific Imaging	578,957	349,132	65.8
RF Technology	748,536	719,666	4.0
Total	$ 2,536,236	$ 2,024,009	25.3%

The increase in orders was due to internal growth of 15.8%, as well as orders from acquisitions which added $195 million. Our Industrial Technology and Energy Systems and Controls segments experienced strong internal growth throughout 2010, as did our Medical and Scientific Imaging segment which also experienced an increase of $159 million due to 2009 acquisitions. In our RF Technology segment, internal orders decreased by 1.1%, which was more than offset by acquisition growth.

The following table summarizes order backlog information at December 31, 2010 and 2009 (dollar amounts in thousands). Our policy is to include in backlog only orders scheduled for shipment within twelve months.

	2010	2009	change
Industrial Technology	$ 113,981	$ 52,079	118.9%
Energy Systems and Controls	104,466	70,901	47.3
Medical and Scientific Imaging	103,796	73,747	40.7
RF Technology	463,115	368,762	25.6
Total	$ 785,358	$ 565,489	38.9%

Financial Condition, Liquidity and Capital Resources

Selected cash flows for the years ended December 31, 2011, 2010 and 2009 are as follows (in millions):

	2011	**2010**	**2009**
Cash provided by/(used in):			
Operating activities	$ 601.6	$ 499.5	$ 367.5
Investing activities	(275.7)	(563.3)	(374.2)
Financing activities	(256.7)	167.6	(13.6)

Operating activities - The increase in cash provided by operating activities in 2011 was primarily due to higher earnings over the prior year and increased intangible amortization related to recent acquisitions, offset partially by higher inventory levels and lower accounts payable balances at year end.

Investing activities - Cash used by investing activities during 2011, 2010, and 2009 was primarily for business acquisitions.

Financing activities - Cash used by financing activities in all periods was primarily debt repayments as well as dividends paid to stockholders. Cash provided by financing activities during 2010 and 2009 was primarily debt borrowings for acquisitions partially offset by debt payments made using cash from operations, and in 2009 also included $121 million of proceeds from issuance of common stock, net of issuance costs.

Net working capital (current assets, excluding cash, less total current liabilities, excluding debt) was $293.1 million at December 31, 2011 compared to $281.4 million at December 31, 2010. We acquired net working capital of $5.2 million through business acquisitions during 2011.

Total debt was $1.1 billion at December 31, 2011 (25.4% of total capital) compared to $1.3 billion at December 31, 2010 (32.8% of total capital). Our decreased debt at December 31, 2011 compared to December 31, 2010 was due to debt payments made using cash from operations.

Our senior unsecured credit facility originally consisted of a two year $350 million term loan and a five year $750 million revolving loan; however, the term loan portion was repaid in September 2009 and cannot be reborrowed. At December 31, 2011, our debt consisted of $67.2 million in senior subordinated convertible notes due 2034, $500 million of senior notes due 2013 and $500 million of senior notes due 2019. In addition, we had $6.1 million of other debt in the form of capital leases and several smaller facilities that allow for borrowings or the issuance of letters of credit in foreign locations to support our non-U.S. businesses. We had $49.6 million of outstanding letters of credit at December 31, 2011, of which $43.5 million was covered by our lending group, thereby reducing its remaining revolving credit capacity commensurately.

The cash and short-term investments at our foreign subsidiaries at December 31, 2011 totaled $164 million. Repatriation of these funds under current regulatory and tax law for use in domestic operations would expose us to additional taxes. We consider this cash to be permanently reinvested. We expect that cash flows from existing business combined with our available borrowing capacity will be sufficient to fund operating requirements in the U.S.

We were in compliance with all debt covenants related to our credit facilities throughout the year ended December 31, 2011.

Capital expenditures of $40.7 million, $28.6 million and $25.9 million were incurred during 2011, 2010, and 2009, respectively. In the future, we expect capital expenditures as a percentage of sales to be between 1.0% and 1.5% of annual net sales.

Description of Certain Indebtedness

Senior Unsecured Credit Facility - On July 7, 2008, we entered into a senior unsecured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders. The credit facility is composed of a five year $750 million revolving credit facility maturing July 7, 2013 and, as originally issued, a $350 million term loan facility originally maturing July 7, 2010. The $350 million term loan was repaid early in September 2009. We may also, subject to compliance with specified conditions, request additional term loans or revolving credit commitments in an aggregate amount not to exceed $350 million.

The credit facility contains affirmative and negative covenants which, among other things, limit our ability to incur new debt, prepay subordinated debt, make certain investments and acquisitions, sell assets and grant liens, make restricted payments (including the payment of dividends on our common stock) and capital expenditures, or change our line of business. We also are subject to financial covenants which require us to limit our consolidated total leverage ratio and to maintain a consolidated interest coverage ratio. The most restrictive covenant is the consolidated total leverage ratio which is limited to 3.5.

Senior Notes due 2019 - In September 2009, we completed a public offering of $500 million aggregate principal amount of 6.25% senior unsecured notes due September 2019. Net proceeds of $496 million were used to pay off our $350 million term loan originally due July 2010 and the outstanding revolver balance under our credit facility. We recorded a $0.4 million non-cash debt extinguishment charge related to the early repayment of the term loan portion of the facility.

The notes bear interest at a fixed rate of 6.25% per year, payable semi-annually in arrears on March 1 and September 1 of each year, beginning March 1, 2010.

We may redeem some of all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of our existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of our subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

Senior Notes due 2013 - On August 6, 2008, we issued $500 million aggregate principal amount of 6.625% senior notes due August 15, 2013. These notes bear interest at a fixed rate of 6.625% per year, payable semi-annually in arrears on February 15 and August 15 of each year, beginning February 15, 2009. The interest payable on the notes is subject to adjustment if either Moody's Investors Service or Standard & Poor's Ratings Services downgrades the rating assigned to the notes.

We may redeem some or all of the notes at any time or from time to time, at 100% of their principal amount plus a make-whole premium based on a spread to U.S. Treasury securities as described in the indenture relating to the notes.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of our existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any of our existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of our subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

During 2009 we entered into an aggregate notional amount of $500 million in interest rate swaps designated as fair value hedges, which effectively changed our

$500 million senior notes due 2013 with a fixed interest rate of 6.625% to a variable rate obligation at a weighted average spread of 4.377% plus the three month London Interbank Offered Rate ("LIBOR"). Due to the application of fair value hedge accounting for the swaps, the notes are shown in the balance sheet net of an $11.7 million fair value adjustment at December 31, 2011 and $14.1 million at December 31, 2010.

Senior Subordinated Convertible Notes - In December 2003, we issued $230 million of senior subordinated convertible notes at an original issue discount of 60.498%, resulting in an effective yield of 3.75% per year to maturity. Interest on the notes was payable semi-annually, beginning July 15, 2004, until January 15, 2009, after which cash interest is not paid on the notes prior to maturity unless contingent cash interest becomes payable. As of January 15, 2009, interest is recognized at the effective rate of 3.75% and represents accrual of original issue discount, excluding any contingent cash interest that may become payable. We will pay contingent cash interest to the holders of the notes during any six month period commencing after January 15, 2009 if the average trading price of a note for a five trading day measurement period preceding the applicable six month period equals 120% or more of the sum of the issue price, accrued original issue discount and accrued cash interest, if any, for such note. The contingent cash interest payable per note in respect of any six month period will equal the annual rate of 0.25%. In accordance with this criterion, contingent interest has been paid for each six month period since January 15, 2009.

The notes are unsecured senior subordinated obligations, rank junior to our existing and future senior secured indebtedness and rank equally with our existing and future senior subordinated indebtedness.

As originally issued, each $1,000 principal amount of the notes will be convertible at the option of the holder into 12.422 shares of our common stock (giving effect to the 2-for-1 stock split effective August 26, 2005 and subject to further adjustment), if (i) the sale price of our common stock reaches, or the trading price of the notes falls below, specified thresholds, (ii) if the notes are called for redemption or (iii) if specified corporate transactions have occurred. Upon conversion, we would have the right to deliver, in lieu of common stock, cash or a combination of cash and common stock. On November 19, 2004, we began a consent solicitation to amend the notes such that we would pay the same conversion value upon conversion of the notes, but would change how the conversion value is paid. In lieu of receiving exclusively shares of common stock or cash upon conversion, noteholders would receive cash up to the value of the accreted principal amount of the notes converted and, at our option, any remainder of the conversion value would be paid in cash or shares of common stock. The consent solicitation was successfully completed on December 6, 2004 and the amended conversion provisions were adopted.

As of September 30, 2005, the senior subordinated convertible notes were reclassified from long term to short term debt as the notes became convertible on October 1, 2005 based upon our common stock trading above the trigger price for at least 20 trading days during the 30 consecutive trading-day period ending on September 30, 2005.

Holders may require us to purchase all or a portion of their notes on January 15, 2014, January 15, 2019, January 15, 2024, and January 15, 2029, at stated prices plus accrued cash interest, if any, including contingent cash interest, if any. We may only pay the purchase price of such notes in cash and not in common stock.

We may redeem for cash all or a portion of the notes at any time at redemption prices equal to the sum of the issue price plus accrued original issue discount and accrued cash interest, if any, including contingent cash interest, if any, on such notes to the applicable redemption date.

The Company includes in its diluted weighted-average common share calculation an increase in shares based upon the difference between our average closing stock price for the period and the conversion price of $31.80, plus accretion. This is calculated using the treasury stock method.

Contractual Cash Obligations and Other Commercial Commitments and Contingencies

The following tables quantify our contractual cash obligations and commercial commitments at December 31, 2011 (in thousands).

		Payments Due in Fiscal Year					
Contractual Cash Obligations[1]	**Total**	**2012**	**2013**	**2014**	**2015**	**2016**	**Thereafter**
Long-term debt	$ 1,079,916	$ 67,975	$ 511,719	$ 67	$ 67	$ 53	$ 500,035
Senior note interest[2]	239,583	31,250	31,250	31,250	31,250	31,250	83,333
Capital leases	5,100	1,931	1,312	721	489	440	207
Operating leases	126,126	33,262	26,525	22,454	17,314	12,590	13,981
Total	$ 1,450,725	$ 134,418	$ 570,806	$ 54,492	$ 49,120	$ 44,333	$ 597,556

		Amounts Expiring in Fiscal Year					
Other Commercial Commitments	**Total Amount Committed**	**2012**	**2013**	**2014**	**2015**	**2016**	**Thereafter**
Standby letters of credit and bank guarantees	$ 49,608	$ 36,765	$ 7,330	$ 542	$ 731	$ 826	$ 3,414

1. We have excluded $19.6 million related to the liability for uncertain tax positions from the tables as the current portion is not material, and we are not able to reasonably estimate the timing of the long term portion of the liability. See Note 8 of the notes to Consolidated Financial Statements.
2. We have excluded interest on the senior notes due 2013, as they have been effectively converted to variable rate debt due to interest rate swaps. See "Description of Certain Indebtedness" above.

At December 31, 2011, we had outstanding surety bonds of $313 million.

At December 31, 2011 and 2010, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

We believe that internally generated cash flows and the remaining availability under our credit facilities will be adequate to finance normal operating requirements and future acquisition activities. Although we maintain an active acquisition program, any future acquisitions will be dependent on numerous factors and it is not feasible to reasonably estimate if or when any such acquisitions will occur and what the impact will be on our activities, financial condition and results of operations. We may also explore alternatives to attract additional capital resources.

We anticipate that our recently acquired businesses as well as our other businesses will generate positive cash flows from operating activities, and that these cash flows will permit the reduction of currently outstanding debt in accordance with the repayment schedule. However, the rate at which we can reduce our debt during 2012 (and reduce the associated interest expense) will be affected by, among other things, the financing and operating requirements of any new acquisitions and the financial performance of our existing companies. None of these factors can be predicted with certainty.

Recently Issued Accounting Standards

See Note 1 of our notes to Consolidated Financial Statements for information regarding the effect of new accounting pronouncements on our financial statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to interest rate risks on our outstanding borrowings, and to foreign currency exchange risks on our transactions denominated in currencies other than the U.S. dollar. We are also exposed to equity market risks pertaining to the traded price of our common stock.

At December 31, 2011, we had a combination of fixed and floating rate borrowings. Our credit facility contains a $750 million variable rate revolver; however, there were no outstanding revolver borrowings at December 31, 2011. Our $500 million senior notes due 2019 have a fixed interest rate of 6.25%, and our $67 million senior unsecured convertible notes have a fixed interest rate of 3.75%. Our $500 million senior notes due 2013 have a fixed interest rate of 6.625%; however, in October 2009 we entered into three interest rate swap agreements totaling $500 million that expire August 2013. The swaps, which are designated as fair value hedges, effectively convert the notes to a weighted average variable rate obligation with a spread of 4.377% plus LIBOR. At December 31, 2011, the prevailing market rates for our long term notes were between 2.5% and 5.1% lower than the fixed rates on our debt instruments.

At December 31, 2011, our outstanding variable-rate borrowing was the $500 million senior notes due 2013. An increase in interest rates of 1% would increase our annualized interest costs by $5.0 million.

Several of our businesses have transactions and balances denominated in currencies other than the U.S. dollar. Most of these transactions or balances are denominated in euros, Canadian dollars, British pounds or Danish krone. Sales by companies whose functional currency was not the U.S. dollar were 27% of our total sales and 63% of these sales were by companies with a European functional currency. The U.S. dollar was weaker against most currencies throughout most of 2011 as compared to 2010, which resulted in an increase in sales of 1.4% due to foreign currency exchange. If these currency exchange rates had been 10% different throughout 2011 compared to currency exchange rates actually experienced, the impact on our net earnings would have been approximately 2.7%.

The changes in these currency exchange rates relative to the U.S. dollar at December 31, 2011 compared to currency exchange rates at December 31, 2010 resulted in a decrease in net assets of $11.0 million that was reported as a component of comprehensive earnings, $5.1 million of which was attributed to goodwill. Goodwill changes from currency exchange rate changes do not directly affect our reported earnings or cash flows.

The trading price of our common stock influences the valuation of stock award grants and the effects these grants have on our results of operations. The stock price also influences the computation of potentially dilutive common stock which includes both stock awards and the premium over the conversion price on senior subordinated convertible notes to determine diluted earnings per share. The stock price also affects our employees' perceptions of programs that involve our common stock. We believe the quantification of the effects of these changing prices on our future earnings and cash flows is not readily determinable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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Report of Independent Registered Public Accounting Firm

To the Shareholders of Roper Industries, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of earnings, of stockholders' equity and comprehensive earnings and of cash flows, present fairly, in all material respects, the financial position of Roper Industries, Inc. and its subsidiaries at December 31, 2011 and December 31, 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

As described in Management's Report on Internal Control over Financial Reporting, management has excluded NDI Holding Corp., United Controls Group, Inc., and Trinity Integrated Systems Ltd. from its assessment of internal control over financial reporting as of December 31, 2011, because they were acquired by the Company in purchase business combinations during 2011. We have also excluded NDI Holding Corp., United Controls Group, Inc., and Trinity Integrated Systems Ltd. from our audit of internal control over financial reporting. NDI Holding Corp., United Controls Group, Inc., and Trinity Integrated Systems Ltd. are wholly-owned subsidiaries whose aggregated total assets and total revenues represent 0.5% and 1.1% respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2011.

/s/PricewaterhouseCoopers LLP
Tampa, Florida
February 24, 2012

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
December 31, 2011 and 2010
(in thousands, except per share data)

	2011	2010
Assets		
Cash and cash equivalents	$ 338,101	$ 270,394
Accounts receivable, net	439,134	403,337
Inventories, net	204,758	178,559
Deferred taxes	38,004	32,894
Unbilled receivables	63,829	75,620
Other current assets	31,647	37,287
Total current assets	1,115,473	998,091
Property, plant and equipment, net	108,775	103,487
Goodwill	2,866,426	2,727,780
Other intangible assets, net	1,094,142	1,104,513
Deferred taxes	63,006	57,850
Other assets	71,595	77,803
Total assets	$ 5,319,417	$ 5,069,524
Liabilities and Stockholders' Equity		
Accounts payable	$ 141,943	$ 137,778
Accrued liabilities	322,904	298,080
Income taxes payable	8,895	-
Deferred taxes	10,548	10,445
Current portion of long-term debt, net	69,906	93,342
Total current liabilities	554,196	539,645
Long-term debt, net of current portion	1,015,110	1,247,703
Deferred taxes	482,603	465,001
Other liabilities	72,412	66,268
Total liabilities	2,124,321	2,318,617
Commitments and contingencies (Note 14)		
Stockholders' equity:		
Preferred stock, $0.01 par value per share; 2,000 shares authorized; none outstanding	-	-
Common stock, $0.01 par value per share; 350,000 shares authorized; 98,684 shares issued and 96,678 outstanding at December 31, 2011 and 97,122 shares issued and 95,088 outstanding at December 31, 2010	987	971
Additional paid-in capital	1,117,093	1,045,286
Retained earnings	2,063,110	1,680,849
Accumulated other comprehensive earnings	33,800	43,978
Treasury stock 2,006 shares at December 31, 2011 and 2,034 shares at December 31, 2010	(19,894)	(20,177)
Total stockholders' equity	3,195,096	2,750,907
Total liabilities and stockholders' equity	$ 5,319,417	$ 5,069,524

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS
Years ended December 31, 2011, 2010 and 2009
(Dollar and share amounts in thousands, except per share data)

	Years ended December 31,		
	2011	**2010**	**2009**
Net sales	$ 2,797,089	$ 2,386,112	$ 2,049,668
Cost of sales	1,281,525	1,110,986	1,006,530
Gross profit	1,515,564	1,275,126	1,043,138
Selling, general and administrative expenses	855,025	760,832	647,742
Income from operations	660,539	514,294	395,396
Interest expense, net	63,648	66,533	58,544
Loss on extinguishment of debt	-	-	403
Other income, net	8,096	633	3,319
Earnings before income taxes	604,987	448,394	339,768
Income taxes	177,740	125,814	100,287
Net earnings	$ 427,247	$ 322,580	$ 239,481
Earnings per share:			
Basic	$ 4.45	$ 3.42	$ 2.64
Diluted	$ 4.34	$ 3.34	$ 2.58
Weighted average common shares outstanding:			
Basic	95,959	94,242	90,685
Diluted	98,386	96,653	92,820

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE EARNINGS
Years ended December 31, 2011, 2010 and 2009
(in thousands, except per share data)

	Common Stock				Accumulated			
	Shares	Amount	Additional paid-in capital	Retained earnings	other comprehensive earnings	Treasury stock	Total stockholders' equity	Compre-hensive earnings
Balances at December 31, 2008	89,721	$ 919	$ 815,736	$ 1,187,467	$ 21,513	$ (21,701)	$ 2,003,934	$194,655
Net earnings	-	-	-	239,481	-	-	239,481	$ 239,481
Stock option exercises	421	4	10,502	-	-	-	10,506	-
Treasury stock sold	38	-	1,312	-	-	381	1,693	-
Currency translation adjustments, net of $5,257 tax	-	-	-	-	42,432	-	42,432	42,432
Stock based compensation	-	-	26,660	-	-	-	26,660	-
Restricted stock activity	87	1	(3,648)	-	-	-	(3,647)	-
Stock option tax benefit, net of shortfalls	-	-	2,032	-	-	-	2,032	-
Issuance of common stock, net of issue costs	2,300	23	121,427	-	-	-	121,450	-
Conversion of senior subordinated convertible notes	1,051	11	8,300	-	-	-	8,311	-
Dividends declared ($0.34 per share)	-	-	-	(31,362)	-	-	(31,362)	-
Balances at December 31, 2009	93,618	$ 958	$ 982,321	$1,395,586	$ 63,945	$ (21,320)	$ 2,421,490	$ 281,913
Net earnings	-	-	-	322,580	-	-	322,580	$ 322,580
Stock option exercises	864	8	29,039	-	-	-	29,047	-
Stock issued for Lumenera contingent consideration	86	-	4,740	-	-	851	5,591	-
Treasury stock sold	29	-	1,405	-	-	292	1,697	-
Currency translation adjustments, net of $153 tax	-	-	-	-	(19,967)	-	(19,967)	(19,967)
Stock based compensation	-	-	23,980	-	-	-	23,980	-
Restricted stock activity	165	2	(4,547)	-	-	-	(4,545)	-
Stock option tax benefit, net of shortfalls	-	-	7,282	-	-	-	7,282	-
Conversion of senior subordinated convertible notes	326	3	1,066	-	-	-	1,069	-
Dividends declared ($0.40 per share)	-	-	-	(37,317)	-	-	(37,317)	-
Balances at December 31, 2010	95,088	$ 971	$ 1,045,286	$ 1,680,849	$ 43,978	$ (20,177)	$ 2,750,907	$ 302,613
Net earnings	-	-	-	427,247	-	-	427,247	$ 427,247
Stock option exercises	838	8	28,159	-	-	-	28,167	-
Treasury stock sold	29	-	1,821	-	-	283	2,104	-
Currency translation adjustments, net of $866 tax	-	-	-	-	(10,178)	-	(10,178)	(10,178)
Stock based compensation	-	-	30,906	-	-	-	30,906	-
Restricted stock activity	268	3	(6,008)	-	-	-	(6,005)	-
Stock option tax benefit, net of shortfalls	-	-	12,684	-	-	-	12,684	-
Conversion of senior subordinated convertible notes	456	5	4,245	-	-	-	4,250	-
Dividends declared ($0.47 per share)	-	-	-	(44,986)	-	-	(44,986)	-
Balances at December 31, 2011	96,679	$ 987	$ 1,117,093	$ 2,063,110	$ 33,800	$ (19,894)	$ 3,195,096	$ 417,069

See accompanying notes to consolidated financial statements.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
Years ended December 31, 2011, 2010 and 2009
(in thousands)

	Years ended December 31,		
	2011	2010	2009
Cash flows from operating activities:			
Net earnings	$ 427,247	$ 322,580	$ 239,481
Adjustments to reconcile net earnings to cash flows from operating activities:			
Depreciation and amortization of property, plant and equipment	36,780	36,728	34,163
Amortization of intangible assets	103,363	86,293	69,285
Amortization of deferred financing costs	2,362	2,362	2,573
Non-cash stock compensation	31,730	25,150	27,476
Changes in operating assets and liabilities, net of acquired businesses:			
Accounts receivable	(33,333)	(9,697)	26,978
Inventories	(23,033)	(5,687)	31,081
Unbilled receivables	11,759	(16,115)	4,015
Accounts payable and accrued liabilities	24,347	52,540	(58,801)
Income taxes	14,526	10,123	(6,225)
Other, net	5,870	(4,737)	(2,527)
Cash provided by operating activities	601,618	499,540	367,499
Cash flows from investing activities:			
Acquisitions of businesses, net of cash acquired	(233,594)	(536,413)	(354,561)
Capital expenditures	(40,702)	(28,591)	(25,885)
Proceeds from sale of assets	1,990	6,068	11,218
Other, net	(3,443)	(4,338)	(4,964)
Cash used in investing activities	(275,749)	(563,274)	(374,192)
Cash flows from financing activities:			
Proceeds from senior notes	-	-	500,000
Proceeds from/(payments on) senior unsecured term loan	-	-	(350,000)
Borrowings/(payments) under revolving line of credit, net	(230,000)	190,000	(139,000)
Principal payments on convertible notes	(26,457)	(23,411)	(124,270)
Debt issuance costs	-	-	(4,708)
Cash dividends to stockholders	(42,090)	(35,706)	(29,823)
Treasury stock sales	2,104	1,697	1,693
Stock award tax excess windfall benefit	12,664	6,364	2,813
Proceeds from issuance of common stock, net of issue costs	-	-	121,450
Proceeds from stock option exercises	28,167	29,047	10,506
Other	(1,067)	(382)	(2,258)
Cash provided by/(used in) financing activities	(256,679)	167,609	(13,597)
Effect of exchange rate changes on cash	(1,483)	(1,189)	9,929
Net increase/(decrease) in cash and cash equivalents	67,707	102,686	(10,361)
Cash and cash equivalents, beginning of year	270,394	167,708	178,069
Cash and cash equivalents, end of year	$ 338,101	$ 270,394	$ 167,708
Supplemental disclosures:			
Cash paid for:			
Interest	$ 62,840	$ 64,831	$ 47,867
Income taxes, net of refunds received	$ 150,550	$ 109,327	$ 103,699
Noncash investing activities:			
Net assets of businesses acquired:			
Fair value of assets, including goodwill	$ 256,589	$ 687,017	$ 384,055
Liabilities assumed	(22,995)	(150,604)	(29,494)
Cash paid, net of cash acquired	$ 233,594	$ 536,413	$ 354,561

See accompanying notes to consolidated financial statements.

(1) Summary of Accounting Policies

Basis of Presentation – These financial statements present consolidated information for Roper Industries, Inc. and its subsidiaries ("Roper" or the "Company"). All significant intercompany accounts and transactions have been eliminated.

Nature of the Business – Roper is a diversified growth company that designs, manufactures and distributes energy systems and controls, medical and scientific imaging products and software, industrial technology products and radio frequency products and services. Roper markets these products and services to selected segments of a broad range of markets, including radio frequency applications, medical, water, energy, research, education, software-as-a-service ("SaaS")-based information networks, security and other niche markets.

Accounts Receivable - Accounts receivable were stated net of an allowance for doubtful accounts and sales allowances of $10.6 million and $10.3 million at December 31, 2011 and 2010, respectively. Outstanding accounts receivable balances are reviewed periodically, and allowances are provided at such time that management believes it is probable that an account receivable is uncollectible. The returns and other sales credit allowance is an estimate of customer returns, exchanges, discounts or other forms of anticipated concessions and is treated as a reduction in revenue.

Cash and Cash Equivalents - Roper considers highly liquid financial instruments with remaining maturities at acquisition of three months or less to be cash equivalents. Roper had in $136 million in cash equivalents at December 31, 2011 and $10 million at December 31, 2010.

Contingencies - Management continually assesses the probability of any adverse judgments or outcomes to its potential contingencies. Disclosure of the contingency is made if there is at least a reasonable possibility that a loss or an additional loss may have been incurred. In the assessment of contingencies as of December 31, 2011, management concluded that no accrual was necessary and that there were no matters for which there was a reasonable possibility of a material loss.

Earnings per Share – Basic earnings per share were calculated using net earnings and the weighted average number of shares of common stock outstanding during the respective year. Diluted earnings per share were calculated using net earnings and the weighted average number of shares of common stock and potential common stock outstanding during the respective year. Potentially dilutive common stock consisted of stock options and the premium over the conversion price on our senior subordinated convertible notes based upon the trading price of the Company's common stock. The effects of potential common stock were determined using the treasury stock method (in thousands):

	Years ended December 31,		
	2011	2010	2009
Basic shares outstanding	95,959	94,242	90,685
Effect of potential common stock			
Common stock awards	1,213	1,009	853
Senior subordinated convertible notes	1,214	1,402	1,282
Diluted shares outstanding	98,386	96,653	92,820

As of and for the years ended December 31, 2011, 2010 and 2009, there were 760,000, 1,143,350 and 2,124,650 outstanding stock options, respectively, that were not included in the determination of diluted earnings per share because doing so would have been antidilutive.

Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Foreign Currency Translation and Transactions - Assets and liabilities of subsidiaries whose functional currency is not the U.S. dollar were translated at the exchange rate in effect at the balance sheet date, and revenues and expenses were translated at average exchange rates for the period in which those entities were included in Roper's financial results. Translation adjustments are reflected as a component of other comprehensive earnings. Foreign currency transaction gains and losses are recorded in the income statement as other income. The gain or loss included in pre-tax income was a net gain of $6.9 million for the year ended December 31, 2011 and a net loss of $0.9 million and $2.2 million for the years ended December 31, 2010 and 2009, respectively.

Goodwill and Other Intangibles – Roper accounts for goodwill in a purchase business combination as the excess of the cost over the fair value of net assets acquired. Business combinations can also result in other intangible assets being recognized. Amortization of intangible assets, if applicable, occurs over their estimated useful lives. Goodwill, which is not amortized, is tested for impairment on an annual basis (or an interim basis if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying value) using a two-step process. The first step of the process utilizes both an income approach (discounted cash flows) and a market approach consisting of a comparable public company earnings multiples methodology to estimate the fair value of a reporting unit. To determine the reasonableness of the estimated fair values, the Company reviews the assumptions to ensure that neither the income approach nor the market approach provides significantly different valuations. If the estimated fair value exceeds the carrying value, no further work is required and no impairment loss is recognized. If the carrying value exceeds the estimated fair value, the goodwill of the reporting unit is potentially impaired and then the second step would be completed in order to measure the impairment loss by calculating the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets (including unrecognized intangible assets) of the reporting unit from the fair value of the reporting unit. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss would be recognized.

Key assumptions used in the income and market methodologies are updated when the analysis is performed for each reporting unit. Various assumptions are utilized including forecasted operating results, strategic plans, economic projections, anticipated future cash flows, the weighted average cost of capital, comparable transactions, market data and earnings multiples. The assumptions that have the most significant effect on the fair value calculations are the anticipated future cash flows, discount rates, and the earnings multiples. While the Company uses reasonable and timely information to prepare its cash flow and discount rate assumptions, actual future cash flows or market conditions could differ significantly resulting in future impairment charges related to recorded goodwill balances.

Total goodwill includes 26 reporting units with individual amounts ranging from zero to $536 million. The Company concluded that the fair value of each of its reporting units was substantially in excess of its carrying value as of December 31, 2011, and thus no goodwill impairment was identified.

The following events or circumstances would be considered to determine whether interim testing of goodwill would be required:

- a significant adverse change in legal factors or in the business climate;
- an adverse action or assessment by a regulator;
- unanticipated competition;
- a loss of key personnel;
- a more-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or otherwise disposed of;
- the testing for recoverability under the Impairment or Disposal of Long-Lived Assets of a significant asset group within a reporting unit; and
- recognition of a goodwill impairment loss in the financial statements of a subsidiary that is a component of a reporting unit.

Identifiable intangible assets that are determined to have an indefinite useful economic life are not amortized, but separately tested for impairment annually using a one-step fair value based approach. Roper conducts these reviews for all of its reporting units and indefinite lived intangibles during the fourth quarter of the fiscal year or on an interim basis if an event occurs that it is more likely than not the fair value of the intangible asset is below its carrying value. No impairment resulted from the annual reviews performed in 2011.

Roper evaluates whether there has been an impairment of identifiable intangible assets with definite useful economic lives, or of the remaining life of such assets, when certain indicators of impairment are present. In the event that facts and circumstances indicate that the cost or remaining period of amortization of any asset may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future gross, undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to fair value or a revision in the remaining amortization period is required.

Impairment of Long-Lived Assets – The Company determines whether there has been an impairment of long-lived assets, excluding goodwill and identifiable intangible assets that are determined to have indefinite useful economic lives, when certain indicators of impairment are present. In the event that facts and circumstances indicate that the cost or life of any long-lived assets may be impaired, an evaluation of recoverability would be performed. If an evaluation is required, the estimated future gross, undiscounted cash flows associated with the asset would be compared to the asset's carrying amount to determine if a write-down to fair value or revision to remaining life is required. Future adverse changes in market conditions or poor operating results of underlying long-lived assets could result in losses or an inability to recover the carrying value of the long-lived assets that may not be reflected in the assets' current carrying value, thereby possibly requiring an impairment charge or acceleration of depreciation or amortization expense in the future.

Income Taxes – Roper is a U.S.-based multinational company and the calculation of its worldwide provision for income taxes requires analysis of many factors, including income tax systems that vary from country to country, and the United States' treatment of non-U.S. earnings. The Company provides U.S. income taxes for unremitted earnings of foreign subsidiaries that are not considered permanently reinvested overseas. As of December 31, 2011, the approximate amount of earnings of foreign subsidiaries that the Company considers permanently reinvested and for which deferred taxes have not been provided was approximately $874 million. Because of the availability of U.S. foreign tax credits, it is not practicable to determine the U.S. federal income tax liability that would be payable if such earnings were not reinvested indefinitely.

Although it is the Company's intention to permanently reinvest these earnings indefinitely there are certain events that would cause these earnings to become taxable. These events include, but are not limited to, changes in U.S. tax laws, dividends paid between foreign subsidiaries in the absence of Section 954(c)(6) of the Internal Revenue Code ("IRC"), foreign subsidiary guarantees of U.S. parent debt and the liquidation of foreign subsidiaries or actual distributions by foreign subsidiaries into a U.S. affiliate.

Certain assets and liabilities have different bases for financial reporting and income tax purposes. Deferred income taxes have been provided for these differences at the tax rates expected to be paid.

Interest Rate Risk – The Company manages interest rate risk by maintaining a combination of fixed and variable rate debt, which may include interest rate swaps to convert fixed rate debt to variable rate debt, or to convert variable rate debt to fixed rate debt. Interest rate swaps are recorded at fair value in the balance sheet as an asset or liability, and the changes in fair values of both the swap and the hedged item are recorded as interest expense in current earnings.

Inventories - Inventories are valued at the lower of cost or market. Cost is determined using the first-in, first-out method. The Company writes down its inventory for estimated obsolescence or excess inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions.

Other Comprehensive Earnings - Comprehensive earnings includes net earnings and all other non-owner sources of changes in a company's net assets. The differences between net earnings and comprehensive earnings were currency translation adjustments, net of tax.

Product Warranties - The Company sells certain of its products to customers with a product warranty that allows customers to return a defective product during a specified warranty period following the purchase in exchange for a replacement product, repair at no cost to the customer or the issuance of a credit to the customer. The Company accrues its estimated exposure to warranty claims based upon current and historical product sales data, warranty costs incurred and any other related information known to the Company.

Property, Plant and Equipment and Depreciation and Amortization - Property, plant and equipment is stated at cost less accumulated depreciation and amortization. Depreciation and amortization are provided for using principally the straight-line method over the estimated useful lives of the assets as follows:

Buildings	20-30 years
Machinery	8-12 years

Other equipment	3-5 years

Recently Released Accounting Pronouncements - In September 2011, the Financial Accounting Standards Board ("FASB") issued updated accounting guidance which allows entities to perform a qualitative assessment on goodwill impairment to determine whether it is more likely than not (defined as having a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This guidance is effective for goodwill impairment tests performed in interim and annual periods for fiscal years beginning after December 15, 2011, with early adoption permitted. The implementation of this guidance is not expected to have a material impact on the Company's results of operations, financial position or cash flows.

In June 2011, the FASB issued updated accounting guidance which requires entities to present comprehensive income, which is currently presented in the Consolidated Condensed Statement of Stockholders' Equity, either as a single continuous statement of comprehensive income or as two separate but consecutive statements. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011, with early adoption permitted. As this new guidance is related to presentation only, the implementation in the first quarter of fiscal year 2012 will not have a material impact on the Company's results of operations, financial position or cash flows.

In October 2009, the FASB issued amendments to the accounting and disclosure for revenue recognition. These amendments, effective for fiscal years beginning on or after June 15, 2010, modify the criteria for recognizing revenue in multiple element arrangements and the scope of what constitutes a non-software deliverable. The Company implemented the amendments on January 1, 2011. The impact on its results of operations, financial condition and cash flows was immaterial.

Research and Development - Research and development ("R&D") costs include salaries and benefits, rents, supplies, and other costs related to products under development. Research and development costs are expensed in the period incurred and totaled $121.7 million, $102.4 million and $83.4 million for the years ended December 31, 2011, 2010 and 2009, respectively.

Revenue Recognition - The Company recognizes revenue when all of the following criteria are met:

- persuasive evidence of an arrangement exists;
- delivery has occurred or services have been rendered;
- the seller's price to the buyer is fixed or determinable; and
- collectibility is reasonably assured.

In addition, the Company recognizes revenue from the sale of product when title and risk of loss pass to the customer, which is generally when product is shipped. The Company recognizes revenue from services when such services are rendered or, if applicable, upon customer acceptance. Revenues under certain relatively long-term and relatively large-value construction projects are recognized under the percentage-of-completion method using the ratio of costs incurred to total estimated costs as the measure of performance. The Company recognized revenues of approximately $151.5 million, $131.0 million and $142.5 million for the years ended December 31, 2011, 2010 and 2009, respectively, using this method. Estimated losses on any projects are recognized as soon as such losses become known.

Capitalized Software - The Company accounts for capitalized software under applicable accounting guidance which, among other provisions, requires capitalization of certain internal-use software costs once certain criteria are met. Overhead, general and administrative and training costs are not capitalized. Capitalized software was $14.1 million and $17.3 million at December 31, 2011 and 2010, respectively.

Stock-Based Compensation - The Company recognizes expense for the grant date fair value of its employee stock option awards on a straight-line basis over the employee's requisite service period (generally the vesting period of the award). The fair value of its option awards is estimated using the Black-Scholes option valuation model and recognizes the expense of all share-based awards. The Company presents the cash flows resulting from the tax benefits arising from tax deductions in excess of the compensation cost recognized for stock award exercises (excess tax benefits) as financing cash flows.

(2) Business Acquisitions

2011 Acquisitions - During the year ended December 31, 2011, Roper completed three business combinations. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

The aggregate purchase price of 2011 acquisitions totaled $234 million of cash. The Company recorded $91 million in other identifiable intangibles and $149 million in goodwill in connection with these acquisitions. The majority of the goodwill is not expected to be deductible for tax purposes. The Company expensed transaction costs of $2.1 million related to these acquisitions, as incurred.

On June 3, 2011, Roper acquired 100% of the shares of NDI Holding Corp. ("Northern Digital"), a provider of 3-D measurement technology for medical applications in computer-assisted surgery and computer-assisted therapy. Roper acquired Northern Digital as an addition to its medical platform, and it is reported in the Medical and Scientific Imaging segment.

On September 26, 2011, Roper acquired 100% of the shares of United Controls Group, Inc. ("UCG"), a manufacturer of control systems in the oil and gas industry. UCG was acquired as an addition to our existing process control systems businesses, and is reported in the Energy Systems and Controls segment.

On December 1, 2011, Roper acquired 100% of the shares of Trinity Integrated Systems Ltd. ("Trinity"), a specialist provider of requirements capture, safety lifecycle management and engineering software tools, and safety and control system solutions to the oil and gas, industrial process and control markets. Trinity was acquired as an addition to our existing process control systems businesses, and is reported in the Energy Systems and Controls segment.

Of the $91 million of acquired intangible assets acquired in 2011, $3 million was assigned to trade names that are not subject to amortization. The remaining $88 million of acquired intangible assets have a weighted-average useful life of approximately 11 years. The intangible assets that make up that amount include customer relationships of $70 million (12 year weighted-average useful life), and unpatented technology of $18 million (8 year weighted-average useful life).

2010 Acquisitions - During the year ended December 31, 2010, Roper completed two business combinations. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

The aggregate purchase price of 2010 acquisitions totaled $538 million of cash. The Company recorded $320 million in other identifiable intangibles and $345 million in goodwill, $115 million of which was recorded due to a deferred tax liability related to intangible assets, in connection with these acquisitions. The majority of the goodwill is not expected to be deductible for tax purposes. The Company expensed transaction costs of $2.1 million related to these acquisitions.

iTrade Acquisition - The largest of the 2010 acquisitions was the purchase of all outstanding shares of iTradeNetwork, Inc. on July 27, 2010. iTrade, whose operations are reported in the RF Technology segment, is a global provider of software as a service ("SaaS")-based trading network and business intelligence solutions primarily to the perishable food market. iTrade's principal facilities are located in Pleasanton, California. The aggregate gross purchase price was $523 million of cash.

The Company acquired iTrade in order to complement and expand existing software services at other Roper businesses. The following table (in thousands) summarizes the fair values of the assets acquired and liabilities assumed at the date of acquisition.

	July 27, 2010
Current assets	$ 14,174
Other assets	2,998
Intangible assets	313,600
Goodwill	335,971
Total assets acquired	666,743
Current liabilities	(15,301)
Other liabilities	(128,841)
Net assets acquired	$ 522,601

On February 22, 2010, Roper purchased the assets of Heartscape, Inc, including a technology with the capability to improve the speed and accuracy of detecting heart attacks. The operations of Heartscape are reported in the Medical & Scientific Imaging segment.

Of the $320 million of acquired intangible assets acquired in 2010, $35 million was assigned to trade names that are not subject to amortization. The remaining $285 million of acquired intangible assets have a weighted-average useful life of approximately 14 years. The intangible assets that make up that amount include customer relationships of $234 million (15 year weighted-average useful life) and unpatented technology of $51 million (8 year weighted-average useful life).

2009 Acquisitions – During the year ended December 31, 2009, Roper completed two business combinations. The results of operations of the acquired companies have been included in Roper's consolidated results since the date of each acquisition. Supplemental pro forma information has not been provided as the acquisitions did not have a material impact on Roper's consolidated results of operations individually or in aggregate.

The aggregate purchase price of 2009 acquisitions totaled $353 million. Roper recorded approximately $246 million in goodwill and $126 million in other identifiable intangibles in connection with these acquisitions. The majority of the goodwill is not expected to be deductible for tax purposes. The Company recorded $2.2 million in transaction costs related to these acquisitions.

On October 30, 2009, Roper purchased the assets of United Toll Systems, LLC, which provides software and in-lane hardware systems for toll and traffic markets. The operations of UTS are reported in the RF Technology segment.

On December 3, 2009, Roper purchased Verathon, Inc., a leading global provider of proprietary medical devices and services, in order to expand its medical product lines. The results of Verathon are reported in the Medical & Scientific Imaging segment.

Of the $126 million of acquired intangible assets, $27 million was assigned to trade names that are not subject to amortization. The remaining $99 million of acquired intangible assets have a weighted-average useful life of approximately 10 years. The intangible assets that make up that amount include customer relationships of $46 million (14 year weighted-average useful life), unpatented technology of $53 million (7 year weighted-average useful life) and protective rights of $0.5 million (3 year weighted-average useful life).

(3) Inventories

The components of inventories at December 31 were as follows (in thousands):

	2011	2010
Raw materials and supplies	$ 119,550	$ 113,415
Work in process	31,085	26,358
Finished products	89,334	71,302

Inventory reserves	(35,211)	(32,516)
	$ 204,758	$ 178,559

(4) Property, Plant and Equipment

The components of property, plant and equipment at December 31 were as follows (in thousands):

	2011	2010
Land	$ 4,228	$ 4,194
Buildings	69,871	68,077
Machinery and other equipment	264,216	239,940
	338,315	312,211
Accumulated depreciation	(229,540)	(208,724)
	$ 108,775	$ 103,487

Depreciation expense was $36,780, $36,728 and $34,163 for the years ended December 31, 2011, 2010 and 2009, respectively.

(5) Goodwill

	Industrial Technology	Energy Systems and Controls	Medical and Scientific Imaging	RF Technology	Total
			(in thousands)		
Balances at December 31, 2009	$ 431,073	$ 383,207	$ 623,786	$ 950,366	$ 2,388,432
Goodwill acquired	-	-	8,593	341,243	349,836
Currency translation adjustments	(11,071)	(2,554)	804	(2,657)	(15,478)
Reclassifications and other	-	(58)	4,808	240	4,990
Balances at December 31, 2010	$ 420,002	$ 380,595	$ 637,991	$ 1,289,192	$ 2,727,780
Goodwill acquired	-	13,663	135,379	-	149,042
Currency translation adjustments	(949)	(291)	(5,142)	1,258	(5,124)
Reclassifications and other	-	-	-	(5,272)	(5,272)
Balances at December 31, 2011	$ 419,053	$ 393,967	$ 768,228	$ 1,285,178	$ 2,866,426

Goodwill acquired during the year ended December 31, 2011 was attributable to the acquisitions of Northern Digital, UCG and Trinity. The reclassifications and other are due to working capital and final purchase accounting tax adjustments related to iTrade, which was acquired in 2010.

(6) Other intangible assets, net

	Cost	Accum. amort.	Net book value
		(in thousands)	
Assets subject to amortization:			
Customer related intangibles	$ 960,013	$ (235,885)	$ 724,128
Unpatented technology	175,819	(54,376)	121,443
Software	49,095	(30,182)	18,913
Patents and other protective rights	25,505	(15,292)	10,213
Trade secrets	1,604	(1,174)	430
Assets not subject to amortization:			
Trade names	229,386	-	229,386
Balances at December 31, 2010	$ 1,441,422	$ (336,909)	$ 1,104,513
Assets subject to amortization:			
Customer related intangibles	$ 1,022,134	$ (302,156)	$ 719,978
Unpatented technology	193,915	(72,358)	121,557
Software	49,395	(35,833)	13,562
Patents and other protective rights	25,398	(17,699)	7,699
Trade secrets	1,500	(1,361)	139
Assets not subject to amortization:			
Trade names	231,207	-	231,207
Balances at December 31, 2011	$ 1,523,549	$ (429,407)	$ 1,094,142

Amortization expense of other intangible assets was $97.9 million, $83.7 million, and $66.8 million during the years ended 2011, 2010 and 2009, respectively. Amortization expense is expected to be $93.3 million in 2012, $90.3 million in 2013, $82.6 million in 2014, $68.8 million in 2015 and $66.0 million in 2016.

(7) Accrued Liabilities

Accrued liabilities at December 31 were as follows (in thousands):

	2011	2010
Wages and other compensation	$ 105,955	$ 91,181
Deferred revenue	94,761	93,498
Interest	26,744	26,404
Customer deposits	20,095	13,941
Commissions	12,132	12,086
Accrued dividend	13,297	10,456
Warranty	8,147	7,038
Billings in excess of cost	6,351	6,763
Other	35,422	36,713
	$ 322,904	$ 298,080

(8) Income Taxes

Earnings before income taxes for the years ended December 31, 2011, 2010 and 2009 consisted of the following components (in thousands):

	2011	2010	2009
United States	$ 359,800	$ 270,281	$ 210,559
Other	245,187	178,113	129,209
	$ 604,987	$ 448,394	$ 339,768

Components of income tax expense for the years ended December 31, 2011, 2010 and 2009 were as follows (in thousands):

	2011	2010	2009
Current:			
Federal	$ 123,310	$ 93,594	$ 54,636
State	14,903	8,185	6,990
Foreign	41,437	32,706	23,720
Deferred:			
Federal	1,846	(23,107)	14,880
Foreign	(3,756)	14,436	61
	$ 177,740	$ 125,814	$ 100,287

Reconciliations between the statutory federal income tax rate and the effective income tax rate for the years ended December 31, 2011, 2010 and 2009 were as follows:

	2011	2010	2009
Federal statutory rate	35.0%	35.0%	35.0%
Foreign rate differential	(3.7)	(4.3)	(3.9)
R&D tax credits	(0.7)	(0.6)	(0.6)
State taxes, net of federal benefit	1.7	1.6	1.8
Foreign tax credit	-	(2.4)	-
Other, net	(2.9)	(1.2)	(2.8)
	29.4%	28.1%	29.5%

The deferred income tax balance sheet accounts arise from temporary differences between the amount of assets and liabilities recognized for financial reporting and tax purposes.

Components of the deferred tax assets and liabilities at December 31 were as follows (in thousands):

	2011	2010
Deferred tax assets:		
Reserves and accrued expenses	$ 72,150	$ 64,946
Inventories	7,104	5,947
Net operating loss carryforwards	20,642	19,600
R&D credits	1,114	1,047
Valuation allowance	-	(796)
Total deferred tax assets	$ 101,010	$ 90,744
Deferred tax liabilities:		
Reserves and accrued expenses	$ 33,861	$ 33,884
Amortizable intangible assets	456,613	435,143
Plant and equipment	2,677	6,419

Total deferred tax liabilities	$ 493,151	$ 475,446

The presentation of the deferred tax assets as of December 31, 2010 has been revised to reflect an adjustment to the classification of certain federal and state net operating losses and state R&D credit carryforwards in 2011. The impact of this adjustment changed the Company's other deferred tax asset classifications by $12.1 million as of December 31, 2010. The adjustment had no impact on Roper's consolidated financial statements.

The Company establishes a valuation allowance against its deferred tax asset when it is more likely than not that all or a portion of the deferred tax asset will not be realized. In 2010, the Company recorded a valuation allowance of $0.8 million against a deferred tax asset for certain foreign operations that were in a cumulative loss position. The release of this valuation allowance in 2011 was contemplated after an assessment of both positive and negative evidence as to whether it is more likely than not that the deferred tax assets are recoverable. Based on the weight of available evidence, the Company believes it is more likely than not that the deferred tax asset will be utilized and accordingly, a release of the entire valuation allowance was recorded in the fourth quarter of 2011.

At December 31, 2011, Roper has approximately $30.1 million of U.S. federal net operating loss carryforwards. If not utilized, these carryforwards will expire in years 2021 through 2031. The net operating loss carryforward increased between 2010 and 2011 primarily because of losses incurred by a U.S. entity that is not a member of the Company's consolidated tax group and whose losses are therefore not available for offset against the taxable income of other members of the group. Also, due to a recent acquisition, the consolidated group has acquired a net operating loss subject to a Section 382 limitation of the IRC; however, the Company expects to utilize the entire net operating loss prior to expiration. The majority of the state net operating loss carryforward is related to Florida and, if not utilized, will expire in years 2027 through 2030. The Company had smaller net operating losses in various other states. Additionally, Roper has foreign tax credit carryforwards and R&D credit carryforwards. Roper has not recognized a valuation allowance on these attributes since management has determined that it is more likely than not that the results of future operations will generate sufficient taxable income to realize these deferred tax assets.

The Company provides income taxes for unremitted earnings of foreign subsidiaries that are not considered permanently reinvested overseas. As of December 31, 2011, the approximate amount of earnings of foreign subsidiaries that the Company considers permanently reinvested and for which deferred taxes have not been provided was approximately $874 million. Because of the availability of U.S. foreign tax credits, it is not practicable to determine the U.S. federal income tax liability that would be payable if such earnings were not reinvested indefinitely.

Although it is the Company's intention to permanently reinvest these earnings indefinitely there are certain events that would cause these earnings to become taxable. These events include, but are not limited to, change in U.S. tax laws, dividends paid between foreign subsidiaries in the absence of Section 954(c)(6) of the IRC, foreign subsidiary guarantees of U.S. parent debt and the liquidation of foreign subsidiaries or actual distributions by foreign subsidiaries into a U.S. affiliate.

The Company recognizes in the consolidated financial statements only those tax positions determined to be "more likely than not" of being sustained upon examination based on the technical merits of the positions. A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

	2011	2010	2009
Beginning balance	$ 24,765	$ 22,922	$ 22,638
Additions for tax positions of prior periods	470	203	156
Additions for tax positions of the current period	2,572	3,169	4,750
Additions due to acquisitions	-	3,546	-
Reductions for tax positions of prior periods	(558)	(565)	(250)
Reductions for tax positions of the current period		-	-
Settlements with taxing authorities	(4,043)	-	(224)
Lapse of applicable statute of limitations	(3,650)	(4,510)	(4,148)
Ending balance	$ 19,556	$ 24,765	$ 22,922

The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is $12.8 million. Interest and penalties related to unrecognized tax benefits are classified as a component of income tax expense and totaled $(0.5) million in 2011. Accrued interest and penalties were $3.5 million at December 31, 2011 and $4.1 million at December 31, 2010. During the next twelve months, it is expected that the unrecognized tax benefits will be reduced by a net $3.8 million, due mainly to a lapse in the applicable statute of limitations.

The Company and its subsidiaries are subject to U.S. federal income tax as well as income tax of multiple state, city and foreign jurisdictions. The Company's federal income tax returns for 2008 through the current period remain subject to examination and the relevant state, city and foreign statutes vary. There are no current tax examinations in progress where the Company expects the assessment of any significant additional tax in excess of amounts reserved.

(9) Long-Term Debt

In September 2009, the Company completed a public offering of $500 million aggregate principal amount of 6.25% senior unsecured notes due September 2019. The notes bear interest at a fixed rate of 6.25% per year, payable semi-annually in arrears on March 1 and September 1 of each year, beginning March 1, 2010.

Roper may redeem some of all of these notes at any time or from time to time, at 100% of their principal amount, plus a make-whole premium based on a spread to U.S. Treasury securities.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of Roper's existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any of its existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of Roper's subsidiaries and are effectively subordinated to all existing and

future indebtedness and other liabilities of Roper's subsidiaries.

On August 6, 2008, Roper issued $500 million aggregate principal amount of 6.625% senior notes due August 15, 2013. The notes bear interest at a fixed rate of 6.625% per year, payable semi-annually in arrears on February 15 and August 15 of each year, beginning February 15, 2009. The interest payable on the notes is subject to adjustment if either Moody's Investors Service or Standard & Poor's Ratings Services downgrades the rating assigned to the notes.

Roper may redeem some or all of the notes at any time or from time to time, at 100% of their principal amount plus a make-whole premium based on a spread to U.S. Treasury securities as described in the indenture relating to the notes.

The notes are unsecured senior obligations of the Company and rank equally in right of payment with all of the Company's existing and future unsecured and unsubordinated indebtedness. The notes are effectively subordinated to any of the Company's existing and future secured indebtedness to the extent of the value of the collateral securing such indebtedness. The notes are not guaranteed by any of the Company's subsidiaries and are effectively subordinated to all existing and future indebtedness and other liabilities of the Company's subsidiaries.

On July 7, 2008, the Company entered into an unsecured credit facility with JPMorgan Chase Bank, N.A., as administrative agent, and a syndicate of lenders. The facility was originally composed of a $350 million term loan facility maturing July 7, 2010 and a five year $750 million revolving credit facility maturing July 7, 2013; however, the $350 million term loan was repaid in September 2009. The Company recorded a $0.4 million non-cash pre-tax debt extinguishment charge in the third quarter of 2009 related to the early termination of the term loan. This charge reflects the unamortized fees associated with the term loan. The Company may also, subject to compliance with specified conditions, request additional term loans or revolving credit commitments in an aggregate amount not to exceed $350 million.

Other debt includes $67 million of senior subordinated convertible notes due 2034.

Total debt at December 31 consisted of the following (in thousands):

	2011	2010
$750 million revolving credit facility	$ -	$ 230,000
Senior Notes due 2013*	511,652	514,092
Senior Notes due 2019	500,000	500,000
Senior Subordinated Convertible Notes	67,250	90,981
Other	6,114	5,972
Total debt	1,085,016	1,341,045
Less current portion	69,906	93,342
Long-term debt	$ 1,015,110	$ 1,247,703

*Shown net of fair value swap adjustment of $11,652 at December 31, 2011 and $14,092 at December 31, 2010.

Roper's principal unsecured credit facility, $1.0 billion senior notes and senior subordinated convertible notes provide substantially all of Roper's daily external financing requirements. The interest rate on the borrowings under the credit facility is calculated based upon various recognized indices plus a margin as defined in the credit agreement. At December 31, 2011, Roper's debt consisted of $1.0 billion of senior notes and $67 million in senior subordinated convertible notes. In addition, the Company had $6.1 million of other debt in the form of capital leases, several smaller facilities that allow for borrowings or the issuance of letters of credit in foreign locations to support Roper's non-U.S. businesses and $50 million of outstanding letters of credit at December 31, 2011.

In December 2003, the Company issued through a public offering $230 million of 3.75% subordinated convertible notes due in 2034 at an original issue discount of 60.498% (the "Convertible Notes"). The Convertible Notes are subordinated in right of payment and collateral to all of Roper's existing and future senior debt. Cash interest on the notes was paid semi-annually until January 15, 2009, after which interest is recognized at the effective rate of 3.75% and represents accrual of original issue discount, and only contingent cash interest may be paid. Contingent cash interest may be paid during any six month period if the average trading price of a note for a five trading day measurement period preceding the applicable six month period equals 120% or more of the sum of the issue price, accrued original issue discount and accrued cash interest, if any, for such note. The contingent cash interest payable per note in respect of any six month period will equal the annual rate of 0.25%. In accordance with this criterion, contingent interest has been paid for each six month period since January 15, 2009. Holders receive cash up to the value of the accreted principal amount of the notes converted and, at the Company's option, any remainder of the conversion value may be paid in cash or shares of common stock. Holders may require Roper to purchase all or a portion of their notes on January 15, 2014 at a price of $475.66 per note, on January 15, 2019 at a price of $572.76 per note, on January 15, 2024 at a price of $689.68 per note, and on January 15, 2029 at a price of $830.47 per note, in each case plus accrued cash interest, if any, and accrued contingent cash interest, if any. The Company may only pay the purchase price of such notes in cash and not in common stock. In addition, if Roper experiences a change in control, each holder may require Roper to purchase for cash all or a portion of such holder's notes at a price equal to the sum of the issue price plus accrued original issue discount for non-tax purposes, accrued cash interest, if any, and accrued contingent cash interest, if any, to the date of purchase.

The Convertible Notes are classified as short term debt as the notes became convertible on October 1, 2005 based upon the Company's common stock trading above the trigger price for at least 20 trading days during the 30 consecutive trading-day periods ending on September 30, 2005.

The adoption of accounting guidance on January 1, 2009 regarding convertible debt instruments that may be settled in cash upon either mandatory or optional conversion impacted the historical accounting for Roper's Convertible Notes as of December 6, 2004, the date that the notes were modified to allow holders to receive cash only for accreted principal upon settlement of the notes with any remainder of the conversion value payable in cash or common stock, thus qualifying the notes for treatment under the new guidance. The required retrospective adoption resulted in a decrease in long term debt (debt discount) of $26.5 million, an increase in deferred tax liabilities of $9.3 million, and an increase in additional paid in capital of $17.3 million at December 9, 2004. The debt discount was amortized using the effective interest rate method based on an annual effective rate of 7.0%, which represented a market interest rate for similar debt without a conversion option on the modification date. The debt discount was amortized through January 15, 2009, the first date that holders of the notes could exercise their put option and Roper could exercise its call option.

The Company was required to separately account for the liability and equity components of the Convertible Notes in a manner that reflects Roper's nonconvertible debt borrowing rate when interest cost is recognized. Interest expense related to the notes was as follows (amounts in thousands):

	Years ended December 31,		
	2011	2010	2009
Contractual (stated) interest	$ 2,750	$ 3,812	$ 5,209
Amortization of debt discount	-	-	301
Interest expense	$ 2,750	$ 3,812	$ 5,510

At December 31, 2011, the conversion price on the outstanding notes was $440.92. If converted at December 31, 2011, the value would have exceeded the $67 million principal amount of the notes by $100 million and would have resulted in the issuance of 1,144,214 shares of the Company's common stock.

The Company's unsecured credit facility contains affirmative and negative covenants which, among other things, limit our ability to incur new debt, prepay subordinated debt, make certain investments and acquisitions, sell assets and grant liens, make restricted payments (including the payment of dividends on our common stock) and capital expenditures, or change our line of business. We also are subject to financial covenants which require us to limit our consolidated total leverage ratio and to maintain a consolidated interest coverage ratio. The most restrictive covenant is the consolidated total leverage ratio which is limited to 3.5.

The Company was in compliance with its debt covenants throughout the years ended December 31, 2011 and 2010.

Future maturities of long-term debt during each of the next five years ending December 31 and thereafter were as follows (in thousands):

2012	$ 69,906
2013	513,031
2014	788
2015	556
2016	493
Thereafter	500,242
	$ 1,085,016

(10) Fair Value

Roper's long-term debt at December 31, 2011 included $500 million of fixed-rate senior notes due 2019, with a fair value of approximately $583 million, and $500 million of fixed-rate senior notes due 2013, with a fair value of approximately $540 million, based on the trading prices of the notes. Short-term debt included $67 million of fixed-rate convertible notes which were at fair value due to the short term nature of the debt. Most of Roper's other borrowings at December 31, 2011 were at various interest rates that adjust relatively frequently under its credit facility. The fair value for each of these borrowings at December 31, 2011 was estimated to be the face value of these borrowings.

In October 2009, Roper entered into interest rate swap agreements with an aggregate notional amount of $500 million. The swaps are designated as fair value hedges and effectively changed the Company's $500 million senior notes due 2013 with a fixed interest rate of 6.625% to a variable rate obligation at a weighted average spread of 4.377% plus LIBOR. The Company has determined the swaps to be Level 2 in the FASB fair value hierarchy. To account for the fair value hedge, the swap is recorded at fair value in the balance sheet as an asset or liability, and the changes in fair values of both the interest rate swap and the hedged senior notes due 2013 are recorded as interest expense. The fair value of the swap was an asset balance of $11.6 million and $14.1 million at December 31, 2011 and 2010, respectively. The corresponding change in the fair value of the notes being hedged was an increase of $11.7 million and $14.1 million at December 31, 2011 and 2010, respectively. The impact on earnings was immaterial in the years ended December 31, 2011, 2010 and 2009.

(11) Retirement and Other Benefit Plans

Roper maintains eleven defined contribution retirement plans under the provisions of Section 401(k) of the IRC covering substantially all U.S. employees not subject to collective bargaining agreements. Roper partially matches employee contributions. Costs related to these plans were $15.2 million, $14.0 million and $11.9 million for 2011, 2010 and 2009, respectively.

Roper also maintains various defined benefit retirement plans covering employees of non-U.S. and certain U.S. subsidiaries and a plan that supplements certain employees for the contribution ceiling applicable to the Section 401(k) plans. The costs and accumulated benefit obligations associated with each of these plans were not material.

(12) Stock-Based Compensation

The Roper Industries, Inc. Amended and Restated 2006 Incentive Plan ("2006 Plan") is a stock-based compensation plan used to grant incentive stock options, nonqualified stock options, restricted stock, stock appreciation rights or equivalent instruments to the Company's employees, officers, directors and consultants. The 2006 Plan replaced the Amended and Restated 2000 Incentive Plan ("2000 Plan"), and no additional grants will be made from the 2000 Plan or the Non-employee Director Plan. The number of shares reserved for issuance under the 2006 Plan is 8,000,000, plus the 17,000 remaining shares that were available to grant under the 2000 Plan at June 28, 2006, plus any shares underlying outstanding awards under the 2000 Plan that terminate or expire unexercised, or are cancelled, forfeited or lapse for any reason subsequent to June 28, 2006. At December 31, 2011, 2,353,051 shares

were available to grant.

Under the Roper Industries, Inc., Employee Stock Purchase Plan ("ESPP"), all employees in the U.S. and Canada are eligible to designate up to 10% of eligible earnings to purchase Roper's common stock at a 5% discount to the average closing price of its common stock at the beginning and end of a quarterly offering period. The common stock sold to the employees may be either treasury stock, stock purchased on the open market, or newly issued shares.

Stock based compensation expense for the years ended December 31, 2011, 2010 and 2009 was as follows (in millions):

	2011	2010	2009
Stock based compensation	$ 31.7	$ 25.2	$ 27.5
Tax benefit recognized in net income	11.1	8.8	9.6
Windfall tax benefit/(shortfall), net	12.7	7.3	2.0

Stock Options – Stock options are typically granted at prices not less than 100% of market value of the underlying stock at the date of grant. Stock options typically vest over a period of up to three to five years from the grant date and generally expire seven to ten years after the grant date. The Company recorded $12.2 million, $9.0 million, and $9.1 million of compensation expense relating to outstanding options during 2011, 2010 and 2009, respectively, as a component of corporate and certain segment general and administrative expenses.

The Company estimates the fair value of its option awards using the Black-Scholes option valuation model that uses the assumptions noted in the following table. The stock volatility for each grant is measured using the weighted average of historical daily price changes of the Company's common stock over the most recent period equal to the expected life of the grant. The expected term of options granted is derived from historical data to estimate option exercises and employee terminations, and represents the period of time that options granted are expected to be outstanding. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant. The weighted average fair value of options granted in 2011, 2010 and 2009 were calculated using the following weighted average assumptions:

	2011	2010	2009
Weighted average fair value ($)	24.45	17.00	12.68
Risk-free interest rate (%)	1.91	2.32	1.78
Average expected option life (years)	5.34	5.38	5.37
Expected volatility (%)	35.27	34.55	32.24
Expected dividend yield (%)	0.60	0.72	0.78

The following table summarizes the Company's activities with respect to its stock option plans for the year ended December 31, 2011.

	Number of shares	Weighted average exercise price per share	Weighted average contractual term	Aggregate intrinsic value
Outstanding at January 1, 2011	3,933,440	$ 42.32		
Granted	755,000	74.06		
Exercised	(839,881)	33.62		
Canceled	(25,897)	53.23		
Outstanding at December 31, 2011	3,822,662	50.44	5.78	$ 139,243,760
Exercisable at December 31, 2011	2,238,712	$ 42.62	4.11	$ 99,065,980

The following table summarizes information for stock options outstanding at December 31, 2011:

	Outstanding options			Exercisable options	
Exercise price	Number	Average exercise price	Average remaining life (years)	Number	Average exercise price
$ 14.73 – 20.00	281,938	$ 19.05	0.9	281,938	$ 19.05
20.01 - 30.00	222,096	23.48	2.1	222,096	23.48
30.01 – 40.00	186,322	32.12	0.3	186,322	32.12
40.01 – 50.00	657,166	42.77	4.7	503,790	43.03
50.01 – 60.00	1,691,307	53.47	6.5	1,009,258	53.94
60.01 – 70.00	135,333	67.69	9.3	12,501	64.49
70.01 - 80.00	570,100	73.59	9.1	0	0.0
80.01 – 86.46	78,400	84.19	9.2	22,807	84.13
$ 14.73 – 86.46	3,822,662	$ 50.44	5.8	2,238,712	$ 42.62

At December 31, 2011, there was $18.7 million of total unrecognized compensation expense related to nonvested options granted under the Company's share-based payment plans. That cost is expected to be recognized over a weighted-average period of 1.8 years. The total intrinsic value of options exercised in 2011, 2010 and 2009 was $41.2 million, $27.5 million and $10.5 million, respectively. Cash received from option exercises under all plans in 2011 and 2010 was $28.2 million and $29.0 million, respectively.

Restricted Stock Grants - During 2011 and 2010, the Company granted 352,330 and 257,893 shares, respectively, of restricted stock to certain employee and director participants under the 2006 Plan. Restricted stock grants generally vest over a period of 1 to 3 years. The weighted average fair value of the shares granted in 2011 was $74.66 per share. The Company recorded $19.5 million, $16.2 million and $18.3 million of compensation expense related to outstanding shares of restricted stock held by employees and directors during 2011, 2010 and 2009, respectively. A summary of the Company's nonvested shares activity for 2011 is as follows:

	Number of shares	Weighted average fair value
Nonvested at January 1, 2011	670,401	$ 52.64
Granted	352,330	74.66
Vested	(264,848)	78.12
Forfeited	(4,072)	54.38
Nonvested at December 31, 2011	753,811	$ 61.15

At December 31, 2011, there was $20.3 million of total unrecognized compensation expense related to nonvested awards granted to both employees and directors under the Company's share-based payment plans. That cost is expected to be recognized over a weighted-average period of 2.2 years. There were 264,848 and 289,746 shares that vested during 2011 and 2010, respectively. Unrecognized compensation expense related to nonvested shares of restricted stock grants is recorded as a reduction to additional paid-in capital in stockholder's equity at December 31, 2011.

Employee Stock Purchase Plan - During 2011, 2010 and 2009, participants of the ESPP purchased 27,756, 29,439 and 38,428 shares, respectively, of Roper's common stock for total consideration of $2.1 million, $1.7 million, and $1.7 million, respectively. All of these shares were purchased from Roper's treasury shares. The Company had no compensation expense relating to the stock purchase plan during 2011, 2010 and 2009.

(13) Common Stock Transactions

On December 29, 2009, the Company completed a public offering of 2,300,000 shares of common stock for proceeds of approximately $121.4 million, net of $0.8 million of costs associated with the offering.

(14) Contingencies

Roper, in the ordinary course of business, is the subject of, or a party to, various pending or threatened legal actions, including product liability and employment practices. It is vigorously contesting all lawsuits that, in general, are based upon claims of the kind that have been customary over the past several years. After analyzing the Company's contingent liabilities on a gross basis and, based upon past experience with resolution of its product liability and employment practices claims and the limits of the primary, excess, and umbrella liability insurance coverages that are available with respect to pending claims, management believes that adequate provision has been made to cover any potential liability not covered by insurance, and that the ultimate liability, if any, arising from these actions should not have a material adverse effect on the consolidated financial position, results of operations or cash flows of Roper.

Over recent years there has been a significant increase in certain U.S. states in asbestos-related litigation claims against numerous industrial companies. Roper or its subsidiaries have been named defendants in some such cases. No significant resources have been required by Roper to respond to these cases and Roper believes it has valid defenses to such claims and, if required, intends to defend them vigorously. Given the state of these claims it is not possible to determine the potential liability, if any.

Roper's rent expense was $29.7 million, $29.1 million and $27.0 million for 2011, 2010 and 2009, respectively. Roper's future minimum property lease commitments totaled $116.3 million at December 31, 2011. These commitments included $28.6 million in 2012, $23.3 million in 2013, $20.9 million in 2014, $17.1 million in 2015, $12.5 million in 2016 and $13.9 million thereafter.

A summary of the Company's warranty accrual activity is presented below (in thousands):

	2011	2010	2009
Balance, beginning of year	$ 7,038	$ 7,341	$ 9,885
Additions charged to costs and expenses	8,846	5,671	4,416
Deductions	(7,716)	(5,895)	(7,659)
Other	(21)	(79)	699
Balance, end of year	$ 8,147	$ 7,038	$ 7,341

Other included warranty balances at acquired businesses at the dates of acquisition, the effects of foreign currency translation adjustments, reclassifications and other.

At December 31, 2011 the Company had outstanding surety bonds of $313 million.

(15) Segment and Geographic Area Information

Roper's operations are reported in four segments around common customers, markets, sales channels, technologies and common cost opportunities. The

segments are: Industrial Technology, Energy Systems and Controls, Medical & Scientific Imaging, and RF Technology. Products included within the Industrial Technology segment are water and fluid handling pumps, flow measurement and metering equipment, industrial valves and controls, and equipment and consumables for materials analysis and industrial leak testing. The Energy Systems and Controls segment's products include control systems, equipment and consumables for fluid properties testing, vibration sensors and other non-destructive inspection and measurement products and services. The Medical & Scientific Imaging segment offers medical products and software, high performance digital imaging products and software and handheld and vehicle mounted computers. The RF Technology segment includes products and systems related to comprehensive toll and traffic systems and processing, security and access control, campus card systems, software-as-a-service applications in the freight matching and food industries and utility metering and remote monitoring applications. Roper's management structure and internal reporting are aligned consistently with these four segments.

There were no material transactions between Roper's business segments during 2011, 2010 and 2009. Sales between geographic areas are primarily of finished products and are accounted for at prices intended to represent third-party prices. Operating profit by business segment and by geographic area is defined as net sales less operating costs and expenses. These costs and expenses do not include unallocated corporate administrative expenses. Items below income from operations on Roper's statement of earnings are not allocated to business segments.

Identifiable assets are those assets used primarily in the operations of each business segment or geographic area. Corporate assets were principally comprised of cash and cash equivalents, recoverable insurance claims, deferred compensation assets, unamortized deferred financing costs and property and equipment.

Selected financial information by business segment for 2011, 2010 and 2009 follows (in thousands):

	Industrial Technology	Energy Systems and Controls	Medical and Scientific Imaging	RF Technology	Corporate	Total
2011						
Net sales	$ 737,356	$ 597,802	$ 610,617	$ 851,314	$ -	$ 2,797,089
Operating profit	208,188	157,960	148,376	202,877	(56,862)	660,539
Assets:						
Operating assets	219,180	194,527	176,893	237,719	19,824	848,143
Intangible assets, net	597,769	535,606	971,584	1,855,609	-	3,960,568
Other	27,376	58,714	35,916	(104,869)	418	17,555
Total						4,826,266
Capital expenditures	11,153	6,889	12,498	9,634	528	40,702
Depreciation and other amortization	23,119	18,177	34,224	64,329	294	140,143
2010						
Net sales	$ 607,564	$ 503,897	$ 548,718	$ 725,933	$ -	$ 2,386,112
Operating profit	162,009	120,427	130,558	150,711	(49,411)	514,294
Assets:						
Operating assets	179,458	166,554	170,955	256,016	17,517	790,500
Intangible assets, net	610,542	518,849	791,611	1,911,291	-	3,832,293
Other	47,451	76,686	24,694	(91,099)	(94,237)	(36,505)
Total						4,586,288
Capital expenditures	8,849	3,466	7,269	8,976	31	28,591
Depreciation and other amortization	23,660	18,472	27,991	52,709	189	123,021
2009						
Net sales	$ 536,219	$ 440,919	$ 354,776	$ 717,754	$ -	$ 2,049,668
Operating profit	123,959	92,788	74,183	154,430	(49,964)	395,396
Assets:						
Operating assets	165,651	166,461	172,805	238,249	13,894	757,060
Intangible assets, net	635,147	532,022	787,884	1,302,279	-	3,257,332
Other	(51)	8,016	7,219	(27,825)	(33,281)	(45,922)
Total						3,968,470
Capital expenditures	13,977	3,185	2,126	6,291	306	25,885
Depreciation and other amortization	24,636	18,736	16,691	43,183	202	103,448

Summarized data for Roper's U.S. and foreign operations (principally in Canada, Europe and Asia) for 2011, 2010 and 2009, based upon the country of origin of the Roper entity making the sale, was as follows (in thousands):

	United States	Non-U.S.	Eliminations	Total
2011				
Sales to unaffiliated customers	$ 1,985,756	$ 811,333	$ -	$ 2,797,089
Sales between geographic areas	153,121	229,583	(382,704)	-
Net sales	$ 2,138,877	$ 1,040,916	$ (382,704)	$ 2,797,089
Long-lived assets	$ 135,399	$ 35,729	$ -	$ 171,128

2010				
Sales to unaffiliated customers	$ 1,758,797	$ 627,315	$ -	$ 2,386,112
Sales between geographic areas	125,202	174,265	(299,467)	-
Net sales	$ 1,883,999	$ 801,580	$ (299,467)	$ 2,386,112
Long-lived assets	$ 104,147	$ 29,834	$ -	$ 133,981
2009				
Sales to unaffiliated customers	$ 1,526,390	$ 523,278	$ -	$ 2,049,668
Sales between geographic areas	87,323	126,093	(213,416)	-
Net sales	$ 1,613,713	$ 649,371	$ (213,416)	$ 2,049,668
Long-lived assets	$ 124,382	$ 28,922	$ -	$ 153,304

Export sales from the U.S. during the years ended December 31, 2011, 2010 and 2009 were $410 million, $358 million and $301 million, respectively. In the year ended December 31, 2011, these exports were shipped primarily to Asia (34%), Europe (24%), Canada (14%), Middle East (13%), South America (6%) and other (9%).

Sales to customers outside the U.S. accounted for a significant portion of Roper's revenues. Sales are attributed to geographic areas based upon the location where the product is ultimately shipped. Roper's net sales for the years ended December 31, 2011, 2010 and 2009 are shown below by region, except for Canada, which is presented separately as it is the only country in which Roper has had greater than 5% of total sales for any of the three years presented (in thousands):

	Industrial Technology	Energy Systems and Controls	Medical and Scientific Imaging	RF Technology	Total
2011					
Canada	$ 64,864	$ 39,547	$ 21,127	$ 40,636	$ 166,174
Europe	110,656	148,767	162,725	88,741	510,889
Asia	67,093	118,565	86,807	8,833	281,298
Middle East	3,964	44,792	5,062	28,406	82,224
Rest of the world	33,721	63,064	17,194	9,790	123,769
Total	$ 280,298	$ 414,735	$ 292,915	$ 176,406	$ 1,164,354
2010					
Canada	$ 44,678	$ 27,360	$ 15,306	$ 35,270	$ 122,614
Europe	91,815	135,019	126,116	64,605	417,555
Asia	49,232	100,094	79,343	5,389	234,058
Middle East	2,805	34,912	5,853	22,387	65,957
Rest of the world	22,328	55,280	15,169	10,542	103,319
Total	$ 210,858	$ 352,665	$ 241,787	$ 138,193	$ 943,503
2009					
Canada	$ 40,121	$ 25,746	$ 7,251	$ 30,184	$ 103,302
Europe	79,000	118,770	98,328	48,849	344,947
Asia	41,364	85,323	65,687	6,157	198,531
Middle East	4,040	28,121	2,162	28,316	62,639
Rest of the world	12,256	48,657	9,424	11,042	81,379
Total	$ 176,781	$ 306,617	$ 182,852	$ 124,548	$ 790,798

(16) Concentration of Risk

Financial instruments which potentially subject the Company to credit risk consist primarily of cash, cash equivalents and trade receivables.

The Company maintains cash and cash equivalents with various major financial institutions. Cash equivalents include investments in commercial paper of companies with high credit ratings, investments in money market securities and securities backed by the U.S. Government. At times such amounts may exceed the F.D.I.C. limits. The Company limits the amount of credit exposure with any one financial institution and believes that no significant concentration of credit risk exists with respect to cash investments.

Trade receivables subject the Company to the potential for credit risk with customers. To reduce credit risk, the Company performs ongoing evaluations of its customers' financial condition.

(17) Quarterly Financial Data (unaudited)

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter

	(in thousands, except per share data)			
2011				
Net sales	$ 645,309	$ 699,871	$ 712,705	$ 739,204
Gross profit	350,096	377,063	382,556	405,849
Income from operations	142,000	163,970	167,215	187,354
Net earnings	88,979	106,311	110,281	121,676
Earnings from continuing operations per common share:				
Basic	0.93	1.11	1.15	1.26
Diluted	0.91	1.08	1.12	1.23
2010				
Net sales	$ 534,441	$ 567,104	$ 605,088	$ 679,479
Gross profit	279,565	301,947	321,749	371,865
Income from operations	100,716	119,187	128,233	166,158
Net earnings	59,725	71,281	84,263	107,311
Earnings from continuing operations per common share:				
Basic	0.64	0.76	0.89	1.13
Diluted	0.62	0.74	0.87	1.10

The sum of the four quarters may not agree with the total for the year due to rounding.

ROPER INDUSTRIES, INC. AND SUBSIDIARIES

Schedule II – Consolidated Valuation and Qualifying Accounts
Years ended December 31, 2011, 2010 and 2009

	Balance at beginning of year	Additions charged to costs and expenses	Deductions	Other	Balance at end of year
			(in thousands)		
Allowance for doubtful accounts and sales allowances					
2011	$ 10,349	$ 2,816	$ (2,842)	$ 313	$ 10,636
2010	11,187	1,558	(2,900)	504	10,349
2009	12,658	2,762	(4,874)	641	11,187
Reserve for inventory obsolescence					
2011	$ 32,516	$ 11,407	$ (8,848)	$ 149	$ 35,224
2010	29,037	12,905	(9,125)	(301)	32,516
2009	30,108	8,789	(10,508)	648	29,037

Deductions from the allowance for doubtful accounts represented the net write-off of uncollectible accounts receivable. Deductions from the inventory obsolescence reserve represented the disposal of obsolete items.

Other included the allowance for doubtful accounts and reserve for inventory obsolescence of acquired businesses at the dates of acquisition, the effects of foreign currency translation adjustments for those companies whose functional currency was not the U.S. dollar, reclassifications and other.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

There have been no changes in accountants or disagreements with accountants on accounting and financial disclosures.

ITEM 9A. CONTROLS AND PROCEDURES

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control-Integrated Framework, our management concluded that our internal control over financial reporting was effective as of December 31, 2011. Our internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

Our management excluded Northern Digital, UCG and Trinity from its assessment of internal control over financial reporting as of December 31, 2011, because they were acquired by us in purchase business combinations during 2011. Northern Digital, UCG and Trinity are wholly-owned subsidiaries whose excluded aggregate assets represent 0.5%, and whose aggregate total revenues represent 1.1%, of the related consolidated financial statement amounts as of and for the year ended December 31, 2011.

Evaluation of Disclosure Controls and Procedures

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based on this evaluation, we have concluded that our disclosure controls and procedures are effective as of December 31, 2011.

Disclosure controls and procedures are our controls and other procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the fourth quarter of 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

There were no disclosures of any information required to be filed on Form 8-K during the fourth quarter of 2011 that were not filed.

PART III

Except as otherwise indicated, the following information required by the Instructions to Form 10-K is incorporated herein by reference from the sections of the Roper Proxy Statement for the annual meeting of shareholders to be held on June 4, 2012, as specified below:

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

"Proposal 1: Election of Directors;" "Section 16(a) Beneficial Ownership Reporting Compliance;" "Corporate Governance;" "Executive Officers;" "Audit Committee Report;" and "Board Committees and Meetings."

ITEM 11. EXECUTIVE COMPENSATION

"Compensation Discussion and Analysis;" "Executive Compensation;" "Director Compensation;" "Compensation Committee Interlocks and Insider Participation;" and "Compensation Committee Report."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

"Beneficial Ownership."

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information as of December 31, 2011 regarding compensation plans (including individual compensation arrangements) under which our equity securities are authorized for issuance.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved by Shareholders [1]	4,549,506	$ 52.15	4,549,506
Equity Compensation Plans Not Approved by Shareholders	-	-	-
Total	4,549,506	$ 52.15	4,549,506

[1] Consists of the 1991 Stock Option Plan, the Amended and Restated 2000 Stock Incentive Plan, the 1993 Stock Plan for Non-Employee Directors (no additional equity awards may be granted under these three plans) and the 2006 Incentive Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

"Review and Approval of Related Person Transactions" and "Director Independence."

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Fees paid to the Company's independent registered public accounting firm are disclosed under the caption "Proposal 2: Ratification of the Appointment of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm for the Year Ending December 31, 2012."

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this Annual Report.

(1) Consolidated Financial Statements: The following consolidated financial statements are included in Part II, Item 8 of this report.

Consolidated Balance Sheets as of December 31, 2011 and 2010

Consolidated Statements of Earnings for the years ended December 31, 2011, 2010 and 2009

Consolidated Statements of Stockholders' Equity and Comprehensive Earnings for the years ended December 31, 2011, 2010 and 2009

Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009

Notes to Consolidated Financial Statements

(2) Consolidated Valuation and Qualifying Accounts for the years ended December 31, 2011, 2010 and 2009

(b) Exhibits

Exhibit No.	Description of Exhibit
[a]3.1	Amended and Restated Certificate of Incorporation.
[b]3.2	Amended and Restated By-Laws.
[c]3.3	Certificate of Amendment, amending Restated Certificate of Incorporation.
[d]3.4	Certificate Eliminating References to Roper Industries, Inc.'s Series A Preferred Stock from the Certificate of Incorporation of Roper Industries, Inc. dated November 16, 2006.
[e]3.5	Certificate of Amendment, amending Restated Certificate of Incorporation.
[f]4.2	Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of November 28, 2003.
4.3	Form of Debt Securities (included in Exhibit 4.2).
[g]4.4	First Supplemental Indenture between Roper Industries, Inc. and SunTrust Bank, dated as of December 29, 2003.
[h]4.5	Second Supplemental Indenture between Roper Industries, Inc. and Sun Trust Bank, dated as of December 7, 2004.
[i]4.6	Indenture between Roper Industries, Inc. and Wells Fargo Bank, dated as of August 4, 2008.
[j]4.7	Form of Note.
[k]4.8	Form of 6.625% Notes due 2013.
[l]4.9	Form of 6.25% Senior Notes due 2019.
[m]10.01	Form of Amended and Restated Indemnification Agreement. †
[n]10.02	Employee Stock Purchase Plan, as amended and restated. †
[o]10.03	2000 Stock Incentive Plan, as amended. †
[p]10.04	Non-Qualified Retirement Plan, as amended. †
[q]10.05	Brian D. Jellison Employment Agreement, dated as of December 29, 2008. †
[r]10.06	Timothy J. Winfrey offer letter dated May 20, 2002. †
[s]10.07	Credit Agreement, dated as of July 7, 2008, among Roper Industries, Inc., as parent borrower, the foreign subsidiary borrowers of Roper Industries, Inc. from time to time parties thereto, the several lenders from time to time parties thereto, Bank of Tokyo-Mitsubishi UFJ Trust Company and BNP Paribas, as documentation agents, Wachovia Capital Markets, LLC and Banc of America Securities, LLC, as syndication agents, and JPMorgan Chase Bank, N.A., as administrative agent.
[t]10.08	Form of Executive Officer Restricted Stock Award Agreement. †
[u]10.09	Brian D. Jellison Restricted Stock Unit Award Agreement. †
[v]10.10	Offer letter for John Humphrey, dated March 31, 2006. †
[v]10.11	2006 Incentive Plan, as amended. †
[w]10.12	Form of Restricted Stock Agreement for Employee Directors. †
[x]10.13	Form of Restricted Stock Agreement for Non-Employee Directors. †
[y]10.14	Form of Restricted Stock Agreement for Employees. †
[y]10.15	Form of Incentive Stock Option Agreement. †
[y]10.16	Form of Non-Statutory Stock Option Agreement. †
[y]10.17	Director Compensation Plan, as amended. †
[y]10.18	David B. Liner offer letter dated July 21, 2005. †
[z]10.19	Amendment to John Humphrey offer letter. †
[aa]10.20	Amendment to Timothy J. Winfrey offer letter. †
[bb]10.21	Amendment to David B. Liner offer letter. †
21.1	List of Subsidiaries, filed herewith.
23.1	Consent of Independent Registered Public Accounting Firm, filed herewith.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer, filed herewith.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer, filed herewith.
32.1	Section 1350 Certification of Chief Executive and Chief Financial Officers, filed herewith.
101.INS	XBRL Instance Document, furnished herewith.
101.SCH	XBRL Taxonomy Extension Schema Document, furnished herewith.

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document, furnished herewith.
101.DEF XBRL Taxonomy Extension Definition Linkbase Document, furnished herewith.
101.LAB XBRL Taxonomy Extension Label Linkbase Document, furnished herewith.
101.PRE XBRL Taxonomy Extension Presentation Linkbase Document, furnished herewith.

(a) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed March 17, 2003 (file no. 1-12273), as amended by the Certificate Eliminating References to the Company's Series A Preferred Stock from the Certificate of Incorporation of Roper Industries, Inc. dated November 16, 2006, incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 16, 2006 (file no. 1-12273).
(b) Incorporated herein by reference to Exhibit 3.2 to the Roper Industries, Inc. Current Report on Form 8-K filed March 22,2011 (file no. 1-12273).
(c) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 9, 2006 (file no. 1-12273)
(d) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Current Report on Form 8-K filed November 17, 2006 (file no. 1-12273).
(e) Incorporated herein by reference to Exhibit 3.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed on August 9, 2007 (file no. 1-12273).
(f) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Pre-Effective Amendment No. 1 to the Registration Statement on Form S-3 filed November 28, 2003 (file no. 333-110491).
(g) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed January 13, 2004 (file no. 1-12273).
(h) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed December 7, 2004 (file no. 1-12273).
(i) Incorporated herein by reference to Exhibit 4.2 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed on November 7, 2008 (file no. 1-12273).
(j) Incorporated herein by reference to Exhibit 4.2 to the Registration Statement on Form S-3 filed July 29, 2008 (file no. 333-152590).
(k) Incorporated herein by reference to Exhibit 4.09 to the Roper Industries, Inc. Current Report on Form 8-K filed August 4, 2008 (file no. 1-12273).
(l) Incorporated herein by reference to Exhibit 4.1 to the Roper Industries, Inc. Current Report on Form 8-K filed September 2, 2009 (file no. 1-12273).
(m) Incorporated herein by reference to Exhibit 10.04 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 31, 1999 (file no. 1-12273).
(n) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 5, 2010 (file no. 1-12273).
(o) Incorporated herein by reference to Exhibit 10.05 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(p) Incorporated herein by reference to Exhibit 10.06 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(q) Incorporated herein by reference to Exhibit 10.07 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(r) Incorporated herein by reference to Exhibits 10.06 and 10.09 to the Roper Industries, Inc. Annual Report on Form 10-K/A filed November 3, 2003 (file no. 1-12273).
(s) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Current Report on Form 8-K filed July 7, 2008 (file no. 1-12273).
(t) Incorporated herein by reference to Exhibits 99.1 and 99.2 to the Roper Industries, Inc. Current Report on Form 8-K filed December 30, 2004 (file no. 1-12273).
(u) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed August 9, 2006 (file no. 1-12273).
(v) Incorporated herein by reference to Exhibit 10.1 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed November 7, 2008 (file no. 1-12273).
(w) Incorporated herein by reference to Exhibits 10.1, 10.2, 10.3, 10.4 and 10.5 to the Roper Industries, Inc. Current Report on Form 8-K filed December 6, 2006 (file no. 1-12273).
(x) Incorporated herein by reference to Exhibit 10.01 to the Roper Industries, Inc. Quarterly Report on Form 10-Q filed May 7, 2009 (file no. 1-12273).
(y) Incorporated herein by reference to Exhibit 10.20 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(z) Incorporated herein by reference to Exhibit 10.21 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(aa) Incorporated herein by reference to Exhibit 10.22 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).
(bb) Incorporated herein by reference to Exhibit 10.23 to the Roper Industries, Inc. Annual Report on Form 10-K filed March 2, 2009 (file no. 1-12273).

† Management contract or compensatory plan or arrangement.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Roper has duly caused this Report to be signed on its behalf by the undersigned, therewith duly authorized.

ROPER INDUSTRIES, INC.
(Registrant)

By: /S/ BRIAN D. JELLISON — February 24, 2012
Brian D. Jellison, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of Roper and in the capacities and on the dates indicated.

/S/ BRIAN D. JELLISON Brian D. Jellison	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	February 24, 2012
/S/ JOHN HUMPHREY John Humphrey	Vice President, Chief Financial Officer (Principal Financial Officer)	February 24, 2012
/S/ PAUL J. SONI Paul J. Soni	Vice President and Controller (Principal Accounting Officer)	February 24, 2012
/S/ DAVID W. DEVONSHIRE David W. Devonshire	Director	February 24, 2012
/S/ JOHN F. FORT, III John F. Fort, III	Director	February 24, 2012
/S/ ROBERT D. JOHNSON Robert D. Johnson	Director	February 24, 2012
/S/ ROBERT E. KNOWLING Robert E. Knowling	Director	February 24, 2012
/S/ WILBUR J. PREZZANO Wilbur J. Prezzano	Director	February 24, 2012
/S/ RICHARD F. WALLMAN Richard F. Wallman	Director	February 24, 2012
/S/ CHRISTOPHER WRIGHT Christopher Wright	Director	February 24, 2012

Name of Subsidiary	Jurisdiction of Incorporation/Organization
3089554 Nova Scotia Inc.	Canada
Abel Equipos, S.A.	Spain
Abel GmbH & Co KG	Germany
Abel Pumpen GmbH	Germany
Abel Pumps, L.P.	Delaware
AC Analytical Control Services B.V	Netherlands
AC Analytical Controls B.V.	Netherlands
AC Analytical Controls Holding B.V.	Netherlands
Acton Research Corporation	Delaware
Alpha Holdings of Delaware 1, LLC	Delaware
Alpha Holdings of Delaware 11, LLC	Delaware
Alpha Technologies B.V.	Netherlands
Alpha Technologies Japan LLC	Delaware
Alpha Technologies S.R.O.	Czech Republic
Alpha Technologies Services, LLC	Delaware
Alpha Technologies UK	United Kingdom
Alpha UK Holdings LLC	Delaware
Amot Controls Corporation	Delaware
Amot Controls GmbH	Germany
Amot/Metrix Investment Company, Inc.	Delaware
Amphire Solutions, Inc.	Delaware
Amtech Systems (Hong Kong), Limited	Hong Kong
Amtech Systems LLC	Delaware
Amtech World Corporation	Delaware
Barbox Limited	United Kingdom
CBORD Holdings Corp.	Delaware
CCC Services, Inc.	Delaware
Chalwyn Limited	United Kingdom
Civco Holding, Inc.	Delaware
Civco Medical Instruments Co., Inc.	Iowa
Compressor Controls (Beijing) Corporation Ltd.	China
Compressor Controls Corporation B.V.	Netherlands
Compressor Controls Corporation	Iowa
Compressor Controls Corporation Middle East	Delaware
Compressor Controls Corporation S.r.l.	Italy
Compressor Controls Corporation Mauritius Ltd.	Mauritius
Compressor Controls Pty Ltd.	Australia
Cornell Pump Company	Delaware
Cornell Pump Europe GmbH	Germany
DAP Technologies Corp.	Delaware
DAP Technologies Limited	United Kingdom
DAP Technologies SARL	France
DAP Technologies, Ltd.	Canada
Dynamic Instruments, Inc.	California
Dynisco (UK) Limited	United Kingdom
Dynisco B.V.	Netherlands
Dynisco Enterprises GmbH	Germany
Dynisco Enterprises LLC	Delaware
Dynisco Europe GmbH	Germany
Dynisco Europe Holdings 11, B.V.	Netherlands
Dynisco Instruments LLC	Delaware
Dynisco Instruments SARL	France
Dynisco LLC	Delaware
Dynisco Parent, Inc.	Delaware
Dynisco Polymer Test, Inc.	Pennsylvania
Dynisco S.R.L.	Italy
Dynisco SPOL, SRO	Czech Republic
Dynisco –Viatran (M) Sdn Bhd	Malaysia
Dynisco Viatran LLC	Delaware
Dynisco-Viatran Instruments Sdn Bhd	Malaysia
Fluid Metering, Inc.	Delaware
FTI Flow Technology, Inc.	Delaware
Gatan GmbH	Germany
Gatan Service Corporation	Pennsylvania
Gatan, Inc.	Pennsylvania

Getloaded Corporation	Delaware
Hansen Technologies Corporation	Illinois
Hansen Technologies Europe GmbH.	Germany
Harbour Holding Corp.	Delaware
Hardy Process Solutions	California
Horizon Software International, LLC	Georgia
Imager Labs	California
Inovonics Corporation	Colorado
Instill Corporation	Delaware
Integrated Designs L.P.	Delaware
IntelliTrans Canada Ltd.	Canada
IntelliTrans Limited	United Kingdom
IntelliTrans, LLC	Delaware
Intellitrans Sweden AB	Sweden
ISL Finance	France
ISL Holding SNC	France
ISL Scientifique de Laboratoire - ISL, S.A.S.	France
IT Canada Holdings LLC	Delaware
iTradenetwork, Inc.	Delaware
iTradenetwork, Ltd.	United Kingdom
K/S Roper Finance	Denmark
Law 1059 Limited	United Kingdom
Link Logistics Holding LLC	Delaware
Logitech Limited	United Kingdom
Lumenera Corporation	Canada
Lumenera, Inc.	Delaware
Marumoto Struers KK	Japan
Media Cybernetics Inc.	Delaware
MEDTEC, Inc.	Iowa
Metrix Instrument Co., L.P.	Delaware
NDI Europe GmbH	Germany
Neptune Technology Group (Canada) Limited	Canada
Neptune Technology Group Inc.	Delaware
Neptune Technology Group Mexico S.de R.L. de C.V.	Mexico
Neptune Technology Group Servicios S.de R.L. de C.V.	Mexico
Nippon Roper K.K.	Japan
Northern Digital Inc.	Canada
Off-Campus Advantage, LLC	Delaware
PAC Denmark ApS	Denmark
PAC GmbH	Germany
PAC Instruments Asia Pte. Ltd.	Singapore
Petroleum Analyzer Company LP	Delaware
Photometrics UK Limited	United Kingdom
Quantitative Imaging Corp.	Canada
Redlake MASD, LLC.	Delaware
RI Marketing India Private Limited	India
RMT, Inc	Arizona
Roda Deaco Valve, Inc.	Canada
Roper Brasil Comercio E Promocano De Produtos E Servicos LTDA	Brasil
Roper Canada Holdings, Inc.	Canada
Roper Canada Partners Inc.	Canada
Roper Capital Deutschland GmbH	Germany
Roper Engineering s.r.o.	Czech Republic
Roper Europe GmbH	Germany
Roper Fundings Deutschland GmbH & Co. KG	Germany
Roper Georgia, Inc.	Delaware
Roper Germany GmbH	Germany
Roper Germany GmbH & Co., KG	Germany
Roper Holdings, Inc.	Delaware
Roper Holdings, Limited	United Kingdom
Roper Hong Kong Holdings, Limited	Hong Kong
Roper Industrial Products Investment Company	Iowa
Roper Industries L.P.	Canada
Roper Industries UK Limited	United Kingdom
Roper Industries B.V.	Netherlands
Roper Industries Denmark ApS	Denmark
Roper Industries Deutschland GmbH	Germany
Roper Industries Limited	United Kingdom

Roper Industries Manufacturing (Shanghai) Co. Ltd.	China
Roper Industries Mauritius Ltd.	Mauritius
Roper International Holding, Inc.	Delaware
Roper LLC	Russia
Roper Luxembourg Finance S.a.r.l.	Luxembourg
Roper Luxembourg Holdings S.a.r.l.	Luxembourg
Roper Luxembourg S.a.r.l.	Luxembourg
Roper Mex, L.P.	Delaware
Roper Pump Company	Delaware
Roper Scientific B.V.	Netherlands
Roper Scientific GmbH	Germany
Roper Scientific SAS	France
Roper Scientific, Inc.	Delaware
Roper Southeast Asia LLC	Delaware
Ropintassco 1, LLC	Delaware
Ropintassco 2, LLC	Delaware
Ropintassco 3, LLC	Delaware
Ropintassco 4, LLC	Delaware
Ropintassco 5, LLC	Delaware
Ropintassco 6, LLC	Delaware
Ropintassco 7, LLC	Delaware
Ropintassco Holdings, L.P.	Delaware
Shanghai Roper Industries Trading Co., Ltd.	China
Sinmed B.V.	Netherlands
Sinmed Holding International B.V.	Netherlands
Struers (Shanghai) International Trading Ltd.	China
Struers A/S	Denmark
Struers GmbH	Germany
Struers Inc.	Delaware
Struers Limited	Canada
Struers Ltd.	United Kingdom
Struers SARL	France
Student Advantage, LLC	Delaware
Technolog Group Limited	United Kingdom
Technolog Holdings Ltd.	United Kingdom
Technolog Limited	United Kingdom
Technolog S.a.r.l	France
The CBORD Group, Inc.	Delaware
TLP Holdings, LLC	Delaware
TransCore Atlantic, Inc.	Delaware
TransCore CNUS, Inc.	Delaware
TransCore Commercial Services, LLC	Delaware
TransCore Holdings, Inc.	Delaware
TransCore ITS, LLC	Delaware
TransCore ITS Australia Pty Ltd.	Australia
TransCore Link Logistics Corporation	Canada
TransCore Nova Scotia Corporation	Canada
TransCore Partners, LLC	Delaware
Transcore Quebec Corporation Inc.	Canada
TransCore, LP	Delaware
TransCore Transportation Systems Mauritius Private Limited	Mauritius
TransCore Transportation Solutions India Private Limited	India
Trinity Integrated Systems Limited	United Kingdom
United Controls Group, Inc.	Ohio
United Toll Systems, Inc.	Delaware
Uson L.P.	Delaware
Uson Limited	United Kingdom
Utilitec Limited	United Kingdom
Utilitec Services Limited	United Kingdom
Utility Data Services Limited	United Kingdom
Verathon Inc.	Washington
Verathon Holdings (Delaware) Inc.	Delaware
Verathon Medical Inc.	Washington
Verathon Medical (Austrailia) Pty Limited	Australia
Verathon Medical (Canada) ULC	Canada
Verathon Medical (Europe) B.V.	Netherlands
Verathon Medical (France) S.a.r.l.	France
Verathon Medical (Hong Kong) Limited	Hong Kong

Verathon Medical (Japan) K.K.	Japan
Verathon Medical (UK) Ltd.	United Kingdom
Viastar Properties, Inc.	Texas
Viastar Services, LP	Texas
Viatran Corporation	New York
Walter Herzog GmbH	Germany
Zetec, Inc.	Washington
Zetec Korea, Inc.	Delaware
Zetec Rental LLC	Delaware
Zetec Services, Inc.	Delaware
Zetec (Shanghai) Non-Destructive Equipment Co., Ltd.	China

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-152590) and Form S-8 (Nos. 33-71094, 33-77770, 33-78026, 333-36897, 333-73139, 333-35666, 333-35672, 333-35648, 333-59130, 333-105919, 333-105920, 333-135700) of Roper Industries, Inc. of our report dated February 24, 2012 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/PricewaterhouseCoopers LLP

Tampa, Florida

February 24, 2012

Exhibit 31.1

I, Brian D. Jellison, certify that:

1. I have reviewed this Annual Report on Form 10-K of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2012

/s/ Brian D. Jellison
Brian D. Jellison
Chairman of the Board, President and
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

I, John Humphrey, certify that:

1. I have reviewed this Annual Report on Form 10-K of Roper Industries, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2012

/s/ John Humphrey
John Humphrey
Vice President,
Chief Financial Officer
(Principal Financial Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Roper Industries, Inc. (the "Company") on Form 10-K for the period ending December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brian D. Jellison, Chief Executive Officer of the Company, and John Humphrey, Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 24, 2012

/s/ Brian D. Jellison
Brian D. Jellison
Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

/s/ John Humphrey
John Humphrey
Vice President,
Chief Financial Officer
(Principal Financial Officer)

This certificate is being made for the exclusive purpose of compliance of the Company with the requirements of Section 906 of the Sarbanes-Oxley Act of 2002, and may not be disclosed, distributed or used by any person or for any reason other than specifically required by law.

6901 Professional Parkway East
Suite 200
Sarasota, FL 34240

Roper Industries, Inc.

Telephone (941) 556-2601
Fax (941) 556-2670

July 15, 2014

Silvia Perez
Indiana Finance Authority
One North Capitol Avenue, Suite 900
Indianapolis, Indiana 46204
Telephone: (317) 234-7701
Email: SPerez@ifa.in.gov

Reference: Louisville Southern Indiana Ohio River Bridges Toll Services Project

Subject: Material Changes in Financial Condition

Dear Ms. Perez:

In accordance with the requirements set forth in Exhibit B, Section 4.2 page 7 of the RFP, Roper Industries, Inc., the domestic ultimate of TransCore, LP herewith confirms that no material change has occurred in our financial condition and none is pending. This is further documented in all SEC filings including the most recent 10-Ks and 10-Qs provided herein.

Respectfully yours,
Roper Industries, Inc.

Paul J. Soni
Vice President and Controller

FORM L

GUARANTOR COMMITMENT LETTER

June ___, 2014

Indiana Finance Authority
Joint Board
One North Capitol Avenue, Suite 900
Indianapolis, IN 46204
Attention: Silvia Perez

RE: GUARANTOR COMMITMENT TO PROVIDE PARENT GUARANTY FOR TOLL SERVICES FOR THE LOUISVILLE-SOUTHERN INDIANA OHIO RIVER BRIDGES PROJECT

Dear Ms. Perez:

Roper Industries, Inc., hereinafter "Guarantor," is the parent company of TransCore, LP. This commitment letter is provided on behalf of TransCore, LP in connection with its proposal for the Toll Services Project Agreement ("Agreement") to provide, operate, maintain, and manage an all-electronic open road toll collection system, and provide back office toll collection and customer service, for the three (3) bridges comprising the Ohio River Bridges Project defined herein (the "Project"). Guarantor hereby irrevocably agrees to provide a guaranty, guaranteeing all the obligations of Toll System Provider with respect to the Agreement in the form of Exhibit Z of the Agreement. This commitment is subject only to award and execution of the Agreement by the Joint Board.

Sincerely,

Paul Soni
Vice President and Controller
Roper Industries, Inc.

CERTIFICATE OF SECRETARY
OF ROPER INDUSTRIES, INC.

I do hereby certify that:

1. I am the duly elected, qualified and serving Secretary of Roper Industries, Inc. ("Roper"), and I am the keeper of the corporate records of Roper.

2. Paul J. Soni, as an appointed officer of Roper, has the legal authority to sign on behalf of the Company.

3. The following resolution was adopted effective June 10, 2014, and has not been the subject of any subsequent amendment, modification or recission:

   RESOLVED, that Paul J. Soni be, and hereby is, elected to serve in the office of Vice President and Controller and the Principal Accounting Officer for the Company, to so serve at the pleasure of the Board of Directors, as a non-executive Officer of the Company, or until his earlier resignation, removal under the Company's By-Laws or other termination of his employment by the Company and shall undertake the duties and responsibilities consistent therewith and as otherwise as directed by the Chief Executive Officer or the Chief Financial Officer.

IN WITNESS WHEREOF, I have hereunto subscribed my name as Secretary this 17th day of June, 2014.

David B. Liner
Secretary

ROPER INDUSTRIES, INC.
CORPORATE
SEAL
DELAWARE

6901 Professional Parkway East
Suite 200
Sarasota, FL 34240

Roper Industries, Inc.

Telephone (941) 556-2601
Fax (941) 556-2670

November 25, 2013

Silvia Perez
Indiana Finance Authority
One North Capitol Avenue, Suite 900
Indianapolis, Indiana 46204
Telephone: (317) 234-7701
Email: SPerez@ifa.in.gov

Reference: Indiana Finance Authority Acting On Behalf Of The Louisville-Southern Indiana Ohio River Bridges Project Joint Board RFQ To Provide, Operate, Manage, and Maintain a Toll Collection System and Provide Back Office Toll Collection and Customer Service for the Louisville-Southern Indiana Ohio River Bridges Project

Subject: Financially Responsible Party Letter of Support

Dear Ms. Perez:

In accordance with the requirements set forth in Book 2, Section A.e. page B-8 of the RFQ, Roper Industries, Inc., the domestic ultimate of TransCore, LP herewith confirms that it will financially support all the obligations of TransCore, LP with respect to the above-referenced Project. In addition, Roper is fully prepared to provide a guaranty if it should be required as a condition precedent prior to qualification or award of the Agreement.

Respectfully yours,
Roper Industries, Inc.

Paul J. Soni
Vice President and Controller