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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 3, 2013**

DOVER CORPORATION

(Exact name of registrant as specified in its charter)

State of Delaware

(State or other jurisdiction of incorporation)

1-4018

(Commission File Number)

53-0257888

(I.R.S. Employer Identification No.)

3005 Highland Parkway

Downers Grove, Illinois

(Address of principal executive offices)

60515

(Zip Code)

(630) 541-1540

(Registrant's telephone number, including area code)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

Commencing on June 3, 2013, Dover Corporation (the "Company") is hosting an investor meeting at Harbison Fischer in Fort Worth, Texas and at Anthony International in Sylmar, California. The meeting contains a presentation concerning existing and emerging technologies including the Company's recent product innovation activities and growth initiatives in the artificial lift and refrigeration markets. The presentation being given to investors has been posted on the Company's website (<http://www.dovercorporation.com>) and is being furnished in the attached Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

- (a) Financial statements of businesses acquired.
Not applicable.
 - (b) Pro forma financial information.
Not applicable.
 - (c) Shell company transactions.
Not applicable.
 - (d) Exhibits.
The following exhibit is furnished as part of this report:

99.1 Dover Corporation's Technology Tour 2013 Presentation
-

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 3, 2013

DOVER CORPORATION

(Registrant)

By: /s/ Ivonne M. Cabrera
Ivonne M. Cabrera
Senior Vice President, General Counsel &
Secretary

EXHIBIT INDEX

Number

Exhibit

99.1

Dover Corporation's Technology Tour 2013 Presentation



Technology Tour

Ft. Worth, TX - Los Angeles, CA

June 3 – 4, 2013

We want to remind everyone that our comments may contain forward-looking statements that are inherently subject to uncertainties. We caution everyone to be guided in their analysis of Dover Corporation by referring to our Form 10-K for a list of factors that could cause our results to differ from those anticipated in any such forward-looking statements.

We would also direct your attention to our website, www.dovercorporation.com, where considerably more information can be found.

- **Global market review**

- **Segment review**
 - **Energy** is on track for growth in 2013 driven by international growth in production and downstream
 - **Engineered Systems** seasonally growing as expected
 - **Communication Technologies** on track for Q2 growth; well-positioned for 2H product launches
 - **Printing & Identification** growing in U.S. and Asia, offset by weak European markets

- **Transaction will allow Knowles to pursue a more aggressive growth strategy**
 - Invest to expand technology and manufacturing leadership
 - Commitment to innovation
- **Dover continues to be focused on its key industrial end-markets**
 - Energy, Engineered Systems and Product Identification receive focused growth investment
- **Dover continues balanced capital allocation policy**
 - Internal growth, acquisitions, dividend growth and share repurchases
- **Benefits to shareholders**
 - Unlocks Knowles' growth potential
 - Simplifies Dover's business profile

Clear Focus on Distinct Growth Strategies and Business Models Will Allow Each Company to Create Significant Value for Shareholders

- **Dover continues to win in its markets through customer-focused innovation and product development**
- **Innovation drives customer intimacy, resulting in a fair price for value delivered**
 - We win when our customers win
- **Norris Production Solutions is a great example of acquiring leading technology, brands and market presence, and globalizing to serve expanding artificial lift markets**
- **Hillphoenix' and Anthony's leading technologies allows its customers to solve significant issues**
 - Increase energy efficiency; reduce costs
 - Improve the shopping experience to drive more sales through the store



Bill Spurgeon

Chief Executive Officer - Dover Energy

DOVER
2013F REVENUE
\$8.7 - \$8.9B

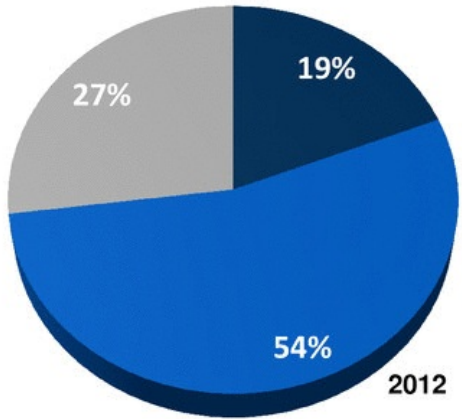
Communication
Technologies
19%

Energy
26%

Engineered
Systems
43%

Printing &
Identification
12%

Revenue by End-Market



■ Drilling ■ Production ■ Downstream

Key Brands

Drilling



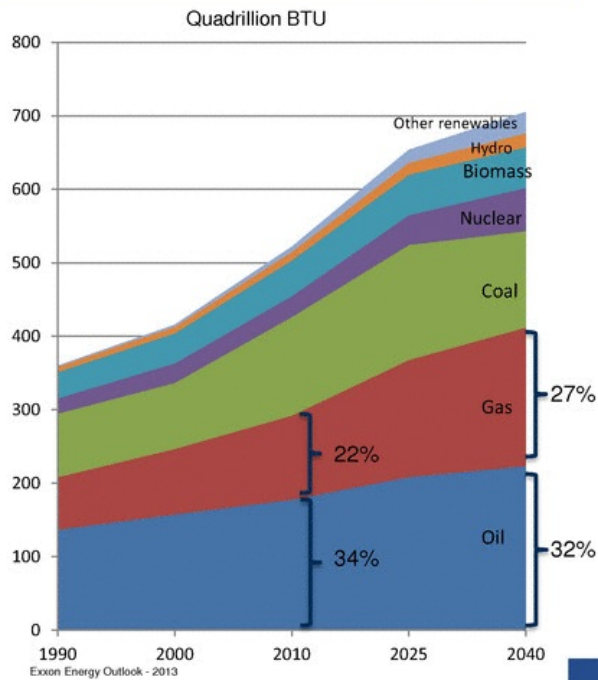
Production



Downstream



Oil and gas demand...



...continue to be a large part of energy mix

- Energy demand in non-OECD to double by 2040
- Electricity generation drives significant portion of demand growth – NG leading the way
- Continued development of heavy and shale oil
- Accelerating depletion driving increased need for artificial lift to meet demand growth

Market Growth

Drilling



Production



Downstream



Drilling

Market Size: \$2B

- Drilling is continually becoming more efficient
- International Shale Development
- Fracking – no broad based restrictions anticipated

Production

Market Size: \$18B

- Increased need for Artificial Lift Systems (ALS)
- Growth in compression driven by enhanced oil recovery (EOR) and continuing pipeline build out
- Continued growth in automation and remote monitoring

Downstream

Market Size: \$6B

- Increasing enactment and enforcement of environmental regulation
- Increasing usage of NG as fuel and feedstock
- Continuing build out of infrastructure in developing economies
- Lack of pipeline infrastructure driving record crude oil transport by rail in NA

- **US rig count up only 2% while wells drilled up almost 10% in 2012**
 - New technologies – pad drilling, quicker rig assembly/disassembly, walking drill rigs
 - Faster rates of penetration
 - Extended horizontal laterals – up to 2 miles
- **Higher torque and horse power rigs – over 60% of fleet**
- **Horizontal rigs almost doubled since start of 2010 while vertical rigs are flat**



Global platform focused on customer driven solutions for safe & efficient handling and distribution of fuels and critical fluids worldwide

Market	Retail/ Commercial Fueling	Clean Energy	Industrial Fueling	Fluid Transfer
Current Offering	<ul style="list-style-type: none"> Nozzle & accessories Piping and containment Fuel control systems Tank Gauge Vapor recovery systems Underground storage equipment 	<ul style="list-style-type: none"> CNG , LPG, Hydrogen, Biofuel fueling equipment Receptacles & accessories LPG loading systems 	<ul style="list-style-type: none"> Bulk fueling equipment 	<ul style="list-style-type: none"> Loading Systems Rail & cargo tank valves & fittings Dry disconnects Rack monitors Valves & gauging products
Target Technology	<ul style="list-style-type: none"> Services Automation Broader equipment package 	<ul style="list-style-type: none"> LNG Nozzles, valves fittings & loading systems 	<ul style="list-style-type: none"> High-speed industrial fueling 	<ul style="list-style-type: none"> Custody transfer Automation Offshore fluid handling

Why are these markets attractive?

- Global Infrastructure growth
- Increasing energy demand, alternative fuels
- Expanding environmental regulations
- Initial focus: \$3.0b+ global market growing at 5% -7% long term

How do we get there?

- Significant organic growth driven by
 - Emerging market growth
 - New products – efficiency & regulations
- Acquisitions – 40+ targets identified
 - Acquire technologies and grow internationally

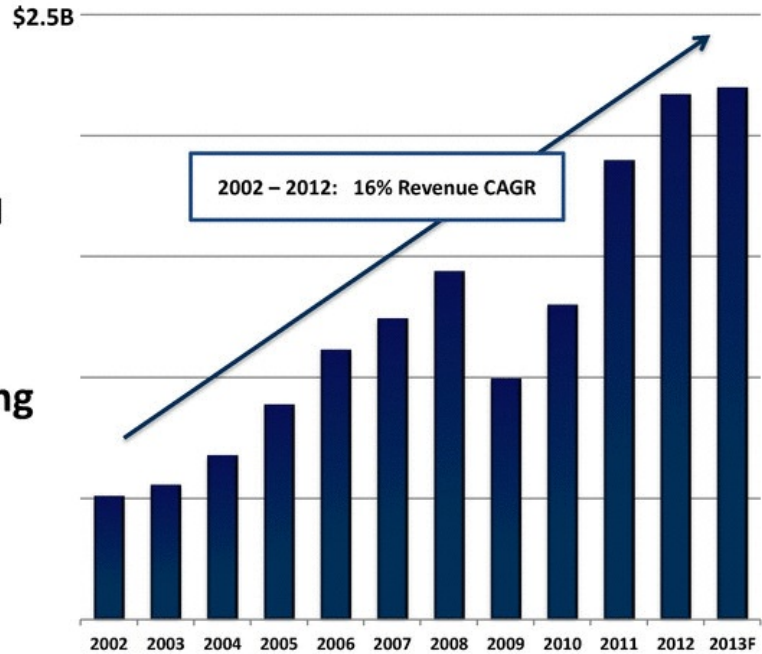
Building a platform of leading brands with global scale

■ **Consistently outperform market growth**

- Total growth 2x rig count
- Significantly outpacing global GDP
- Organic growth – 12%

■ **Continued growth outpacing market**

- Artificial lift
- International expansion
- Downstream growth
- New technologies



NA Rig Count 2002-'12
CAGR 8.5%

Global GDP 2002-'12 CAGR
3.4%



Dan Newman

President - Norris Production Solutions

Artificial Lift is an attractive growth space:

- **Unconventional resources, such as shale and heavy oil, are altering energy investment strategies**
- **Aging wells around the world are driving demand for artificial lift**
- **Customers increasingly value broader artificial lift solutions and expertise**
- **We are well-positioned with technologies from recent acquisitions and global strategies to capitalize on these market dynamics**

- **Artificial lift** refers to the use of artificial means to increase the flow of liquids (oil, water) from a production well
- **Artificial lift is needed when there is insufficient pressure in the reservoir to naturally lift liquids to the surface—over 90% of active wells are utilizing artificial lift**

Types of Artificial Lift

- Reciprocating Lift (“Rod Lift”)
- Progressing Cavity Pump (“PCP”)
- Plunger Lift
- Gas Lift
- ESP Lift
- Others such as Hydraulic and Jet Lift



Rod Lift



Progressing
Cavity Pump

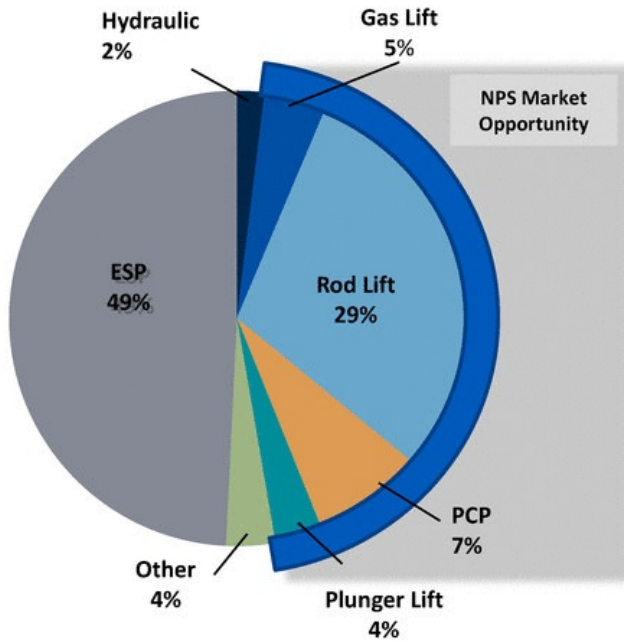


Plunger Lift

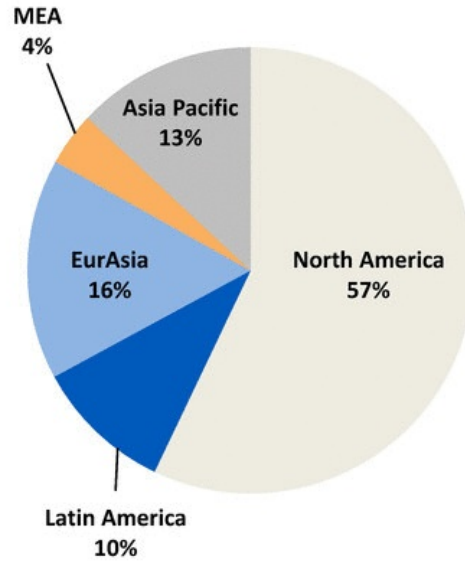


Gas Lift

Artificial Lift Market 2012 (\$10.9 B)

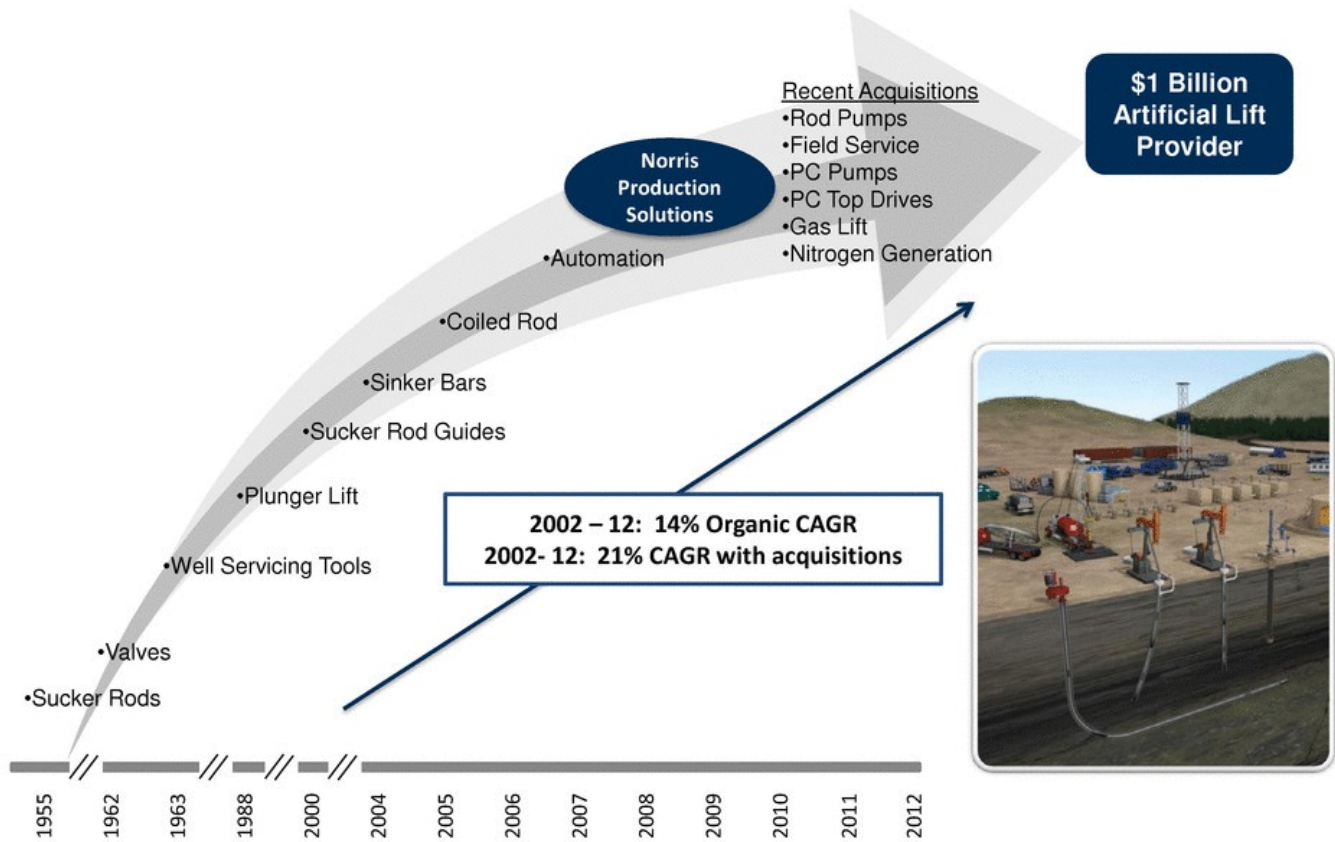


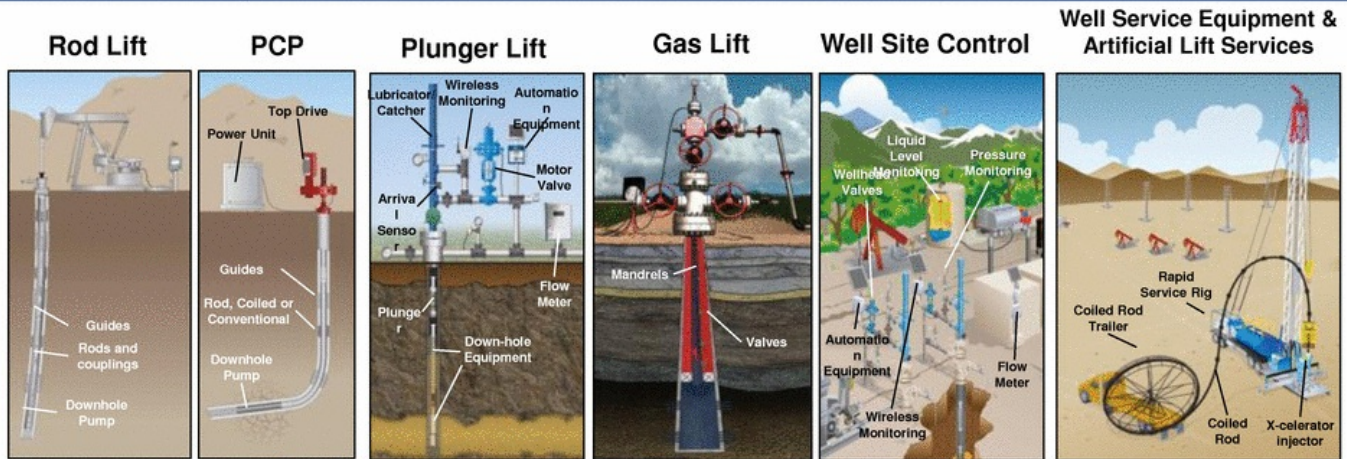
Rod Lift/PCP/Plunger/Gas Market NPS Market Share ~20%



Sources: ALS Market (Markets and Markets), Spears and Associates OMR

- **Build broad portfolio of artificial lift technologies that add customer value**
- **Acquire technologies to drive:**
 - International growth
 - Penetration of new markets
- **Expand automation technologies that lower operating costs for customers and improve asset performance**









PRODUCT BREADTH

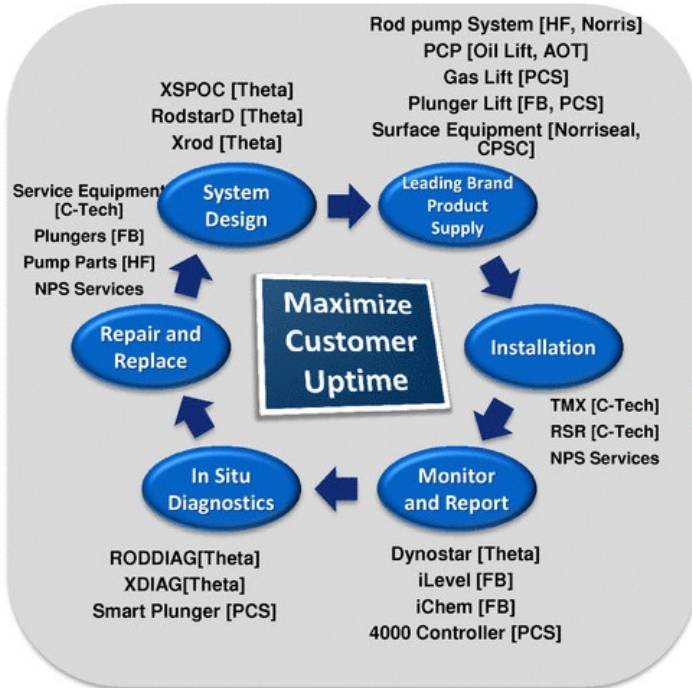
Rod Lift	PCP	Plunger Lift	Gas Lift	Well Site Control	Well Service
<ul style="list-style-type: none"> Sucker Rods Rod Pumps Accessories Design Software 	<ul style="list-style-type: none"> Drive Head PC Pumps Drive Rods Coiled Rod 	<ul style="list-style-type: none"> Plungers Automation Motor Valves Design Software 	<ul style="list-style-type: none"> Valves Mandrels Nitrogen Services 	<ul style="list-style-type: none"> Valves Flow Control Tank Monitors Separators Automation 	<ul style="list-style-type: none"> Equipment RSRs TMX ALS Services



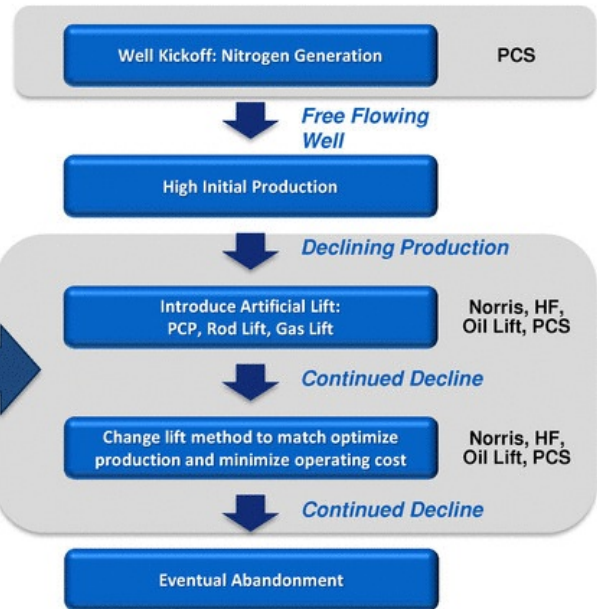
Our Technology	Competition	How We Win
<p>Sucker Rods</p> 	<p>Weatherford, Tenaris</p>	<ul style="list-style-type: none"> ✓ Quality, reliability, performance and availability ✓ Optimized design and application engineering
<p>Downhole pumps</p> 	<p>GE/Lufkin, Weatherford</p>	<ul style="list-style-type: none"> ✓ Quality, reliability, performance and availability ✓ Application and Solutions engineering ✓ Technology and service leadership
<p>PC Pump Drive Heads</p> 	<p>Weatherford, NOV-R&M</p>	<ul style="list-style-type: none"> ✓ Innovative and patented technologies ✓ Environmentally sound designs-leak proof ✓ Lowest cost to operate and maintain
<p>Plunger Lift Systems</p> 	<p>Weatherford</p>	<ul style="list-style-type: none"> ✓ Strong automation ✓ Broadest solution offering ✓ Unrivalled service and technical expertise ✓ Quality products and availability

NPS operates leading brands in the artificial lift space

Generate Revenues Through Well's Production Cycle



Typical Liquid Rich Shale Well Production Cycle



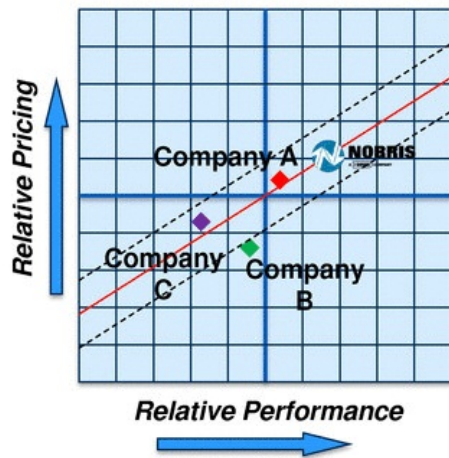
Our Sucker Rod Products

- ✓ Quality, reliability, performance and availability
- ✓ Strong design and application engineering

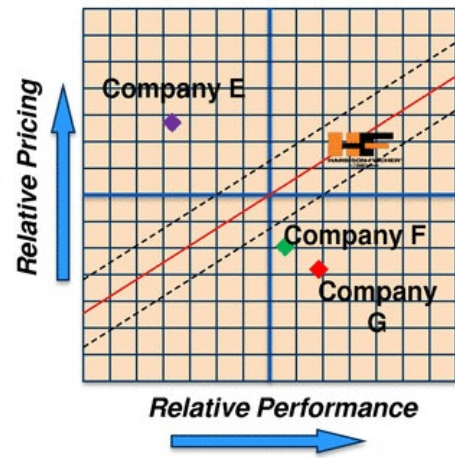
Our Reciprocating Pumps

- ✓ Quality, reliability
- ✓ Application and Solutions engineering

Vendor Value Map – Sucker Rods



Vendor Value Map – Reciprocating Pumps



*Welling and Company Market Study

Our Rod Pumping Optimization Software

- ✓ Leading SCADA for artificial lift systems- XSPQC
- ✓ Over 40,000 wells being monitored and analyzed globally
- ✓ Supports multiple forms of artificial lift
- ✓ Easy use and set-up
- ✓ Can be run internally to the customer or externally hosted
- ✓ Expert Diagnostics

Real-Time Access To Your Wells

- ✓ Accessibility via smartphone or tablet



XSPQC Is Used in the Largest POC Automation Project in the World With 4500 Rod Pumping Wells at Belridge Field



Smart systems optimize production so customers get the most from wells



The 3DSO™ Plunger Arrival Sensor - optimizing plunger lift operations

- Eliminating false arrivals
- Long-term durability
- maintenance-free operation
- Patent pending
- Increased sales 2X in 2012

iChem



The iChem Solar Injection Pump-reducing customers maintenance and operating expenses

- protects against chemical leaks
- Eliminates “just in case” over injection of chemical
- Leverages PSG pump technology and NPS application knowledge
- Expected sales increase of 3.5x in 2013

iLevel



iLevel - facilitates health and safety initiatives while providing real time, accurate fluid production information

- Leverages OPW leveling technology and NPS application knowledge
- Reduces overflow events
- Protects people and environment
- Increased sales 2.5x in 2012

Solutions for optimizing production from sandy and heavy oil wells

Our Top Drive Products



Hydraulic Drive

- **Reduce Life Cycle costs**
 - Designed to exceed a 20 year life span
 - Gear Drive, no belt replacement costs
 - Eliminates oil spill clean-up costs

- **Enhance Safety**
 - Enclosed Gear Drive
 - Fail Safe Brake

• **Minimize Environmental Impact**

- Zero-Spill© Stuffing box prevents Oil Spills
- Over 10,000 drives with Zero Spill© Stuffing boxes are protecting your environment



Zero Spill© Stuffing Box



Our Rod Lock BOP Products

Rod Lock© BOPs

The BOP That Clamps

• **Reduce Life Cycle costs**

- Service any PC drive head without a rig, reducing rig cost and manpower
- Coil Side entry for tubing cleanout without removing the drive head

• **Enhance Safety**

- Eliminate having to suspend a PC drive on the winch line while holding the polished rod weight on the draw works line
- The polished rod is locked out and cannot move while someone is working on the drive system

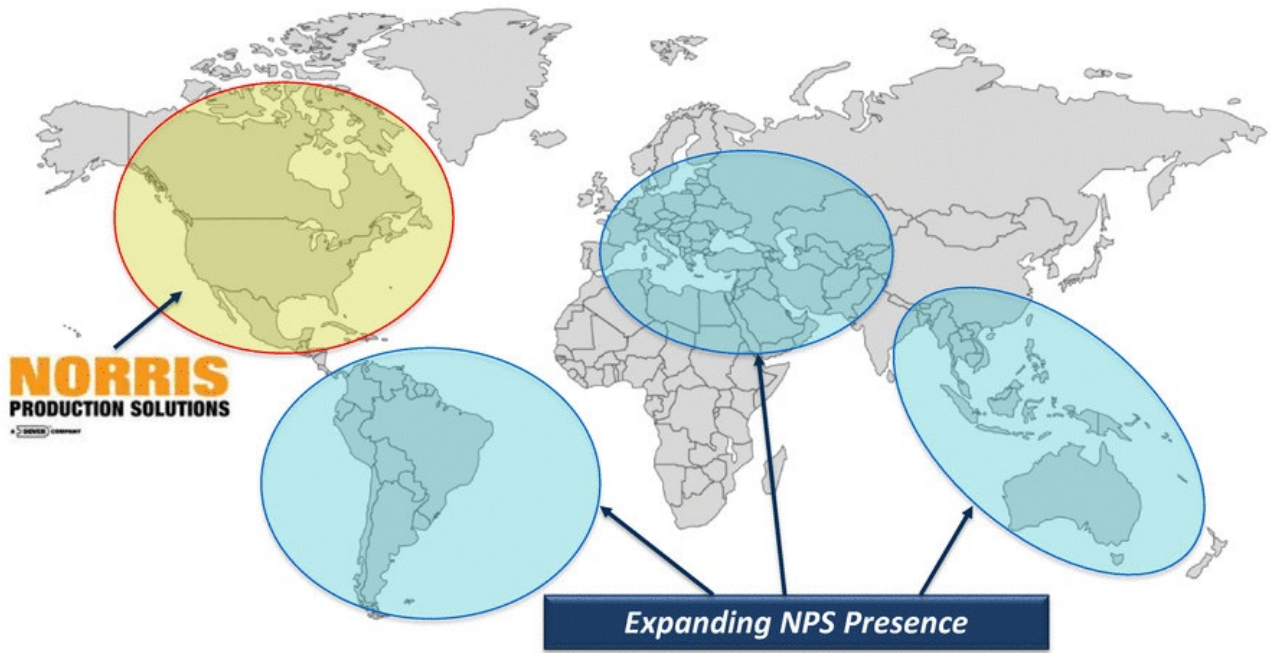
• **Minimize Environmental Impact**

- Service a stuffing box or drive head on a live well without gas or liquid leakage



Coil Side Entry

NPS has a network of manufacturing, service and sales across North America and a growing presence overseas; positioned to capture strategic markets



Market Opportunity

- Light oil reserves depleting quickly
- Estimates as high as 971 billion barrels of heavy oil deposits in Middle East
- Growing heavy oil production in Oman, Egypt and Kuwait
- Heavy oil production recovery techniques require artificial lift – increasing use of PCP
- Over 24,000 producing wells in the region; half are equipped with artificial lift (ESP and Gas lift)
- Artificial lift growing at a 13% CAGR



Our Growth / Actions

- Growing at a 29% CAGR
- Continuing infrastructure investments in region for artificial lift
 - Application engineering; complete solutions
 - Africa business expansion
 - Expansion of equipment, footprint for rig services



Market Opportunity

- Oil production peaked at 10.7M Bbls/day and is declining roughly 0.6% per year while consumption has grown to 8.3MBB
- Large ALS Market – 10% global market
- Approximately 70,000 producing wells
- Focus investments with highly fractured and low pressure fields, and heavy oil are attractive opportunities for artificial lift technologies and services



Our Growth / Actions

- Growing at a 35% CAGR
- Creating local infrastructure
 - Regional management- Latin America
 - Sales & Service facilities
 - Partnering-agents and local service providers



Market Opportunity

- Significant Coal bed methane reserves
- ~1,500 wells drilled during the last five years with plans to add another 18,000 by 2020 to meet LNG commitments
- All wells require artificial lift – rapidly growing PCP market
- Service element provides pull thru opportunity



Our Growth / Actions

- Growing at a 61% CAGR
- Expanding our presence
 - Regional management-SE Asia
 - Established regional footprint- manufacturing, sales, service
 - Business development & local specialists



- **Artificial lift – attractive growth space within energy segment**
- **Aging wells and unconventional plays – drive artificial lift growth**
- **Acquired technologies help us drive:**
 - International growth
 - Penetration of new markets
- **Investments in regional infrastructure and local application knowledge**
- **We are well positioned with broad portfolio and automation solutions to maximize growth**



David Martin

Managing Director - Harbison-Fischer

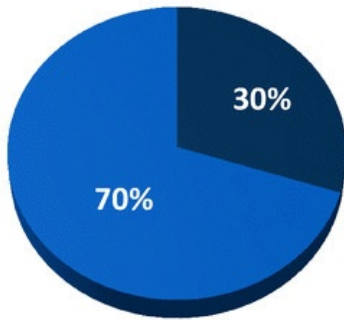


- Founded in 1933
- Acquired by Dover - January, 2011
- Market leader in down-hole rod-pumps
- Manufacturing and distribution
- >500 employees
- 36 field warehouses



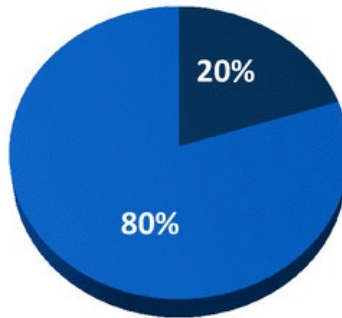
● Norris/AOT ● Harbison-Fischer

Well Age



■ New ■ Existing

Well Type

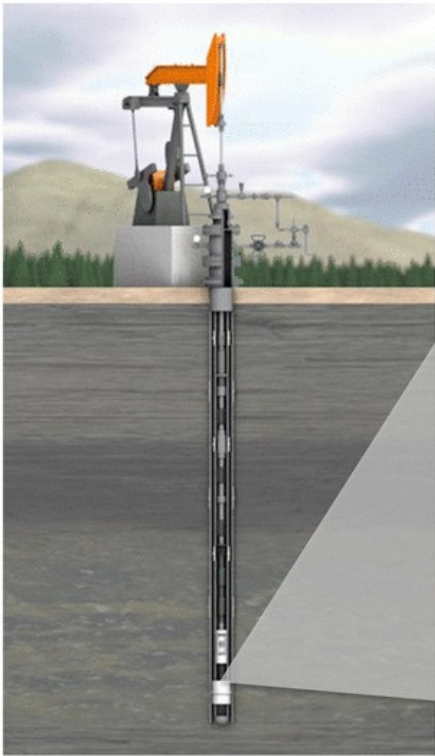


■ Gas ■ Oil

Business Model

- Multiple channels to market
 - Indirect - 80%
 - Direct - 20%
- Direct delivery of product to oil / gas fields
- Sales team influences well-site production decisions

Strong recurring revenues at 70%



Pump Part Types	% of Value
Barrel	~35%
Plunger	~20%
Valves	~20%
Cages	10%
Ball and Seats	10%
Fittings	~25%

Well Data Sheet

Volume

Corrosive properties

Depth

Particulate size and type

Tubing size

Fluid levels

Rod string design

Pumping unit size

Products highly engineered to meet diverse customer needs

Local Availability

- 36 field warehouses, serving hundreds of "pump shop" locations
- Significant inventory in field
- Top well operator concern is availability during work-over period

Application Engineering to Optimize Well Performance

- Mix components to make hundred of millions of unique pumps
- Participate in well operations reviews with end users
- Detailed tracking of well performance and run-time
- Largest & most technical sales force in pump industry

Full Product Line With Highest Quality

- One-stop shop for distributor for all pump components
- No competitor matches breadth
- Unique production processes for several key products

Unique / Patented Products

- Several specialty products to meet well needs
- Protect IP aggressively

Data Management: Pump Tracker



- Proprietary database
 - ~1.5M records
- Detailed tracking and reporting:
 - Pump and well attributes
 - Root causes of failure
- Proven ability to use data to improve run-life, increase production, and lower well operating costs.
- Upgrade in 2013

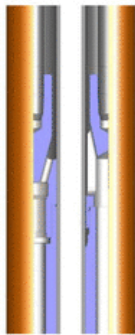


Innovative Stuffing Boxes



- Injecta-Box stuffing Box with Pro-Align, Flap-Tite, and Enviro-Guard components
- Pro-Align – Patented
- Unique injectable packing allows service without shutting down pumping unit
- Flap-Tite and Enviro-Guard provide fail-safe mechanism to control well fluid spillage in the event of a failure

“Sand Flush” Plunger

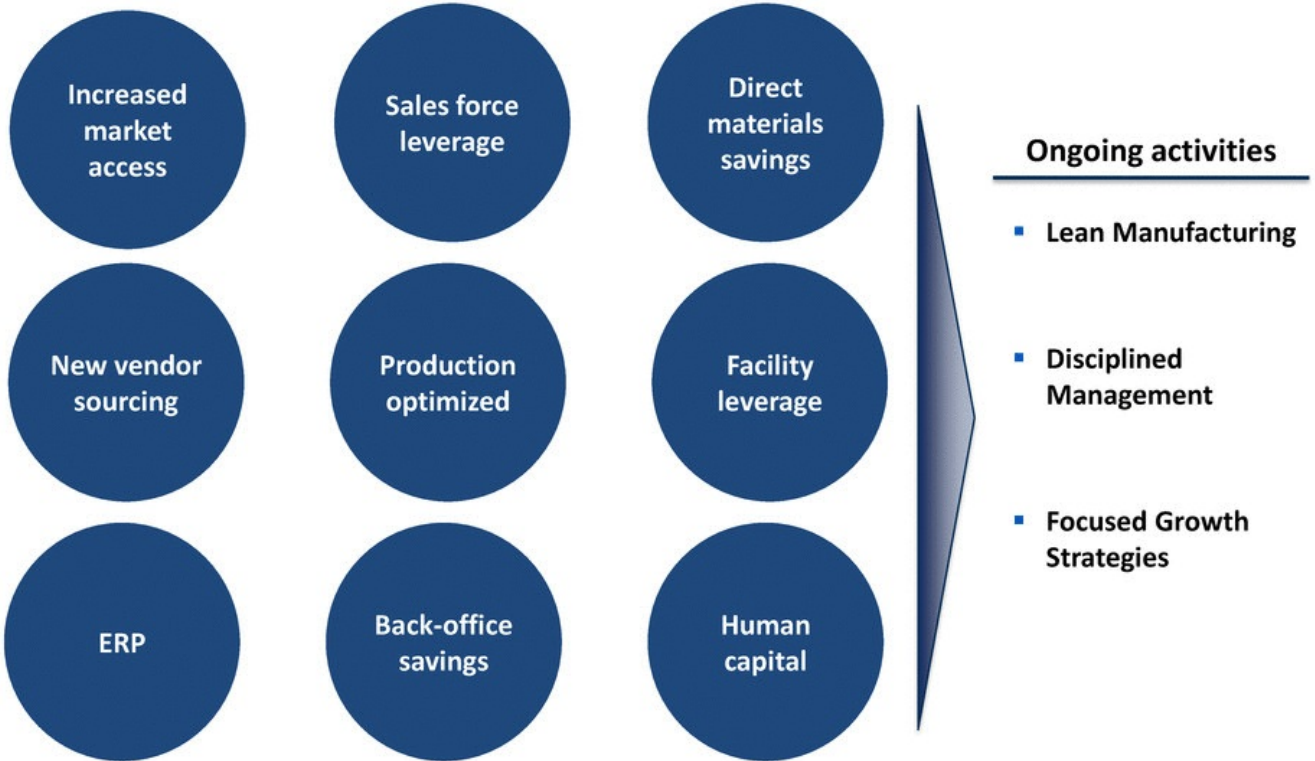


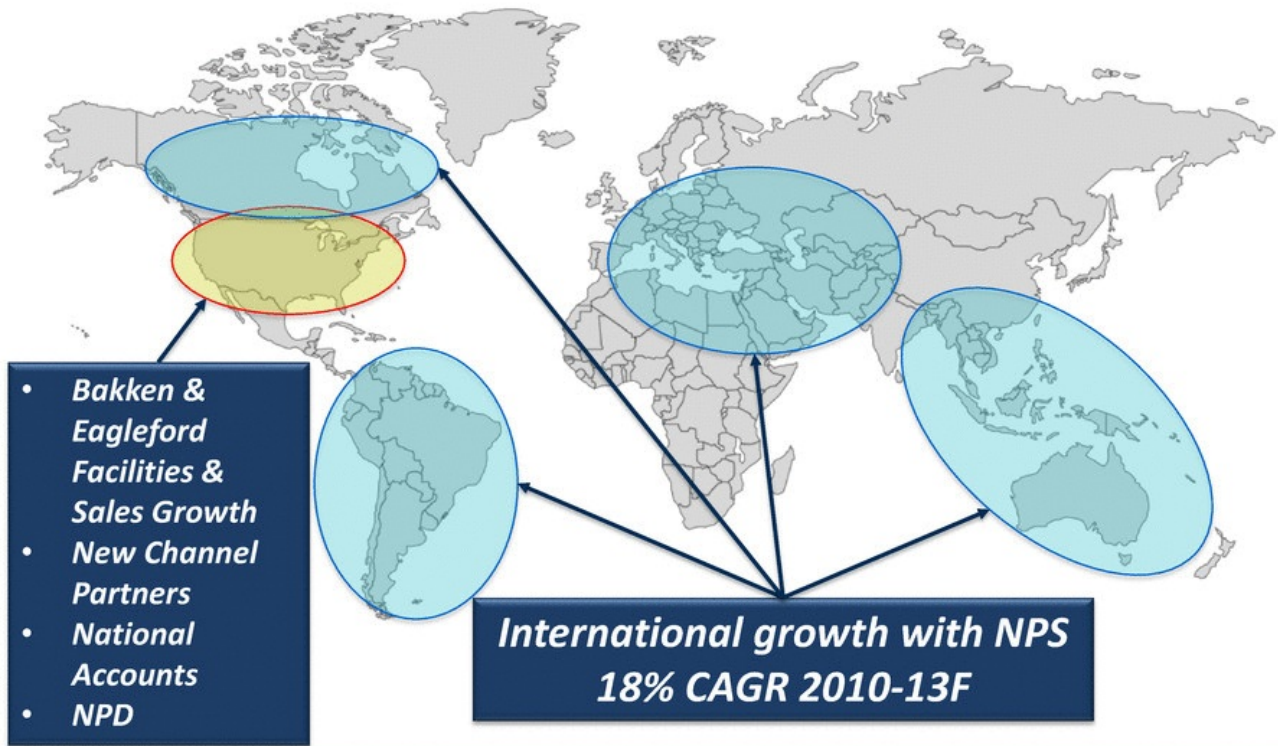
- Patent Pending
- Leading edge of plunger designed to pull particulates away barrel-plunger interface. Fluid discharge ports located at leading edge flushes particulates on down stroke of pump.
- Application: Extremely abrasive well environment

“Sand Pro” Plunger



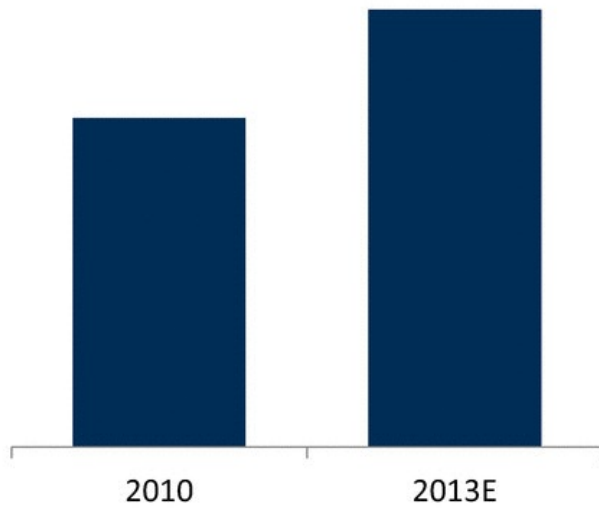
- Patented
- Upper plunger for wiping sand and a lower plunger for holding fluid pressure
- Application: Extremely abrasive well environment





Growth

Revenue
10% CAGR



- International penetration
- Growth in existing channels
- Product line expansions
- Increased margins through productivity gains



Tom Giacomini

Chief Executive Officer – Dover Engineered Systems

DOVER
2013F REVENUE
\$8.7 - \$8.9B

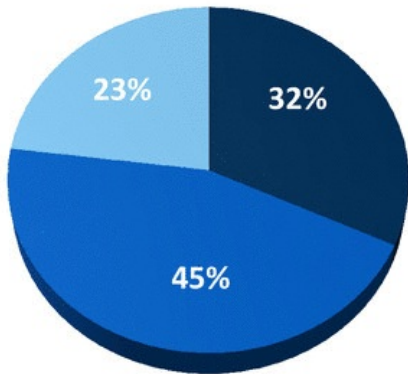
Communication
Technologies
19%

Energy
26%

**Engineered
Systems
43%**

Printing &
Identification
12%

Revenue by End-Market



■ Industrial ■ Refrigeration & Food Equipment ■ Fluid Solutions

Key Brands

Fluid
Solutions

WILDEN

maag

Hydro

SVEP

Refrigeration
and Food
Equipment

Hillphoenix

Anthony

**Belvac
Production
Machinery, Inc.**

groen

TIPPER TIE

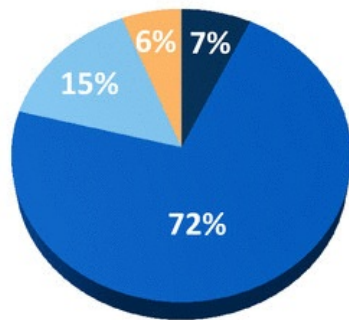
Industrial

Rotary

DESJACO

HEIL

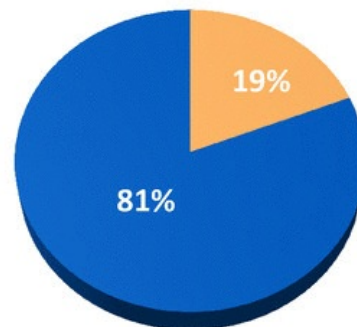
Geography



■ Asia ■ North America ■ Europe ■ Rest of World

- **Drive profitable growth in emerging economies**
 - Fluids growing double digits in emerging markets
 - Strong market opportunities for Industrial companies as productivity and safety become more important in China and Brazil
 - Refrigeration global positioning significantly strengthened with Anthony and Advansor acquisitions

Product Mix

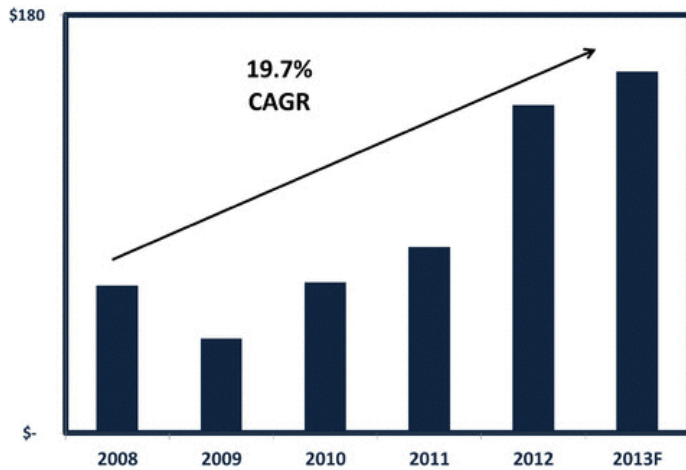


■ Recurring Revenue ■ Core Products

- **Key areas of new product development**
 - Energy efficiency
 - Productivity enhancement
 - Lowest total cost of ownership
- **Driving recurring revenue**
 - Enhanced service and aftermarket offerings
- **New product revenue will more than double in 2013**

	Fluid Solutions	Food & Refrigeration	Industrial
Global energy demand	✓	✓	
Sustainability	✓	✓	✓
International/ Developing Economies	✓	✓	✓
Consumer product safety		✓	✓

Fluids growing in Asia...



... Driven by market growth and investment

- Pump sales in China grew from \$6M in 2008 to \$50M in 2012
- Maag, Red Screw & Ebsray acquisitions significantly enhance pump position in Asia
- New / expanded facility hosting PSG, Maag and Hydro
- Multiple new product introductions tailored for Asian market
- Significant investment in sales, engineering and local production yielding results

ESG - Half Pack Freedom



- 27% payload increase vs. competition
- 22% improvement in fuel economy
- 33% increase in homes/hour

VSG - Shock Wave



- 25-second rise and 19-second descent times are twice as fast as standard lifts
- Reduces installation cost by 80%

Hillphoenix - Pure View

- IP protected, integrated frame design
- Infinity edge “wall of glass” door design – aesthetically pleasing and best in energy
- 30%+ energy benefit over competitors’ best-in-class offerings
- Will “tip” merchandisers reluctance to close traditionally open medium temperature cases



PSG - Pro-Flo Shift

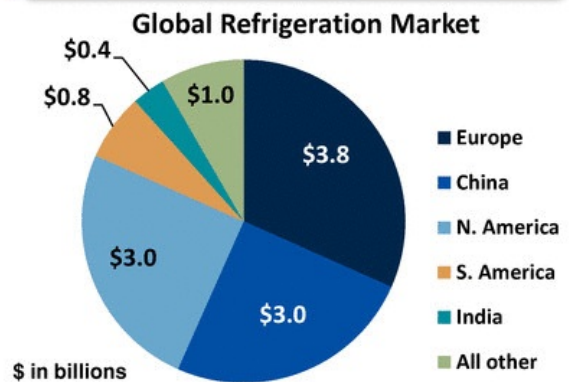
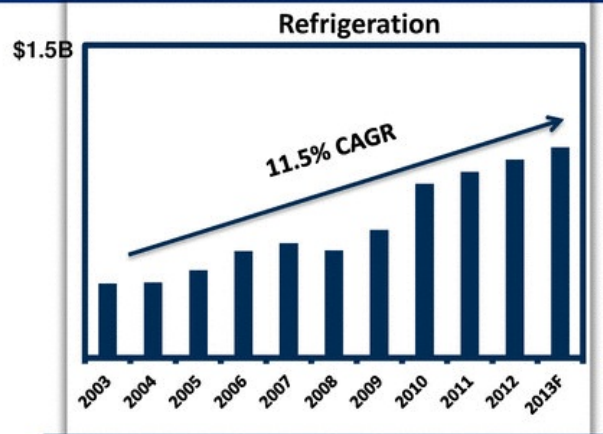
- New Air Distribution System (ADS) increases energy efficiency
- On average, 30% less compressed air consumed versus traditional technologies
- Only pump on the market with an advanced ADS made from chemically resistant plastic materials

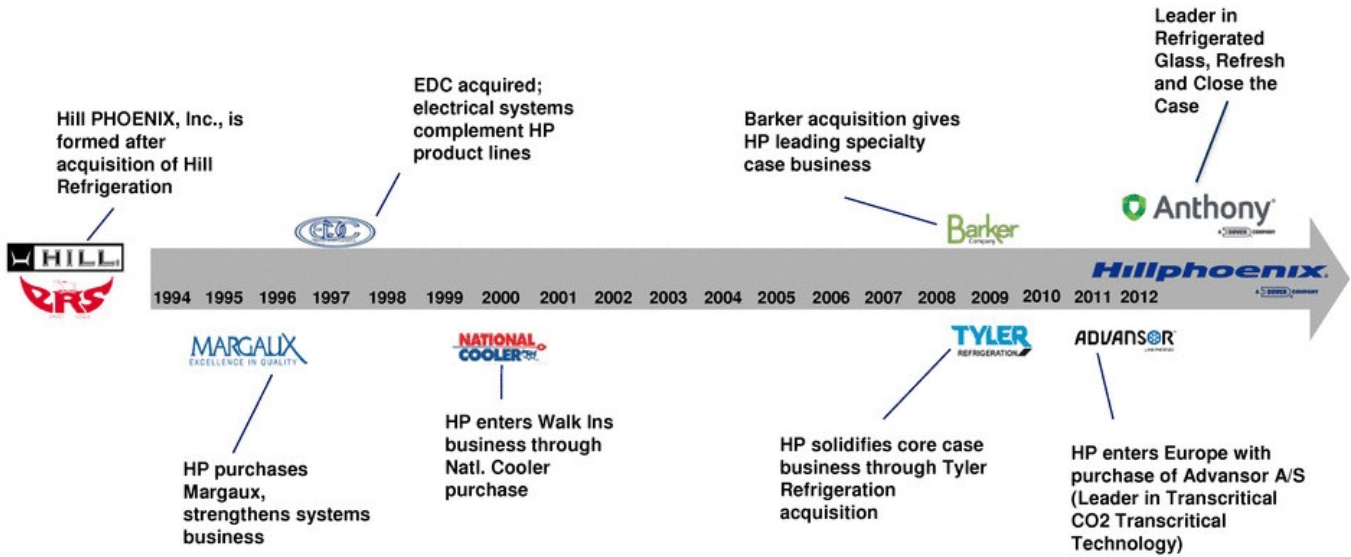




Bill Johnson
President - Hillphoenix

- **Global retail refrigeration market: \$12B**
- **Addressable market: \$4.6B**
- **North American market growth rates: 2%-3%**
 - Rate of adoption of close the case will accelerate growth
- **Market Drivers**
 - Energy efficiency / green solutions
 - Regulations
 - Enhanced merchandising





Customer Responsive Solutions
Addressing Energy and Merchandising Needs Despite Ever Changing Regulations

Equipment

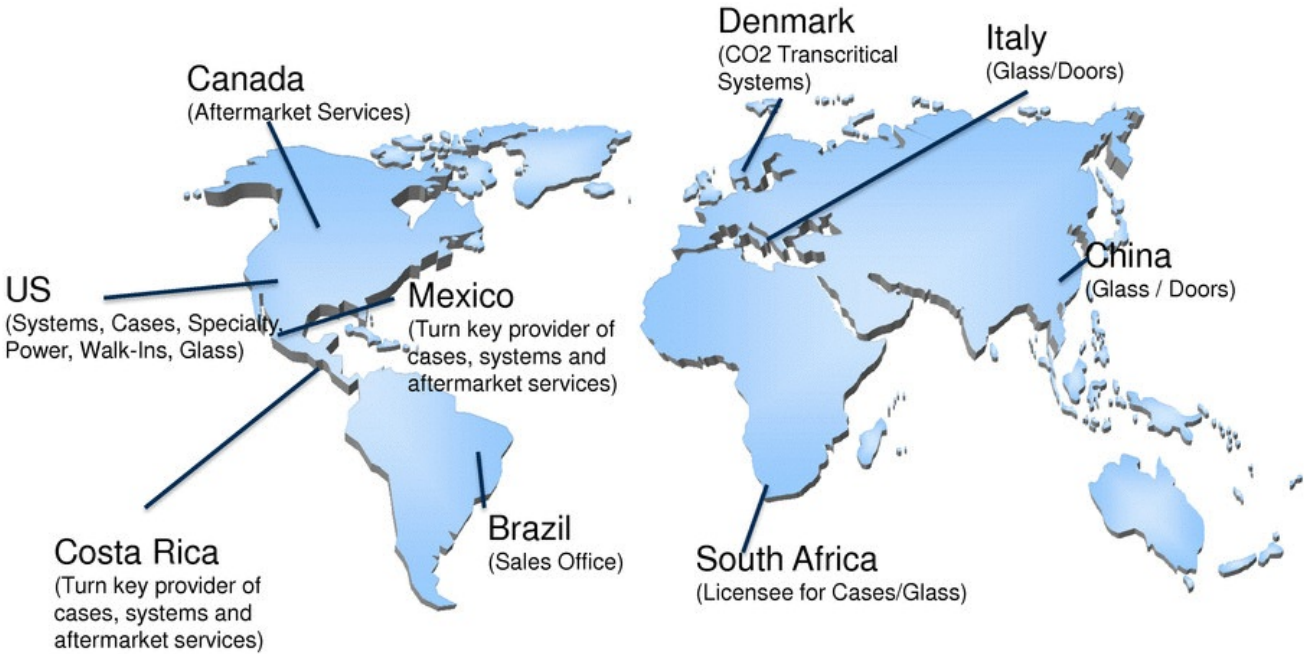
Door Systems

Aftermarket Services

International

	Key Customers	Customer Trends	View of the Future
2013 FCST Sales: 62%	Walmart Target Publix Costco Wegmans Kroger Others	<ul style="list-style-type: none"> More energy efficient products like PureView door cases.(E) More specialty cases to drive higher margin sales of prepared foods.(M) Moving to CO₂ and more sustainable refrigeration solutions.(E,R) 	<ul style="list-style-type: none"> CO₂ will be preferred refrigerant.(R) NSF and FDA regulatory tightening food safety.(R) Retailers will be looking for cases that allow them to grow sales with merchandising creativity.(M)
2013 FCST Sales: 16%	OEM Case Mfg's Walmart Target 7/11 Quick Trip	<ul style="list-style-type: none"> Push for more energy efficient glass doors.(E) Customers want a wall of glass look so product is more visible.(M) 	<ul style="list-style-type: none"> DOE continues to legislate energy efficiency(E) Anticipated NSF and FDA regulatory tightening.(R) New technologies for energy efficiency, e.g. PureView, Infinity doors, next gen LED lighting
2013 FCST Sales: 13%	Walmart Walgreens, Harris Teeter Publix Oxxo	<ul style="list-style-type: none"> Seeking turnkey provider; e.g. take-off to sign-off. Manage logistics of large multi-site rollout. Ability to capitalize on rebates.(R) 	<ul style="list-style-type: none"> LED lighting retrofits; e.g. 1/3 energy, door lights, gas station canopy lights, lifetime reliability.(E) CTC door retrofits with low-e glass products.(E,M) R-22 Conversions.(R)
2013 FCST Sales: 9%	Walmart Soriana TESCO Sainsbury Costco	<ul style="list-style-type: none"> Systems and Cases are typically purchased through a turnkey supplier. Retailers are evaluating CTC sites and investing in LED solutions. (M,E) 	<ul style="list-style-type: none"> Close The Case is more active in markets with higher energy cost providing quicker paybacks.(E) Food Safety requirements will force higher quality products by major retailers.(R) Higher demand for global suppliers .

E- Energy M- Merchandising R- Regulatory/Sustainable/Green



Global Footprint Positions for Future Growth

- **Continue to shift and improve portfolio mix towards higher margin, higher growth segments through product development**
 - Drive energy leadership for case (PureView), systems, specialty products and door systems
 - Establish our position as the leading supplier of sustainable CO₂ refrigeration systems
 - Leverage our new Anthony capabilities to extend customer base and penetration with existing customers and into C-store customers

- **Leverage our new geographic footprint to extend our technology leading products into higher growth markets**
 - Use global Anthony operations to accelerate HP penetration
 - Close the case technology
 - Rapid engineering and configuration capability
 - Extend existing customer relationships to Central and South America
 - Use targeted growth/acquisition strategy to further extend business internationally

- **Increasing presence in core domestic markets**
 - Secured commitments in 2012 leading to 2013 growth
 - New major programs at key customers around R-22 phase out
 - New products (PureView door cases) / energy efficiency (CO₂ Transcritical)

- **Further penetration and growth in Latin America**
 - Secured significant turnkey orders with a major retailer for close the case in Mexico and Latin America.

- **Anthony acquisition provides significant access for core refrigeration products in the convenience stores and an international manufacturing footprint**

PURVIEW™

DOOR SYSTEM

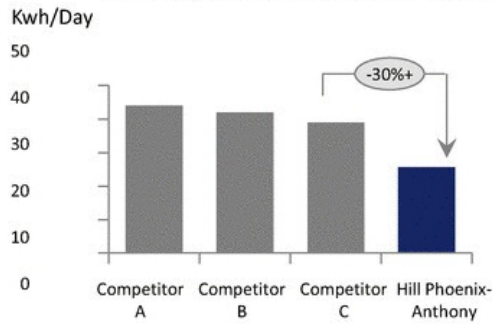
IT'S NOT JUST A DOOR.
IT'S A WHOLE NEW VISION
OF THE REACH-IN CASE.

Fresh thinking. Responsible solutions.

- IP protected, integrated frame design – “heart of energy reduction” benefit
- Anthony Low Energy Door part of package
- Infinity edge “wall of glass” door design – aesthetically pleasing and best in energy (low and medium temperature)
- 30%+ energy benefit over competitors’ best-in-class offerings
- Will “tip” merchandisers reluctance to close traditionally open medium temperature cases

Our Total Solution 30%+ More Energy-Efficient than Next Best Offering in Market

As compared to competitor "Best In Class" offering (5-door case example)



Our Total Solution

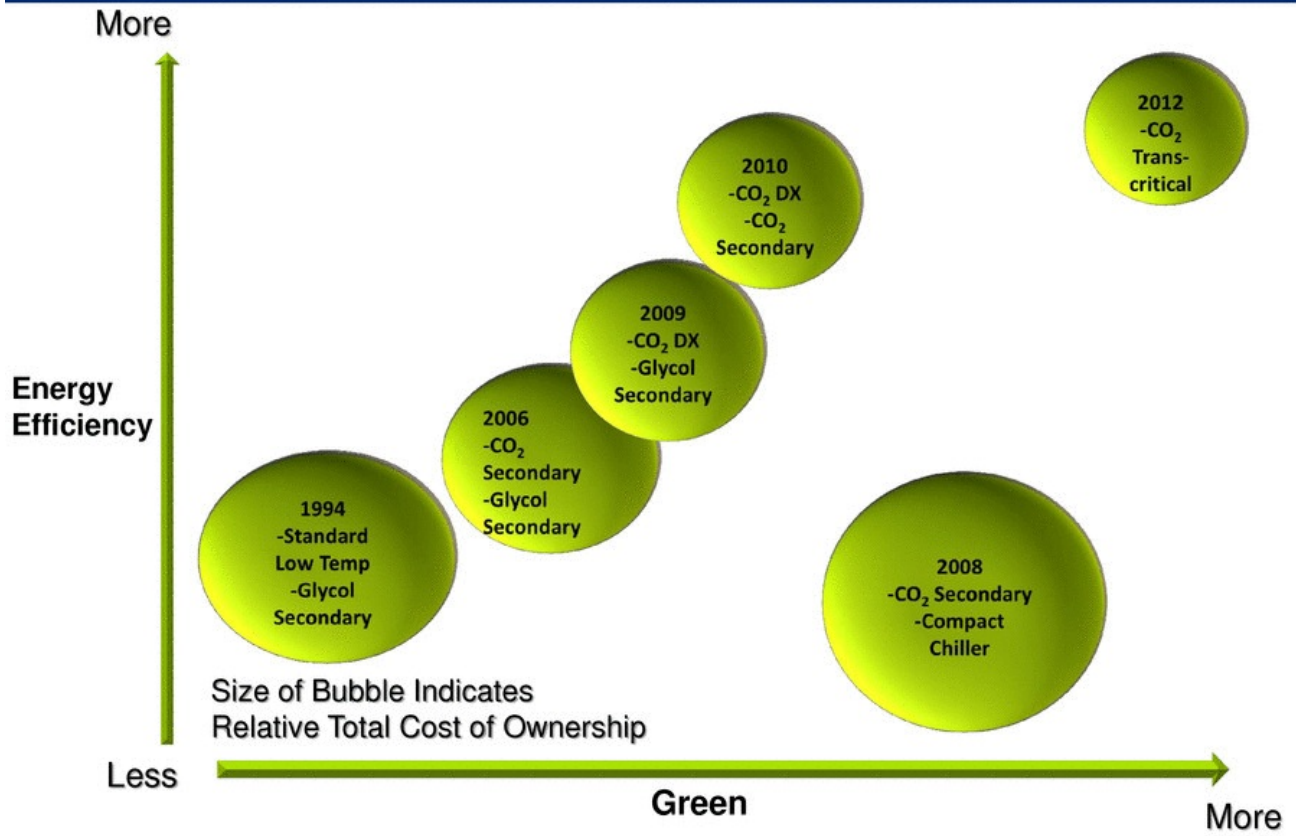
- Low Energy Door
- Low Energy Door Frame
- ECM Fan motors
- Clearvoyant/Other LED's
- NRG High Efficiency Coil

**Example:
Driving Value for Retailers**

**Regional Retail Store – 56,000 Sq. ft.
135 Low Temp Door Openings**



- Energy savings of \$10K+ per year over next best offering
- Less than a 5 year payback





Facility consolidation brings new Hillphoenix Design Center and Unified Brands together to help customers with merchandising and food preparation solutions.

Market Opportunities

- 85% of stores are 4 years or older
- Typical medium temp cases are open design
- Typical glass doors on low temp cases require heat
- 80% utilize R-22
- Product Opportunities
 - ✓ Low Temp Door Replacement
 - ✓ Medium Temp Close The Case
 - ✓ R-22 Refrigeration Retrofit
 - ✓ LED Retrofit

Market Drivers

- Rising energy cost globally
- Food Safety regulation
- Government mandate energy consumption cuts
- R-22 costs up 50% in 18 months
- R-22 production ends by 2020
- R-22 costs up 50% in last 18 months

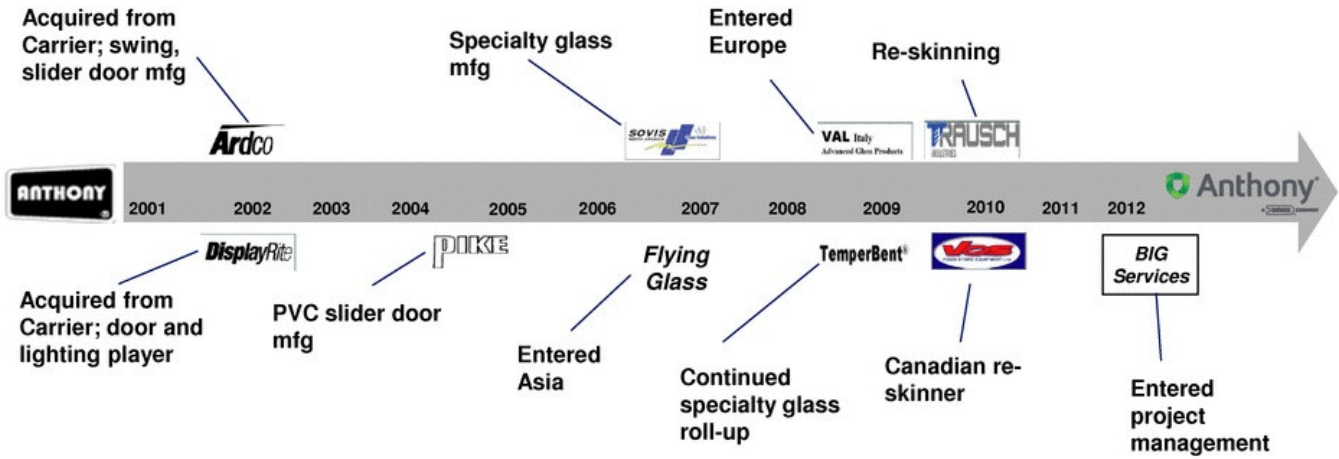
Strategic Products & Services

Environmental Cost Avoidance	Energy	Refresh
<ul style="list-style-type: none"> ▪ R-22 Change outs 	<ul style="list-style-type: none"> ▪ Close The Case ▪ LED Retrofits (Cases, Building & Canopy) ▪ Refrigeration System Optimization ▪ Energy Management Services 	<ul style="list-style-type: none"> ▪ Case Reskin ▪ Paint and Décor ▪ Complete Store Refresh

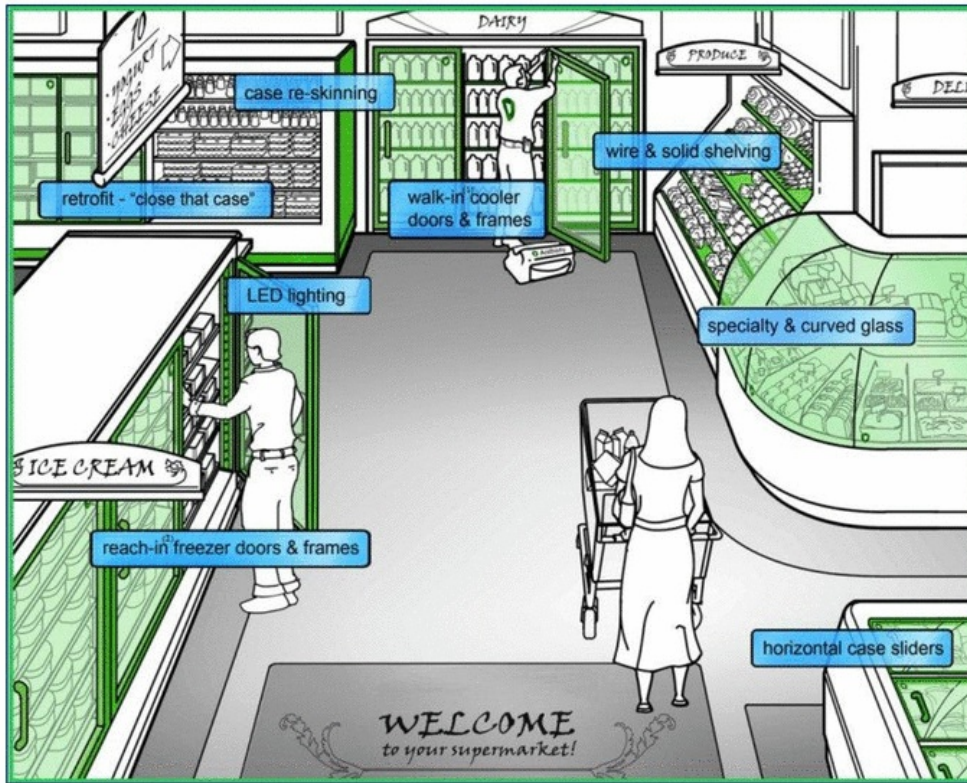


Jeff Clark

President - Anthony International



Customer Responsive Solutions
Addressing Energy and Merchandising Needs Despite Ever Changing Regulations



- Refresh the shopping experience
- Drive product merchandising
- Improve retailer financial performance
- Reduce energy consumption
- Improve food safety

Campus - Sylmar, CA



- Design, engineering & test
- Manufacturing Facility: Glass, Door, Coating, QC, Metal Fabrication, Maintenance, Tool and Die departments
- State-of-the-art showroom



- Glass production and administrative facilities – Madison, GA
- Re-skinning of refrigerated display cases – Audubon, IA
- Re-skinning of refrigerated display cases – Brantford, Ontario
- Flat, curved glass and door manufacturing – Lucca, Italy
- Glass production for curved lids and reach-in case doors for the Asia-Pacific market – Shanghai, China



Madison, GA



Audubon, IA



Shanghai, China

Customers & Markets Served

Supermarkets	Americas						
							
	Europe						
	Asia						
Convenience Stores	Americas						
							
	Europe						
	Asia						
Big Box & Others	Americas						
	Europe						
	Asia						



Vista C

- Double-pane, Low-E energy-efficient glass
- Slim 1" aluminum rail construction
- Reversible left and right swing



Vista B

- Thin all-glass doors for ultimate product visibility
- Heated, laminated glass prevents condensation
- Tempered glass for shopper safety
- Durable sleek design



Eliminator 2

- Eliminates all heat in freezer and cooler doors
- Warm Edge glass technology and Anti-Fog coating available
- Low-Energy Perimeter Frame
- Qualifies for energy rebates in many geographic regions

The most energy efficient glass door merchandising system in the industry



Infinity 090




- Contemporary, all-glass-face door with slim 0.90" Infinity border
- Double-pane, Low-E energy-efficient glass
- 93% Energy Savings vs. Typical Heated Door
- 4% More Visible Area vs. Typical Heated Door
- Available in black, gray, anodized or custom colors



Thin Door and Low-Energy Frame

- European Door Styling - EDS
- 5/8" thick 2-pane glass pack gives an impression of less mass
- Zero heat required for the normal temp warm edge model
- Wrap around door rail
- Greater viewing area
- Plastic frame provides better thermal performance

New Products Offerings

Product	Features	Benefits
Slide Lids for Island Cases 	<ul style="list-style-type: none"> • Low-E energy-efficient glass • Consistent product temperature from top to bottom • Models to fit wide or narrow islands, centers or ends, and single-deck wall cases 	<ul style="list-style-type: none"> • 50% energy savings with closed low-temp island cases • Containing the cold air in the cases allows customers to shop in a warmer and more comfortable environment • Improved food quality
Optimax Pro 24 LED Lighting 	<ul style="list-style-type: none"> • Highly uniform illumination with patent-pending coined optics • 50,000 hour, 5-year warranty 	<ul style="list-style-type: none"> • Up to 75% energy savings vs. fluorescent lighting • Lower maintenance costs – Lasts much longer than fluorescent bulbs • Environmentally safe, contains no mercury
Outside Mount Frame 	<ul style="list-style-type: none"> • Outside Mount Frame is similar to traditional Anthony frame, but designed to mount on the exterior of the opening • The outside mount configuration substantially improves the insulation of the frame, with a corresponding reduction in anti-sweat heat 	<ul style="list-style-type: none"> • Frame energy is reduced by up to 63% for \$96/door annual energy savings • Adding no-heat doors and LED lights can boost savings up to 79% or \$300/door/year.
Coatings	<ul style="list-style-type: none"> • Flexible coating technology • Short response times • Barrier to entry 	<ul style="list-style-type: none"> • Specific performance by customer • Reduce energy consumption
R-22 Changeouts	<ul style="list-style-type: none"> • Regulatory tailwinds – R-22 production phaseout • More sustainable, environmentally friendly • Supports CTC Energy solution 	<ul style="list-style-type: none"> • Reduction of carbon footprint • Lower cost • Environmentally friendly



Anthony Refresh Group

- Over 50 years of dependability
- From concept to completion
- Complete Project Management
- Global Experience
- Complete project services that meet your needs

Dover is the only company that offers a turnkey **One-Stop-Shop** for Close The Case projects and R-22 refrigerant conversions.



Re-Skin

- Replacement parts available for the majority of OEM cases
- Proprietary data base (30 years) case designs
- Together with HP we have unmatched scalability for scoping and installations

75%
Savings vs.
Replacing

Re-skin your existing cases and save up to 75% over replacement! Anthony manages it all, with no store disruption.



Customer retention key for our retailers

Close The Case Benefits

- Reduce Costs
- Increase Profits
- Enhance Customer Satisfaction & Retention
- Improve Food Safety
- Lower Product Shrink

Open Cases vs. Closed Cases

Individual stores can save up to **65%** annually per case when cases are closed.



After

Before



- **Positions Anthony ...**
 - Expands brand
 - Enhanced close the case capabilities
 - Aftermarket services / R-22 conversion - industry leader
 - Distribution network
 - Technology
- **Positions Hillphoenix ...**
 - Utilizing Anthony's strong convenience store position to pull through HP Products
 - Display Cases
 - Specialty Bakery / Deli
 - Refrigeration Systems / Walk-Ins
 - Integrated Power / Building Management tools and services
 - Global footprint enables Hillphoenix growth outside the US
- **Anthony's brand equals energy efficient merchandising enhancement providing Hillphoenix with a strategic growth partner and Dover with the market-leading Refrigeration Platform**

