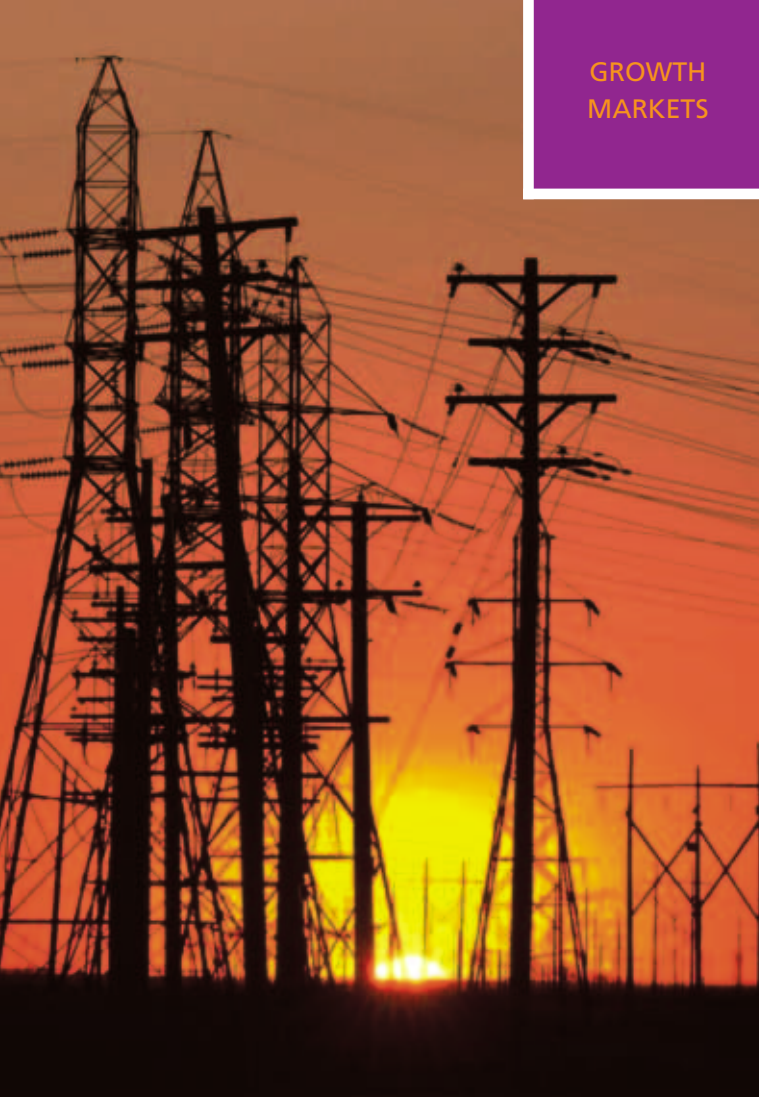
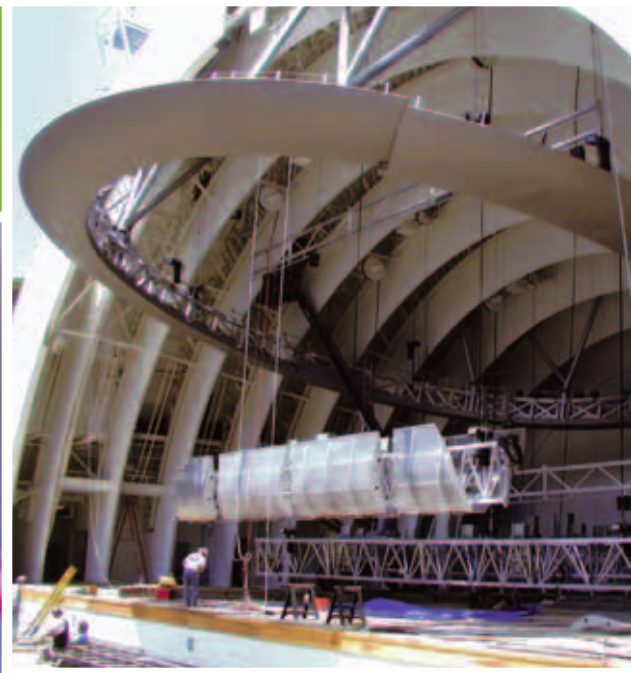


GROWTH  
MARKETS



PROFITABLE  
GROWTH

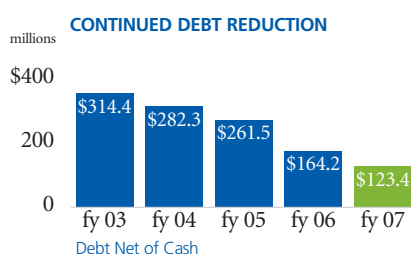
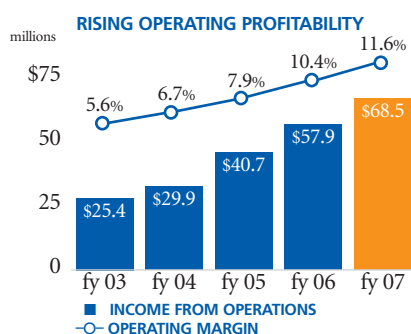
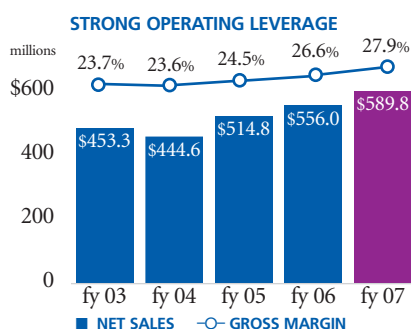


GLOBAL  
STRENGTH



# Growth Markets

North America, Europe, Latin America, Asia-Pacific  
Construction, Oil and Energy,  
Power Transmission, Entertainment



## FISCAL 2007 FINANCIAL SUMMARY

(In thousands, except per share, percent change, margin and ratio data)  
Data as of or for the year ended March 31,

INCOME STATEMENT DATA	2007	2006	% CHANGE
Net sales	\$589,848	\$556,007	6.1
Income from operations	68,456	57,869	18.3
Net income	34,085	59,796	-43.0
per diluted share	1.80	3.60	-50.0
Pro forma net income*	36,039	24,059	49.8
per diluted share*	1.90	1.45	31.0

### MARGIN DATA

Gross margin	27.9%	26.6%
Operating income margin	11.6%	10.4%

### BALANCE SHEET DATA

Total assets	\$565,638	\$566,044	
Total liabilities	324,313	361,623	-10.3
Total funded debt	172,063	209,766	-18.0
Debt, net of cash	123,408	164,168	-24.8
Total shareholders' equity	241,325	204,421	18.1
Funded debt/capitalization	41.6%	50.6%	
Debt, net of cash/capitalization	33.8%	44.5%	

### OTHER DATA

Cash flow from operating activities per share	\$2.40	\$2.79	-14.0
Capital expenditures	10,653	8,430	26.4
Depreciation and amortization	8,289	8,824	-6.1
Inventory turns	5.8	5.7	
Working capital/sales	20.1%	17.4%	

\*Excludes unusual items; a reconciliation of the unusual items affecting net income in both years is provided in the Company's fiscal 2007 fourth quarter and full year earnings release which is available on the corporate website at [www.cmworks.com](http://www.cmworks.com).

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## COMPANY PROFILE

Columbus McKinnon Corporation (Nasdaq: CMCO) is a leading designer, manufacturer and marketer of material handling products, systems and services which lift, secure, position and move material ergonomically, safely, precisely and efficiently. Headquartered in Amherst, New York, Columbus McKinnon's major products include hoists, cranes, chain and forged attachments. The company's products serve a wide variety of commercial and industrial applications that require the safety and quality provided by Columbus McKinnon's superior product design and engineering know-how.



## Global Strength

Sales into over 50 countries worldwide

Operating presence in 17 countries

International sales 34% of FY 2007 sales

Market leader in North America and Europe

### Dear Fellow Shareholders:

Fiscal 2007 marked another successful year of executing our strategy: profitable growth, capital structure improvements, leadership development and continued market and product line expansion for Columbus McKinnon. For the third consecutive year, we increased sales and expanded operating margins. Net consolidated sales rose to their highest level since fiscal 2000, our peak sales year, and are approaching the \$600 million level for the first time in six years.

We improved our operating profitability with income from operations rising 18.3% to \$68.5 million. Our consolidated operating margin improved 120 basis points to 11.6%, achieving our goal to be in the 11% to 12% range. We also continued to significantly reduce debt, which declined \$37.7 million to \$172.1 million, the lowest level since we became a publicly traded company 11 years ago. It is noteworthy that this reduction was entirely funded by operating cash flow. At fiscal year-end, funded debt to total capitalization was 41.6%, significantly closer to our long-term goal of 30% and meaningfully reduced from our prior year-end level of 50.6%. We also furthered our strategy of expanding in higher growth global markets by reorganizing your Company to focus on these markets as well as adding a series of new products.

Highlights of our fiscal 2007 results include net sales at \$589.8 million, a \$33.8 million or 6.1% increase from fiscal 2006. Net income for fiscal 2007 was \$34.1 million, compared with \$59.8 million in fiscal 2006 when we recorded a significant unusual item, a \$38.6 million reversal of a tax valuation allowance. On a per share pro forma basis, net income was \$1.90 per diluted share in fiscal 2007 and \$1.45 per diluted share in fiscal 2006, a 31.0% improvement. A reconciliation of all unusual items affecting net income in both years is provided in our fiscal 2007 fourth quarter and full year earnings release which is available on our web site at [www.cmworks.com](http://www.cmworks.com).

The primary drivers of Columbus McKinnon's steadily improving financial performance and overall strength are continued debt reduction, more efficient operations and the strong sales and cash flow generated by our Products segment, which increased sales nearly 7% in fiscal 2007 and comprised approximately 90% of consolidated net sales. These operating attributes all continue to create favorable operating leverage for Columbus McKinnon, which was 31.3% this past year. The overall strength of our business and financial performance also helped offset weaker performance from our Solutions segment which generated approximately 10% of consolidated net sales. We began restructuring Univeyor, the largest business unit in this segment, in the second half of fiscal 2007 with the objective of changing its business model to offering standard products as packaged solutions rather than engineered-to-order systems. A major goal in fiscal 2008 is completing this comprehensive restructuring to enhance the future performance of our Solutions segment.

Overall, we are delighted with the progress and success the Company has achieved over the last five years. We are also very confident that Columbus McKinnon is favorably positioned for additional profitable growth around the world. The Company has a strong foundation to drive future growth anchored by market-leading positions in key products in North America, greatly improved balance sheet strength and a prudent growth strategy we are successfully executing.

Our primary objective is to grow our core businesses on several fronts. With relationships with over 20,000 distributors worldwide, we look to capitalize on this strong base of diverse channels through new products and our increased focus on higher growth markets. In fiscal 2007, we began the successful launch of our new global-rated hoist and plan to introduce a broader range of lifting capacities for this product in fiscal 2008, as well as other products targeted to international design and style preferences.

## Profitable Growth

- Grow core businesses
- Grow in international markets
- Increase manufacturing productivity
- Enhance earnings growth through deleveraging
- Pursue strategic acquisitions and alliances



We are also extending our reach by focusing on those industrial market opportunities that we expect will continue to realize higher growth. These industries include oil, energy and construction where the need for safe and productive products like ours is on the rise. High growth industrial markets where we have a strong base already established include power transmission and entertainment. Over the last year, we have increased personnel and marketing resources to address the needs of these domestic and global markets and we look for the benefit of those investments to be realized for many years to come.

In addition to leveraging our strength in North America, we are very focused on the European market where we have a strong and growing presence and where demand from industrial markets is on the rise. Our European Products segment business generated approximately 13% of our fiscal 2007 consolidated net sales, representing compound annual sales growth of 15% over the past five years from this market. Responding to the favorable trends and significant opportunity we see in Europe, we reorganized our Yale Europe business as Columbus McKinnon Europe, a move designed to grow Columbus McKinnon's business and presence in both established and emerging European markets. We also named Wolfgang Wegener, our long-time Yale European leader as the leader of Columbus McKinnon Europe, appointing him a Vice President of the Company and adding him to our Executive Committee.

This change integrates the Columbus McKinnon family of products under one sales organization in Europe and reflects the extension into global markets of our multi-brand strategy that has served us so well in North America. Expanding our European operations is also the logical next step to leverage Yale's very strong market position there as well as the upcoming introductions of additional capacities of our new internationally-rated electric wire rope hoist line and other new products. It also supports our objective of expanding into emerging European markets that are undergoing rapid industrial development and creating significant new demand for our products. A prime example is Hungary where we opened a small operation in 2003 which is driving our successful penetration of that and surrounding markets and providing a platform for continued growth in that region.

We are also focusing additional resources on the high growth Latin American markets, where we have had a substantial presence for over 30 years, and Asian markets where we have steadily built a presence over several years that provides a solid footprint for new growth. In Latin America, we have recently expanded into Brazil and Uruguay. In the last two years, we expanded our focus in China from manufacturing products for export to also manufacturing for direct sale into the Chinese market. A manufacturing infrastructure is in place to support that effort and along with our expanding product line targeted to global markets and an increasing sales force, we are just beginning to tap the enormous potential of China and other Asian markets.

Given our greatly improved financial position, we are now able to again consider acquisitions that will complement our organic growth initiatives. We are seeking synergistic acquisitions of companies or product lines generally with annual revenues less than \$50 million. Ideal acquisition candidates for Columbus McKinnon would support increased international geographic penetration and product line expansion. Our goal is to limit new debt to finance acquisitions at a leverage level that would keep us at or below 50% funded debt to total capitalization.

Continued profitable growth is an integral component of our strategy. Over the last few years, the favorable effect of operating leverage is reflected in margin improvement driven by sales growth and our cost management initiatives. With our sales on track to cross the \$600 million mark in fiscal 2008 and our continued focus on the relationship of our fixed to variable costs, we are well positioned to continue to attain operating leverage in the 20% to 30% range. Major contributors to Columbus McKinnon's success in lowering fixed costs are our lean manufacturing and facility rationalization initiatives which have greatly improved our productivity and competitiveness. Lean manufacturing drives a culture of continuous improvement and we expect to continue to achieve further cost reductions and gains in productivity with a focus on improving working capital management. Our long-term goal is to reduce working capital as a percent of sales from its current 20% level to 15% of sales.

Our growth strategy is also supported by several favorable macro-economic growth drivers. The global industrial economy, driven by a U.S. recovery which began in mid-2003 and a Euro zone recovery which began in 2005, continues to remain strong, particularly in the markets where we have an established and growing presence: the United States, Mexico, Brazil, Europe and the Asia-Pacific region, particularly China. Capacity utilization, a key barometer of the industrial economy in the United States, remains above the



◀ A Yale wire rope hoist on an Abell-Howe designed and Gaffey fabricated jib crane is used in this mining operation in Peru.



◀ CMCO's established manufacturing presence in China positions us to capitalize on the opportunity of the Asia-Pacific market.



◀ The CM Lodestar inverted hoist supports a new lighting system at the Hollywood Bowl and is the cornerstone of CMCO's entertainment product line.



◀ A Yale electric chain hoist and a Yale integrated electric trolley is used on a crane to support lifting applications in a water treatment plant in Finland.

80% benchmark, a good indicator that we remain in the expansion phase of the industrial recovery. Additionally, a growing global focus to maximize productivity and improve worker safety bodes well for Columbus McKinnon as our products allow loads to be lifted and positioned quickly and easily by fewer people while reducing the risk of personal injury and workers' compensation expenses.

The 3,250 Associates of Columbus McKinnon are a critical component of both our recent and future success. We continue to increase leadership development and training, a key foundation for our ongoing success. Associate support of our strategic initiatives contributes significantly to your Company's continued profitable growth and worldwide reputation for superior quality and service. We greatly appreciate and value their efforts. We also recognize the contribution of your Board of Directors who bring outstanding knowledge and judgment to our strategic planning and corporate governance activities. We welcome Nick Pinchuk who joined the Board in January 2007. Nick is the President and Chief Operating Officer of Snap-on Incorporated, and an outstanding addition to our Board, bringing over 30 years of executive level experience at leading multinational companies. Snap-on sells into markets similar to Columbus McKinnon, making his perspective valuable as we increase our investments in marketing, product development and channel expansion. Additionally, his experience and successful track record in Asia-Pacific markets is especially helpful as we continue our expansion into these areas. Carlos Pascual, the retired Chairman of the Board of Directors of Xerox de Espana, S.A. (Spain) and a long-time Xerox executive, will retire at the 2007 Annual Meeting of Shareholders as a Director of Columbus McKinnon. We thank Carlos for his valuable counsel as a Director for nearly ten years, particularly in our global expansion initiatives, and wish him the very best in his retirement.

Looking ahead to fiscal 2008 and beyond, Columbus McKinnon is very well positioned strategically and operationally for continued profitable growth and shareholder value creation. We have a strong team of dedicated people and a platform to grow revenue in international and varied commercial markets through an expanded presence, increased investments in marketing and new products targeting global markets. Our lean manufacturing culture continues to yield new benefits in cost containment while satisfying our customers' needs in a timely and efficient manner. We are pleased to see our recent stock price reflecting our continued progress, with CMCO shares reaching an all-time high following our announcement of fiscal 2007 fourth quarter results. We look forward to reporting on our future progress in fiscal 2008 and, as always, sincerely appreciate your continued confidence and support.

Timothy T. Tevens  
President and Chief Executive Officer

Ernest R. Verebelyi  
Chairman of the Board of Directors

# Material Handling – Easily and Safely

Applications for every major commercial market

General Manufacturing, Marine, Agricultural, Warehousing Logistics, Food Processing, Power Generation / Distribution / Transmission, Energy, Entertainment, Construction, Mining, Crane Building, Transportation, Logging

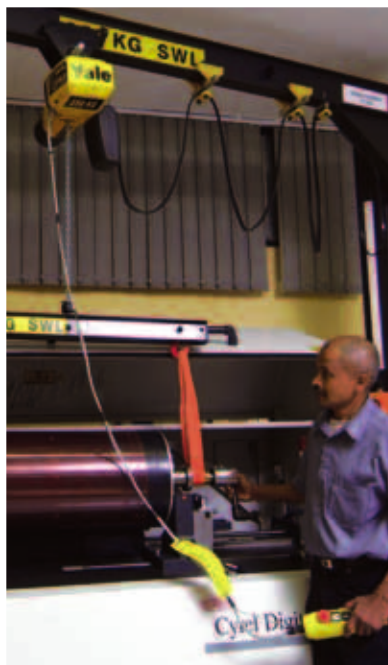


CM hand chain hoists support speaker and lighting systems in this outdoor sports entertainment venue.

Duff-Norton mechanical actuators (screw jacks) are used to position a communication satellite antenna for a television station.



This system for handling acid washing and neutralization uses a Yale electric chain hoist and a Yale manual beam trolley.



This system lifts, loads and unloads rollers into place using a Yale electric chain hoist, a Yale beam trolley and a Yale swivel arm jib crane.

CM Lodelok hooks meet or exceed multiple specifications for lifting and rigging attachments and are used here to lift a girder into place at a commercial building construction site.



A Coffing 5-ton electric chain hoist installed on an Abell-Howe jib crane is equipped for lifting and moving loads in an outdoor setting.

A Little Mule strap hoist is used in this electrical power transmission application.



The following are trademarks of Columbus McKinnon Corporation registered in the U.S. Patent and Trademark Office: CM, Budgit, Coffing, di, Duff-Norton, Little Mule, Lodestar, Shaw-Box, Tigrip, Tugit, Yale

The following are trademarks of Columbus McKinnon Corporation: Abell-Howe, American Lifts, Chester, Gaffey, Lodelok

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 (FEE REQUIRED)

For the fiscal year ended March 31, 2007

Commission file number 0-27618

**COLUMBUS McKINNON CORPORATION**  
(Exact name of Registrant as specified in its charter)

**New York**  
(State of Incorporation)

**16-0547600**  
(I.R.S. Employer Identification Number)

**140 John James Audubon Parkway**  
**Amherst, New York 14228-1197**  
(Address of principal executive offices, including zip code)

**(716) 689-5400**  
(Registrant's telephone number, including area code)

Securities pursuant to section 12(b) of the Act:  
**NONE**

Securities registered pursuant to Section 12(g) of the Act:  
**Common Stock, \$0.01 Par Value (and rights attached thereto)**

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 Section 15(d) of the Exchange Act. Yes  No

Indicate by checkmark 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 of this chapter) 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 checkmark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

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

The aggregate market value of the voting stock held by non-affiliates of the Registrant as of September 30, 2006 was approximately \$325 million, based upon the closing price of the Company's common shares as quoted on the Nasdaq Stock Market on such date. The number of shares of the Registrant's common stock outstanding as of April 30, 2007 was 18,831,787 shares.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's proxy statement for its 2007 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the Registrant's fiscal year ended March 31, 2007 are incorporated by reference into Part III of this report.



# **COLUMBUS MCKINNON CORPORATION**

## **2007 Annual Report on Form 10-K**

This annual report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that could cause our actual results to differ materially from the results expressed or implied by such statements, including general economic and business conditions, conditions affecting the industries served by us and our subsidiaries, conditions affecting our customers and suppliers, competitor responses to our products and services, the overall market acceptance of such products and services, the integration of acquisitions and other factors set forth herein under “Risk Factors.” We use words like “will,” “may,” “should,” “plan,” “believe,” “expect,” “anticipate,” “intend,” “future” and other similar expressions to identify forward looking statements. These forward looking statements speak only as of their respective dates and we do not undertake and specifically decline any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated changes. Our actual operating results could differ materially from those predicted in these forward-looking statements, and any other events anticipated in the forward-looking statements may not actually occur.

### **PART I**

#### **Item 1. Business**

##### **General**

We are a leading manufacturer and marketer of hoists, cranes, chain, conveyors, material handling systems, lift tables and component parts serving a wide variety of commercial and industrial end-user markets. Our products are used to efficiently and ergonomically move, lift, position or secure objects and loads. We are the domestic market leader in hoists, our principal line of products, which we believe provides us with a strategic advantage in selling our other products. We have achieved this leadership position through strategic acquisitions, our extensive, diverse and well-established distribution channels and our commitment to product innovation and quality. We have one of the most comprehensive product offerings in the industry and we believe we have more overhead hoists in use in North America than all of our competitors combined. Our brand names, including CM, Coffing, Duff-Norton, Shaw-Box and Yale, are among the most recognized and well-respected in our marketplace.

##### **The Building of Our Business**

Founded in 1875, we have grown to our current size and leadership position through organic growth and acquiring 14 businesses between 1994 and 1999. These acquisitions have significantly broadened our product lines and services and expanded our geographic reach, end-user markets and our customer base. Our senior management has substantial experience in the acquisition and integration of businesses, aggressive cost management, efficient manufacturing techniques and global operations, all of which are critical to our long-term growth strategy. We have a proven track record of acquiring complementary businesses and product lines, integrating their activities into our organization, and aggressively managing their cost structures to improve operating efficiencies. The history of our acquisitions between 1994 and 1999 is outlined below (purchase price in millions):

<u>Date of Acquisition</u>	<u>Acquired Company</u>	<u>Purchase Price</u>	<u>Products/Services</u>
April 1999	Washington Equipment Company	\$ 6.4	Overhead cranes
March 1999	GL International (2),(6)	20.6	Overhead cranes
January 1999	Camlok/Tigrip	10.6	Plate clamps, crane weighers
December 1998	Gautier	2.9	Rotary unions, swivel joints
August 1998	Abell-Howe Crane (5)	7.0	Overhead cranes
March 1998	ASI (3)	155.0	Design and manufacture of custom conveyor systems
January 1998	Univeyor	15.0	Design and manufacture of powered roller conveyor systems
December 1996	Lister (4)	7.0	Cement kiln, anchor and buoy chain
October 1996	Yale (1)	270.0	Hoists, scissor lift tables, actuators, jacks and rotary unions
November 1995	Lift-Tech	63.0	Hoists
October 1995	Endor	2.0	Hoists
January 1995	Cady Lifters	0.8	Below-the-hook lifters
December 1994	Conco	0.8	Operator controlled manipulators
February 1994	Durbin-Durco	2.4	Load securing equipment and attachments

The following is a summary of our divestitures and property sales which occurred between 1998 and 2007 as we focus on our core businesses and major business segments as well as reduce our operating costs.

- (1) In August 1998, we sold the Mechanical Products division of Yale.
- (2) In January 2002, we sold Handling Systems & Conveyors, Inc., a subsidiary of GL International.
- (3) In May 2002, we sold substantially all of the assets of Automatic Systems, Inc. ("ASI") and in March 2003, we sold LICO Steel, Inc., a subsidiary of Audubon West, formerly ASI.
- (4) In February 2004, we sold the assets of the Lister Chain & Forge division.
- (5) In January 2005, we sold a Chicago area property.
- (6) In March 2007, we sold LARCO Inc., a subsidiary of Crane, Equipment, & Service, Inc.

## **Our Position in the Industry**

The broad, global material handling industry includes the following sectors:

- overhead material handling and lifting devices;
- continuous materials movement;
- wheeled handling devices;
- pallets, containers and packaging;
- storage equipment and shop furniture;
- automation systems and robots; and
- services and unbundled software.

The breadth of our products and services enables us to participate in each of these sectors, except for pallets, containers and packaging and storage equipment and shop furniture. This diversification, together with our extensive and varied distribution channels, minimizes our dependence on any particular product, market or customer. We believe that none of our competitors offers the variety of products or services in the markets we serve.

We believe that the demand for our products and services has increased during the last twelve months and we believe the demand will continue to increase in the future as a result of several macro-economic growth drivers. These drivers include:

**Favorable Industry Trends.** The U.S. industrial economy has improved since 2003 and the Eurozone industrial economy has improved since 2005. Industrial capacity utilization currently exceeds 80% in both regions, generally indicative of capital expansion and favorable industrial activity. Our business performance is influenced by the state of the U.S. and Eurozone industrial economies.

**Productivity Enhancement.** We believe employers respond to competitive pressures by seeking to maximize productivity and efficiency, among other actions. Our hoists and other lifting and positioning products allow loads to be lifted and placed quickly, precisely, with little effort and fewer people, thereby increasing productivity and reducing cycle time.

**Safety Regulations and Concerns.** Driven by workplace safety regulations such as the Occupational Safety and Health Act and the Americans with Disabilities Act in the U.S., and by the general competitive need to reduce costs such as health insurance premiums and workers' compensation expenses, employers seek safer ways to lift and position loads. Our lifting and positioning products enable these tasks to be performed with reduced risk of personal injury.

**Consolidation of Suppliers.** In an effort to reduce costs and increase productivity, our customers and end-users are increasingly consolidating their suppliers. We believe that our competitive strengths will enable us to benefit from this consolidation and enhance our market share.

## Our Competitive Strengths

**Leading Market Positions.** We are a leading manufacturer of hoists and alloy and high strength carbon steel chain and attachments in North America. We have developed our leading market positions over our 132-year history by emphasizing technological innovation, manufacturing excellence and superior after-sale service. Approximately 78% of our domestic net sales for the year ended March 31, 2007 were from product categories in which we believe we hold the number one market share. We believe that the strength of our established products and brands and our leading market positions provide us with significant competitive advantages, including preferred supplier status with a majority of our largest customers. Our large installed base of products also provides us with a significant competitive advantage in selling our products to existing customers as well as providing repair and replacement parts.

The following table summarizes the product categories where we believe we are the U.S. market leader:

<u>Product Category</u>	<u>U.S. Market Share</u>	<u>U.S. Market Position</u>	<u>Percentage of Domestic Net Sales</u>
Powered Hoists (1)	50%	#1	28%
Manual Hoists & Trolleys (1)	61%	#1	14%
Forged Attachments (1)	42%	#1	10%
Lifting and Sling Chains (1)	66%	#1	8%
Hoist Parts (2)	60%	#1	10%
Mechanical Actuators (3)	40%	#1	5%
Tire Shredders (4)	80%	#1	1%
Jib Cranes (5)	56%	#1	2%
			<u>78%</u>

- (1) Market share and market position data are internal estimates derived from survey information collected and provided by our trade associations in 2006.
- (2) Market share and market position data are internal estimates based on our market shares of Powered Hoists and Manual Hoists & Trolleys, which we believe are good proxies for our Hoist Parts market share because we believe most end-users purchase Hoist Parts from the original equipment supplier.
- (3) Market share and market position data are internal estimates derived by comparison of our net sales to net sales of one of our competitors and to estimates of total market sales from a trade association in 2006.
- (4) Market share and market position data are internal estimates derived by comparing the number of our tire shredders in use and their capacity to estimates of the total number of tires shredded published by a trade association in 2006.
- (5) Market share and market position are internal estimates derived from both the number of bids we win as a percentage of the total projects for which we submit bids and from estimates of our competitors' net sales based on their relative position in distributor catalogues in 2006.

**Comprehensive Product Lines and Strong Brand Name Recognition.** We believe we offer the most comprehensive product lines in the markets we serve. We are the only major supplier of material handling equipment offering full lines of hoists, chain and attachments. Our capability as a full-line supplier has allowed us to (i) provide our customers with "one-stop shopping" for material handling equipment, which meets some customers' desires to reduce the number of their supply relationships in order to lower their costs, (ii) leverage our engineering, product development and marketing costs over a larger sales base and (iii) achieve purchasing efficiencies on common materials used across our product lines.

In addition, our brand names, including Budgit, Chester, CM, Coffing, Duff-Norton, Little Mule, Shaw-Box and Yale, are among the most recognized and respected in the industry. The CM name has been synonymous with overhead hoists since manual hoists were first developed and marketed under the name in the early 1900s. We believe that our strong brand name recognition has created customer loyalty and helps us maintain existing business, as well as capture additional business. No single SKU comprises more than 1% of our sales, a testament to our broad and diversified product offering.

***Distribution Channel Diversity and Strength.*** Our products are sold to over 20,000 general and specialty distributors and OEMs globally. We enjoy long-standing relationships with, and are a preferred provider to, the majority of our largest distributors and industrial buying groups. There has been consolidation among distributors of material handling equipment and we have benefited from this consolidation by maintaining and enhancing our relationships with our leading distributors, as well as forming new relationships. We believe our extensive distribution channels provide a significant competitive advantage and allow us to effectively market new product line extensions and promote cross-selling.

***Expanding International Markets.*** We have significantly grown our international sales since becoming a public company in 1996. Our international sales have grown from \$34.3 million (representing 16% of total sales) in fiscal 1996 to \$198.5 million (representing 34% of our total sales) during the year ended March 31, 2007. This growth has occurred primarily in Europe, South America and Asia-Pacific where we have recently opened additional sales offices. Our international business has provided us, and we believe will continue to provide us, with significant growth opportunities and new markets for our products.

***Low-Cost Manufacturing with Significant Operating Leverage.*** We believe we are a low-cost manufacturer and we have and will continue to generate significant operating leverage due to the initiatives summarized below. Our operating leverage goal is for each incremental sales dollar to generate 20%-30% of operating income.

- ***Rationalization and Consolidation.*** During the last five years, we have closed 10 manufacturing plants and three warehouses, generating approximately \$14 million of annual cost savings and improving our fixed-variable cost relationship.
- ***Lean Manufacturing.*** We have initiated Lean Manufacturing techniques, facilitating substantial inventory reductions, a significant decline in required manufacturing floor area, a decrease in product lead time and improved productivity and on-time deliveries. We believe continued application of lean manufacturing tools will generate benefits for many years to come.
- ***International Expansion.*** Our continued expansion of our manufacturing facilities in China, Mexico and Hungary provides us with another cost efficient platform to manufacture and distribute certain of our products and components. We now operate 26 manufacturing facilities in eight countries, with 27 stand alone sales and service offices in 13 countries, and nine stand alone warehouse facilities in five countries.
- ***Purchasing Council.*** We continue to leverage our company-wide purchasing power through our Purchasing Council to reduce our costs.
- ***Selective Vertical Integration.*** We manufacture many of the critical parts and components used in the manufacture of our hoists and cranes, resulting in reduced costs.

***Strong After-Market Sales and Support.*** We believe that we retain customers and attract new customers due to our ongoing commitment to customer service and satisfaction. We have a large installed base of hoists and chain that drives our after-market sales for components and repair parts and is a stable source of higher margin business. We maintain strong relationships with our customers and provide prompt aftermarket service to end-users of our products through our authorized network of 13 chain repair stations and over 350 hoist service and repair stations.

***Long History of Free Cash Flow Generation and Significant Debt Reduction.*** We have consistently generated positive free cash flow (which we define as net cash provided by operating activities less capital expenditures) by continually controlling our costs, improving our working capital management, and reducing the capital intensity of our manufacturing operations. In the past five years, we have reduced total debt by \$178.3 million, from \$350.4 million to \$172.1 million.

***Experienced Management Team with Equity Ownership.*** Our senior management team provides a depth and continuity of experience in the material handling industry. Our management has experience in aggressive cost management, balance sheet management, efficient manufacturing techniques, acquiring and integrating businesses and global operations, all of which are critical to our long-term growth. Our directors and executive officers, as a group, own an aggregate of approximately 3% of our outstanding common stock.

## Our Strategy

**Grow our Core Business.** We intend to leverage our strong competitive advantages to increase our market shares across all of our product lines and geographies by:

- *Leveraging Our Strong Competitive Position.* Our large, diversified, global customer base, our extensive distribution channels and our close relationships with our distributors provide us with insights into customer preferences and product requirements that allow us to anticipate and address the future needs of end-users.
- *Introducing New and Cross-Branded Products.* We continue to expand our business by developing new material handling products and services and expanding the breadth of our product lines to address material handling needs. Since fiscal 2004, we have had a dedicated hoist product development team and we are in the process of forming a similar group for our rigging products (chain and forged attachments) in fiscal 2008. The majority of the powered hoist products under development are guided by the Federation of European Manufacturing, or FEM, standard. We believe these FEM hoist products, as well as other international design products will facilitate our global sales expansion strategy as well as improve our cost competitiveness against internationally made products imported into the U.S.
- *Leveraging Our Brand Portfolio to Maximize Market Coverage.* Most industrial distributors carry one or two lines of material handling products on a semi-exclusive basis. Unlike many of our competitors, we have developed and acquired multiple well-recognized brands that are viewed by both distributors and end-users as discrete product lines. As a result, we are able to sell our products to multiple distributors in the same geographic area. This strategy maximizes our market coverage and provides the largest number of end-users with access to our products.

**Continue to Grow in International Markets.** Our international sales of \$198.5 million comprised 34% of our net sales for the year ended March 31, 2007, as compared to \$34.3 million, or 16% of our net sales, in fiscal 1996, the year we became a public company. We sell to distributors in over 50 countries and have our primary international facilities in Canada, Mexico, Germany, the United Kingdom, Denmark, France, Hungary and China. In addition to new product introductions, we continue to expand our sales and service presence in the major and developing market areas of Europe, Asia-Pacific and Latin America through our sales offices and warehouse facilities in Europe, China, Thailand, Brazil, Uruguay and Mexico. We intend to increase our sales by manufacturing and exporting a broader array of high quality, low-cost products and components from our facilities in Mexico, China and Hungary for distribution in Europe and Asia-Pacific. We have developed and are continuing to expand upon new hoist and other products in compliance with FEM standards and international designs to enhance our global distribution.

**Further Reduce Our Operating Costs and Increase Manufacturing Productivity.** Our objective is to remain a low-cost producer. We continually seek ways to reduce our operating costs and increase our manufacturing productivity including through our on-going expansion of our manufacturing capacity in low-cost regions, including Mexico, China and Hungary. In furtherance of this objective, we have undertaken the following:

- *Implementation of Lean Manufacturing.* We continuously identify potential efficiencies in our operations through Lean Manufacturing, initiated in fiscal 2002. Through fiscal 2007, we have instituted Lean Manufacturing at our 16 major facilities resulting in the recapture of approximately 164,000 square feet of manufacturing floor area and the consolidation of an additional 920,000 square feet from closed facilities. Additionally since initiating lean in fiscal 2002, we have reduced inventories by approximately \$31.7 million, or 29.1%, improved productivity and achieved significant reductions in product lead times.
- *Rationalization of Facilities.* During the last five years, we have closed 10 manufacturing plants and three warehouses, consolidated a number of similar product lines and standardized certain component parts resulting in an aggregate cost savings of approximately \$14 million. We have sufficient capacity to meet current and future demand and we periodically investigate opportunities for further facility rationalization.
- *Leveraging of Our Purchasing Power.* Our Purchasing Council was formed in fiscal 1998 to centralize and leverage our overall purchasing power, which has grown through acquisitions and has resulted in significant savings for our company.

**Reduce Our Debt.** We intend to continue our focus on cash generation for debt reduction through the following initiatives:

- **Increase Operating Cash Flow.** As a result of the execution of our strategies to control our operating costs, increase our domestic organic growth and increase our penetration of international markets, we believe that we will continue to realize favorable operating leverage. Our operating leverage goal is for each incremental sales dollar to generate 20%-30% of operating income. We believe that such operating leverage will result in increased operating cash flow available for debt reduction, as well as investment in new products and new markets, organically and via acquisitions.
- **Reduce Working Capital.** As described above, we believe that our Lean Manufacturing activities are facilitating inventory reduction, improving product lead times and increasing our productivity. We have other initiatives underway to further improve other routine working capital components, including accounts payable, all initiatives driving toward our long-term goal of total working capital (excluding cash and debt) of 15% of latest 12 months' revenues. We believe our improved working capital management and increased productivity will further result in increased free cash flow.

**Consider Potential Divestitures and Pursue Strategic Acquisitions and Alliances.** We intend to challenge the long-term fit of underperforming businesses for potential divestiture and redeployment of capital. Further, we intend to pursue synergistic acquisitions to complement our organic growth. Priorities for such acquisitions include: 1) increasing international geographic penetration, particularly in the Asia-Pacific region, and 2) further broadening our offering with complementary products frequently used in conjunction with hoists.

## **Our Segments**

We currently report our operations in two business segments, Products and Solutions.

Our Products segment designs, manufactures and distributes a broad range of material handling products for various applications. Products in this segment include a wide variety of electric, lever, hand and air-powered hoists; hoist trolleys; industrial crane systems such as bridge, gantry and jib cranes; alloy, carbon steel and kiln chain; closed-die forged attachments, such as hooks, shackles, logging tools and loadbinders; industrial components, such as mechanical and electromechanical actuators, mechanical jacks and rotary unions; and below-the-hook special purpose lifters. These products are typically manufactured for stock or assembled to order from standard components and are sold primarily through a variety of commercial distributors. The diverse end-users of our products are in manufacturing plants, power utility facilities and warehouses, on construction sites, oil rigs, ships and tractor trailers. Some of our products have farming, mining and logging applications, and we serve a niche market for the entertainment industry.

Our Solutions segment is engaged primarily in the design, fabrication and installation of integrated workstation and facility-wide material handling systems and in the design and manufacture of tire shredders, lift tables and light-rail systems. The products and services of this segment have historically been highly engineered, built to order and primarily sold directly to end-users for specific applications in a variety of industries. We are strategically redirecting the material handling systems business within this segment to focus on more standardized products and service, to reduce its volatility and improve its profitability and return on invested capital. Further, we are evaluating strategic alternatives relative to this business within the Solutions segment.

Note 20 to our consolidated financial statements included elsewhere herein provides information related to our business segments in accordance with U.S. generally accepted accounting principles. Summary information concerning our business segments for fiscal 2007, 2006 and 2005 is set forth below.

	Fiscal Years Ended March 31,					
	2007		2006		2005	
	Amount	% of Total Sales	Amount	% of Total Sales	Amount	% of Total Sales
(Dollars in millions)						
Net Sales						
Products .....	\$ 527.1	89.4	\$ 493.9	88.8	\$ 453.1	88.0
Solutions .....	62.7	10.6	62.1	11.2	61.7	12.0
Total.....	\$ 589.8	100.0	\$ 556.0	100.0	\$ 514.8	100.0
	Amount	% of Segment /Total Sales	Amount	% of Segment /Total Sales	Amount	% of Segment /Total Sales
Income from Operations						
Products .....	\$ 71.5	13.6	\$ 55.9	11.3	\$ 39.4	8.7
Solutions .....	(3.0)	(4.8)	2.0	3.2	1.3	2.1
Total.....	\$ 68.5	11.6	\$ 57.9	10.4	\$ 40.7	7.9

## Products Segment

### Products

Our Products segment primarily designs, manufactures and distributes a broad range of material handling, lifting and positioning products for various applications and has total assets of approximately \$527 million as of March 31, 2007. These products are typically manufactured for stock or assembled to order from standard components and are sold through a variety of distributors. In excess of 75% of our Products segment net sales is derived from the sale of products that we sell at a unit price of less than \$5,000. In fiscal 2007, net sales of the Products segment were approximately \$527.1 million or approximately 89.4% of our net sales, of which approximately \$372.8 million, or 70.7% were domestic and \$154.3 million, or 29.3% were international. The following table sets forth certain sales data for the products of our Products segment, expressed as a percentage of net sales of this segment for fiscal 2007 and 2006:

	Fiscal Years Ended March 31,	
	2007	2006
Hoists .....	54%	52%
Chain .....	14	15
Forged attachments .....	11	12
Industrial cranes .....	13	13
Industrial components .....	8	8
	100%	100%

**Hoists.** We manufacture a variety of electric chain hoists, electric wire rope hoists, hand-operated hoists, lever tools and air-powered balancers and hoists. Load capacities for our hoist product lines range from one-eighth of a ton to 100 tons. These products are sold under our Budgit, Chester, CM, Coffing, Little Mule, Shaw-Box, Yale and other recognized trademarks. Our hoists are sold for use in numerous general industrial applications, as well as for use in the construction, energy, mining, entertainment and other markets. We also supply hoist trolleys, driven manually or by electric motors, for the industrial, consumer and OEM markets.

We also currently offer several lines of custom-designed, below-the-hook tooling, clamps, pallet trucks and textile strappings. Below-the-hook tooling and clamps are specialized lifting apparatus used in a variety of lifting activities performed in conjunction with hoist and chain applications. Textile strappings are below-the-hook attachments, frequently used in conjunction with hoists.

**Chain.** We manufacture alloy and carbon steel chain for various industrial and consumer applications. Federal regulations require the use of alloy chain, which we first developed, for overhead lifting applications because of its strength and wear

characteristics. A line of our alloy chain is sold under the Herc-Alloy brand name for use in overhead lifting, pulling and restraining applications. In addition, we also sell specialized load chain for use in hoists, as well as three grades and multiple sizes of carbon steel welded-link chain for various load securing and other non-overhead lifting applications. We also manufacture kiln chain sold primarily to the cement manufacturing market.

***Forged Attachments.*** We produce a complete line of alloy and carbon steel closed-die forged attachments, including hooks, shackles, hitch pins and master links. These forged attachments are used in chain, wire rope and textile rigging applications in a variety of industries, including transportation, mining, construction, marine, logging, petrochemical and agriculture.

In addition, we manufacture carbon steel forged and stamped products, such as loadbinders, logging tools and other securing devices, for sale to the industrial, consumer and logging markets through industrial distributors, hardware distributors, mass merchandiser outlets and OEMs.

***Industrial Cranes.*** We entered the U.S. crane manufacturing market through our August 1998 acquisition of Abell-Howe, a Chicago-based regional manufacturer of jib and overhead bridge cranes. Our March 1999 acquisition of GL International, which included the Gaffey and Larco brands, and our April 1999 acquisition of Washington Equipment Company established us as a significant participant in the U.S. crane building and servicing markets. Crane builders represent a specific distribution channel for electric wire rope hoists, chain hoists and other crane components. We divested of our Larco business in March 2007, which business provided cranes and service primarily to the steel industry in southern Ontario, Canada.

***Industrial Components.*** Through our Duff-Norton division, we design and manufacture industrial components such as mechanical and electromechanical actuators, rotary unions and mechanical jacks for sale domestically and abroad. Actuators are linear motion devices used in a variety of industries, including the paper, steel and aerospace industries. Rotary unions are devices that transfer a liquid or gas from a fixed pipe or hose to a rotating drum, cylinder or other device. Rotary unions are used in a variety of industries including pulp and paper, printing, textile and fabric manufacturing, rubber and plastic. Mechanical jacks are heavy duty lifting devices used in the repair and maintenance of railroad equipment, locomotives and industrial machinery.

## **Sales and Marketing**

Our sales and marketing efforts in support of our Products segment consist of the following programs:

***Factory-Direct Field Sales and Customer Service.*** We sell our products through our direct sales forces of more than 125 salespersons and through independent sales agents worldwide. Our sales are further supported by our more than 350 company-trained customer service correspondents and sales application engineers. We compensate our sales force through a combination of base salary and a commission plan based on top line sales and a pre-established sales quota.

***Product Advertising.*** We promote our products by regular advertising in leading trade journals as well as producing and distributing high quality information catalogs. We support our product distribution by running cooperative “pull-through” advertising in over 15 vertical trade magazines and directories aimed toward theatrical, international, consumer and crane builder markets. We run targeted advertisements for hoists, chain, forged attachments, scissor lift tables, actuators, hydraulic jacks, hardware programs, cranes and light-rail systems.

***Target Marketing.*** We are developing marketing literature to target specific market sectors including construction and energy. This literature will display our broad product offering applicable to those sectors to enhance awareness at the end-user level within those sectors.

***Trade Show Participation.*** Trade shows are central to the promotion of our products, and we participate in more than 30 regional, national and international trade shows each year. Shows in which we participate range from global events held in Germany to local “markets” and “open houses” organized by individual hardware and industrial distributors. We also attend specialty shows for the entertainment, rental and safety markets, construction, as well as general purpose industrial and hardware shows. In fiscal 2007, we participated in trade shows in the U.S., Canada, Mexico, Germany, the United Kingdom, France, China and Brazil.

***Industry Association Membership and Participation.*** As a recognized industry leader, we have a long history of work and participation in a variety of industry associations. Our management is directly involved at the officer and director levels of numerous industry associations including the following: ISA (Industrial Supply Association), AWRP (Associated Wire Rope Fabricators), PTDA (Power Transmission and Distributors Association), SCRA (Specialty Carriers and Riggers Association),



WSTDA (Web Sling and Tie Down Association), MHI (Material Handling Institute), HMI (Hoist Manufacturers Institute), CMAA (Crane Manufacturers Association of America), ESTA (Entertainment Services and Technology Association), NACM (National Association of Chain Manufacturers) and ARA (American Rental Association).

**Product Standards and Safety Training Classes.** We conduct on-site training programs worldwide for distributors and end-users to promote and reinforce the attributes of our products and their safe use and operation in various material handling applications.

**Web Sites.** In addition to our main corporate web site at [www.cmworks.com](http://www.cmworks.com), we currently sponsor an additional 25 brand specific web sites and sell hand pallet trucks on one of these sites. Several of our brand web sites include electronic catalogs of our various products and list prices. Current and potential customers can browse through our diverse product offering or search for specific products by name or classification code and obtain technical product specifications. We continue to add additional product catalogs, maintenance manuals, advertisements and customer service information on our various web sites. Many of the web sites allow distributors to search for personalized pricing information, order status and product serial number data and to enter sales orders.

## **Distribution and Markets**

The distribution channels for the Products segment include a variety of commercial distributors. In addition, the Products segment sells overhead bridge, jib and gantry cranes directly to end-users. We also sell to the consumer market through wholesalers. The following describes our distribution channels:

**General Distribution Channels.** Our global general distribution channels consist of:

- Industrial distributors that serve local or regional industrial markets and sell a variety of products for maintenance, repair, operating and production, or MROP, applications through their own direct sales force.
- Rigging shops that are distributors with expertise in rigging, lifting, positioning and load securing. Most rigging shops assemble and distribute chain, wire rope and synthetic slings and distribute off-the-shelf hoists and attachments, chain slings and other off-the-shelf products.
- Independent crane builders that design, build, install and service overhead crane and light-rail systems for general industry and also distribute a wide variety of hoists and lifting attachments. We sell electric wire rope hoists and chain hoists as well as crane components, such as end trucks, trolleys, drives and electrification systems to crane builders.

**Crane End-Users.** We sell overhead bridge, jib and gantry cranes, parts and service to end-users through our wholly owned crane builders (Abell-Howe, Gaffey and Washington Equipment) within the CraneMart™ network. Our wholly owned crane builders design, manufacture, install and service a variety of cranes with capacities up to 100 tons.

**Specialty Distribution Channels.** Our global specialty distribution channels consist of:

- Catalog houses that market a variety of MROP supplies, including material handling products, either exclusively through large, nationally distributed catalogs, or through a combination of catalog, internet and branch sales and a field sales force. The customer base served by catalog houses such as W. W. Grainger, which traditionally included smaller industrial companies and consumers, has grown to include large industrial accounts and integrated suppliers.
- Material handling specialists and integrators that design and assemble systems incorporating hoists, overhead rail systems, trolleys, scissor lift tables, manipulators, air balancers, jib arms and other material handling products to provide end-users with solutions to their material handling problems.
- Entertainment equipment distributors that design, supply and install a variety of material handling and rigging equipment for concerts, theaters, ice shows, sports arenas, convention centers and night clubs.

**Service-After-Sale Distribution Channel.** Service-after-sale distributors include our authorized network of 13 chain repair service stations and over 350 hoist service and repair stations. This service network is designed for easy parts and service access for our large installed base of hoists and related equipment in North America.

***OEM/Government Distribution Channels.*** This channel consists of:

- OEMs that supply various component parts directly to other industrial manufacturers as well as private branding and packaging of our traditional products for material handling, lifting, positioning and special purpose applications.
- Government agencies, including the U.S. and Canadian Navies and Coast Guards, that purchase primarily load securing chain and forged attachments.

***Consumer Distribution.*** Consumer sales, consisting primarily of carbon steel chain and assemblies, forged attachments and hand powered hoists, are made through five distribution channels: two-step wholesale hardware distribution; one-step distribution direct to retail outlets; trucking and transportation distributors; farm hardware distributors; and rental outlets.

### **Customer Service and Training**

We maintain customer service departments staffed by trained personnel for all of our Products segment sales divisions, and regularly schedule product and service training schools for all customer service representatives and field sales personnel. Training programs for distribution and service station personnel, as well as for end-users, are scheduled on a regular basis at most of our facilities and in the field. We have more than 350 service and repair stations worldwide that provide local and regional repair, warranty and general service work for distributors and end-users. End-user trainees attending our various programs include representatives of 3M, Cummins Engine, DuPont, GTE, General Electric, General Motors and many other industrial and entertainment organizations.

We also provide, in multiple languages, a variety of collateral material in video, cassette, CD-ROM, slide and print format addressing relevant material handling topics such as the care, use and inspection of chains and hoists, and overhead lifting and positioning safety. In addition, we sponsor advisory boards made up of representatives of our primary distributors and service-after-sale network members who are invited to participate in discussions focused on improving products and service. These boards enable us and our primary distributors to exchange product and market information relevant to industry trends.

### ***Backlog***

Our Products segment backlog of orders at March 31, 2007 was approximately \$53.2 million compared to approximately \$53.6 million at March 31, 2006. Our orders for standard products are generally shipped within one week. Orders for products that are manufactured to customers' specifications are generally shipped within four to twelve weeks. Given the short product lead times, we do not believe that the amount of our Products segment backlog of orders is a reliable indication of our future sales.

### ***Competition***

The material handling industry remains highly fragmented. We face competition from a wide range of regional, national and international manufacturers in both domestic and international markets. In addition, we often compete with individual operating units of larger, highly diversified companies.

The principal competitive factors affecting our Products segment include customer service and support as well as product availability, performance, functionality, brand reputation, reliability and price. Other important factors include distributor relationships and territory coverage.

Major competitors with our Products segment for hoists are Konecranes, Demag Cranes & Components and Kito-Harrington; for chain are Campbell Chain, Peerless Chain Company and American Chain and Cable Company; for forged attachments are The Crosby Group and Brewer Tichner Company; for crane building are Konecranes, Demag Cranes & Components and a variety of independent crane builders; and for industrial components are Deublin, Joyce-Dayton and Nook Industries.

## Solutions Segment

The Solutions segment is engaged primarily in the design, fabrication and installation of integrated workstation and facility-wide material handling systems and in the design and manufacture of tire shredders, lift tables and light-rail systems and has total assets of approximately \$39 million as of March 31, 2007. Net sales of the Solutions segment in fiscal 2007 were \$62.7 million, or 10.6% of our total net sales, of which \$18.5 million, or 29.5% were domestic and \$44.2 million, or 70.5% were international. The following table sets forth certain sales data for the products and services of our Solutions segment, expressed as a percentage of this segment's net sales for fiscal 2007 and 2006:

	Fiscal Years Ended March 31,	
	2007	2006
Integrated material handling conveyor systems .....	63%	69%
Tire Shredders .....	20	15
Lift tables .....	13	12
Light-rail systems.....	4	4
	100%	100%

## Products and Services

**Integrated Material Handling Conveyor Systems.** Through our Univeyor business, we have historically specialized in designing highly customized, computer-controlled and automated powered roller conveyors for use in warehouse operations and distribution systems. We are strategically redirecting this business to focus on more standardized products and service to reduce its volatility and improve its profitability and return on invested capital. Further, we are evaluating strategic alternatives relative to this business.

**Tire Shredders.** We have developed and patented a line of heavy equipment that shreds worn tires, with the byproducts useful for fuel and recycled products including aggregate filler, playgrounds, sports surfaces, landscaping and other such applications, as well as scrap steel.

**Lift Tables.** Our American Lifts division manufactures powered lift tables. These products enhance workplace ergonomics and are sold primarily to customers in the manufacturing, construction, general industrial and air cargo industries.

**Light-Rail Systems.** Introduced in fiscal 2001, light-rail systems are portable steel overhead beam configurations used at workstations, from which hoists are frequently suspended.

## Sales and Marketing

The products and services of the Solutions segment are sold primarily to large sophisticated corporate end-users, including Federal Express, John Deere, Lego, Lowe's, United Biscuits, UPS and other industrial companies, systems integrators and distributors. Sales are generated by internal sales personnel and rely heavily on engineer-to-engineer interactions with the customer or a large systems integrator. The process of generating client contract awards for integrated conveyor systems generally entails receiving a request-for-quotation from customers and undergoing a competitive bidding process. The Solutions segment also sells tire shredders, scissor lift tables and light-rail systems through its internal sales force and through specialized independent distributors and manufacturers representatives.

## Customer Service and Training

The Solutions segment offers a wide range of value-added services to customers including: an engineering review of the customer's processes; an engineering solution for identified material handling problems; project management; and custom design, manufacturing and installation services. We also offer after-sales services including operator training, maintenance and hot-line support. The typical length of after-sales service varies depending on customer requirements and supplemental training courses are offered as needed.

## Backlog

Revenues from our Solutions segment are generally recognized within one to six months. Our backlog of orders at March 31, 2007 was approximately \$9.6 million compared to approximately \$13.0 million at March 31, 2006. The decrease is due to a conscious reduction in orders we're willing to accept due to an overly competitive market and pricing environment.

## **Competition**

The principal competitive factors affecting the market for the products and services of our Solutions segment include application solutions, performance and price. The process of generating client contract awards for these businesses generally entails receiving a request-for-quotation from end-users and undergoing a competitive bidding process. Our Solutions segment competes primarily with Crisplant, Gorbel, Moving, Schaffer, Southworth and Swisslog.

## **Employees**

At March 31, 2007, we had 3,250 employees; 2,136 in the U.S./Canada, 210 in Latin America, 571 in Europe and 333 in Asia. Approximately 766 of our employees are represented under seven separate U.S. or Canadian collective bargaining agreements which terminate at various times between July 2007 and August 2010. The contract which expires in July 2007 currently covers 11 employees. There is another contract which expires in March 2008 and currently covers 43 employees. We believe that our relationship with our employees is good.

## **Raw Materials and Components**

Our principal raw materials and components are steel, consisting of structural steel, processed steel bar, forging bar steel, steel rod and wire, steel pipe and tubing and tool steel; electric motors; bearings; gear reducers; castings; and electro-mechanical components. These commodities are all available from multiple sources. We purchase most of these raw materials and components from a limited number of strategic and preferred suppliers under long-term agreements which are negotiated on a company-wide basis through our Purchasing Council to take advantage of volume discounts. We generally seek to pass on materials price increases to our distribution channel partners and end-user customers. We will continue to monitor our costs and reevaluate our pricing policies. Our ability to pass on these increases is determined by market conditions.

## **Manufacturing**

We manufacture a significant percentage of the products we sell. We complement our own manufacturing by outsourcing components and finished goods from an established global network of suppliers. We regularly upgrade our global manufacturing facilities and invest in tooling, equipment and technology. In 2001, we began implementing Lean Manufacturing in our plants which has resulted in inventory reductions, reductions in required manufacturing floor area, shorter product lead time and increased productivity.

Our manufacturing operations are highly integrated. Although raw materials and some components such as motors, bearings, gear reducers, castings and electro-mechanical components are purchased, our vertical integration enables us to produce many of the components used in the manufacturing of our products. We manufacture hoist lifting chain, steel forged gear blanks, lift wheels, trolley wheels, and hooks and other attachments for incorporation into our hoist products. These products are also sold as spare parts for hoist repair. Additionally, our hoists are used as components in the manufacture of crane systems by us as well as our crane-builder customers. We believe this vertical integration results in lower production costs, greater manufacturing flexibility and higher product quality, and reduces our reliance on outside suppliers.

## **Environmental and Other Governmental Regulation**

Like most manufacturing companies, we are subject to various federal, state and local laws relating to the protection of the environment. To address the requirements of such laws, we have adopted a corporate environmental protection policy which provides that all of our owned or leased facilities shall, and all of our employees have the duty to, comply with all applicable environmental regulatory standards, and we have initiated an environmental auditing program for our facilities to ensure compliance with such regulatory standards. We have also established managerial responsibilities and internal communication channels for dealing with environmental compliance issues that may arise in the course of our business. We have made and could be required to continue to make significant expenditures to comply with environmental requirements. Because of the complexity and changing nature of environmental regulatory standards, it is possible that situations will arise from time to time requiring us to incur additional expenditures in order to ensure environmental regulatory compliance. However, we are not aware of any environmental condition or any operation at any of our facilities, either individually or in the aggregate, which would cause expenditures having a material adverse effect on our results of operations, financial condition or cash flows and, accordingly, have not budgeted any material capital expenditures for environmental compliance for fiscal 2008.

We are investigating past waste disposal activities at a facility in Cleveland, Texas, operated by our subsidiary, Crane

Equipment and Service, Inc., and we have entered into a voluntary agreement with the Texas Commission on Environmental Quality to investigate and, as appropriate, remediate environmental conditions at this site. At this time, site investigation activities are ongoing and it is not possible to determine the costs of site remediation, if any, but we believe any such costs will not have a material adverse effect on our operating results or financial condition. We have filed a lawsuit in federal district court against the persons we believe are responsible for the past waste disposal activities. The purpose of the lawsuit is to recover our costs of investigating and remediating site conditions caused by such activities.

In addition, we have notified the North Carolina Department of Environment and Natural Resources (the "DENR") of the presence of certain contaminants in excess of regulatory standards at our Coffing Hoist facility in Wadesboro, North Carolina. We plan to file an application with the DENR to enter its voluntary cleanup program. If accepted, we will be required to investigate and, if appropriate, remediate site conditions at the facility. At this early stage, we do not have an estimate of likely remediation costs, if any, but do not believe that such costs would have a material adverse effect on our financial condition or operating results.

We also discovered the presence of certain contaminants in excess of regulatory standards at our Damascus, Virginia hoist plant and have notified the Virginia Department of Environmental Quality (the "DEQ"). We are currently investigating the possibility of applying to the DEQ to participate in its voluntary cleanup program. Like the Wadesboro, North Carolina site, if accepted, we will be required to investigate and, if appropriate, remediate site conditions at the facility. At this early stage, we do not have an estimate of likely remediation costs, if any, but do not believe that such costs would have a material adverse effect on our financial condition or operating results.

For all of the currently known environmental matters, we have accrued a total of \$1.0 million as of March 31, 2007, which, in our opinion, is sufficient to deal with such matters. Further, our management believes that the environmental matters known to, or anticipated by, us should not, individually or in the aggregate, have a material adverse effect on our operating results or financial condition. However, there can be no assurance that potential liabilities and expenditures associated with unknown environmental matters, unanticipated events, or future compliance with environmental laws and regulations will not have a material adverse effect on us.

Our operations are also governed by many other laws and regulations, including those relating to workplace safety and worker health, principally OSHA and regulations thereunder. We believe that we are in material compliance with these laws and regulations and do not believe that future compliance with such laws and regulations will have a material adverse effect on our operating results or financial condition.

#### **Available Information**

Our internet address is [www.cmworks.com](http://www.cmworks.com). We make available free of charge through our website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after such documents are electronically filed with, or furnished to, the Securities and Exchange Commission.

#### **Item 1A. Risk Factors**

Columbus McKinnon is subject to a number of risk factors that could negatively affect our results from business operations or cause actual results to differ materially from those projected or indicated in any forward looking statement. Such factors include, but are not limited to, the following:

*Our business is cyclical and is affected by industrial economic conditions.*

Many of the end-users of our products are in highly cyclical industries, such as general manufacturing and construction that are sensitive to changes in general economic conditions. Their demand for our products, and thus our results of operations, is directly related to the level of production in their facilities, which changes as a result of changes in general economic conditions and other factors beyond our control. In fiscal 2003 and 2004, for example, we experienced significantly reduced demand for our products, generally as a result of the global economic slowdown, and more specifically as a result of the dramatic decline in capital goods spending in the industries in which our end-users operate. These lower levels of demand and the impact of divested businesses resulted in a 24.2% (approximately 10.3% due to divested businesses) decline in net sales from fiscal 2001 to fiscal 2004, from \$586.2 million to \$444.6 million. This decline in net sales resulted in a 54.6% decrease in our income from operations during the same period. We have seen a significant improvement in demand for our products from fiscal 2005 and 2007. Our net

sales for fiscal 2007 were \$589.8 million, up \$145.2 million or 32.7% from fiscal 2004 sales.

If the current economic stability does not continue or if there is deterioration in the general economy or in the industries we serve, our business, results of operations and financial condition could be materially adversely affected. In addition, the cyclical nature of our business could at times also adversely affect our liquidity and ability to borrow under our revolving credit facility.

*We rely in large part on independent distributors for sales of our products.*

We depend on independent distributors to sell our products and provide service and aftermarket support to our end-user customers. Distributors play a significant role in determining which of our products are stocked at the branch locations, and hence are most readily accessible to aftermarket buyers, and the price at which these products are sold. Almost all of the distributors with whom we transact business offer competitive products and services to our end-user customers. We do not have written agreements with our distributors located in the United States. The loss of a substantial number of these distributors or an increase in the distributors' sales of our competitors' products to our ultimate customers could materially reduce our sales and profits.

*We are subject to currency fluctuations from our international sales.*

Our products are sold in many countries around the world. Thus, a portion of our revenues (approximately \$179.2 million in fiscal year 2007) is generated in foreign currencies, including principally the euro, the Canadian dollar, and the Danish Krone, while a portion of the costs incurred to generate those revenues are incurred in other currencies. Since our financial statements are denominated in U.S. dollars, changes in currency exchange rates between the U.S. dollar and other currencies have had, and will continue to have, an impact on our earnings. We currently do not have exchange rate hedges in place to reduce the risk of an adverse currency exchange movement. Currency fluctuations may impact our financial performance in the future.

*Our international operations pose certain risks that may adversely impact sales and earnings.*

We have operations and assets located outside of the United States, primarily in Canada, Mexico, Germany, the United Kingdom, Denmark, France, Hungary and China. In addition, we import a portion of our hoist product line from Asia, and sell our products to distributors located in approximately 50 countries. In fiscal year 2007, approximately 34% of our net sales were derived from non-U.S. markets. These international operations are subject to a number of special risks, in addition to the risks of our domestic business, including currency exchange rate fluctuations, differing protections of intellectual property, trade barriers, labor unrest, exchange controls, regional economic uncertainty, differing (and possibly more stringent) labor regulation, risk of governmental expropriation, domestic and foreign customs and tariffs, current and changing regulatory environments, difficulty in obtaining distribution support, difficulty in staffing and managing widespread operations, differences in the availability and terms of financing, political instability and risks of increases in taxes. Also, in some foreign jurisdictions we may be subject to laws limiting the right and ability of entities organized or operating therein to pay dividends or remit earnings to affiliated companies unless specified conditions are met. These factors may adversely affect our future profits.

Part of our strategy is to expand our worldwide market share and reduce costs by strengthening our international distribution capabilities and sourcing basic components in foreign countries, in particular in Mexico, China and Hungary. Implementation of this strategy may increase the impact of the risks described above, and we cannot assure you that such risks will not have an adverse effect on our business, results of operations or financial condition.

*Our business is highly competitive and increased competition could reduce our sales, earnings and profitability.*

The principal markets that we serve within the material handling industry are fragmented and highly competitive. Competition is based primarily on customer service and support as well as product availability, performance, functionality, brand reputation, reliability and price. Our competition in the markets in which we participate comes from companies of various sizes, some of which have greater financial and other resources than we do. Increased competition could force us to lower our prices or to offer additional services at a higher cost to us, which could reduce our gross margins and net income.

The greater financial resources or the lower amount of debt of certain of our competitors may enable them to commit larger amounts of capital in response to changing market conditions. Certain competitors may also have the ability to develop product or service innovations that could put us at a disadvantage. In addition, some of our competitors have achieved substantially more market penetration in certain of the markets in which we operate, including crane building. If we are unable to compete successfully against other manufacturers of material handling equipment, we could lose customers and our revenues may decline. There can also be no assurance that customers will continue to regard our products favorably, that we will be able to develop new products that appeal to customers, that we will be able to improve or maintain our profit margins on sales to our customers

or that we will be able to continue to compete successfully in our core markets.

*Our products involve risks of personal injury and property damage, which exposes us to potential liability.*

Our business exposes us to possible claims for personal injury or death and property damage resulting from the products that we sell. We maintain insurance through a combination of self-insurance retentions and excess insurance coverage. We monitor claims and potential claims of which we become aware and establish accrued liability reserves for the self-insurance amounts based on our liability estimates for such claims. We cannot give any assurance that existing or future claims will not exceed our estimates for self-insurance or the amount of our excess insurance coverage. In addition, we cannot give any assurance that insurance will continue to be available to us on economically reasonable terms or that our insurers would not require us to increase our self-insurance amounts. Claims brought against us that are not covered by insurance or that result in recoveries in excess of insurance coverage could have a material adverse effect on our results and financial condition.

*Our future operating results may be affected by fluctuations in steel or other material prices. We may not be able to pass on increases in raw material costs to our customers.*

The principal raw material used in our chain, forging and crane building operations is steel. The steel industry as a whole is highly cyclical, and at times pricing and availability can be volatile due to a number of factors beyond our control, including general economic conditions, labor costs, competition, import duties, tariffs and currency exchange rates. This volatility can significantly affect our raw material costs. In an environment of increasing raw material prices, competitive conditions will determine how much of the steel price increases we can pass on to our customers. During historical rising cost periods, we were successful in adding and maintaining a surcharge to the prices of our high steel content products or incorporating them into price increases, with a goal of margin neutrality. In the future, to the extent we are unable to pass on any steel price increases to our customers, our profitability could be adversely affected.

*We depend on our senior management team and the loss of any member could adversely affect our operations.*

Our success is dependent on the management and leadership skills of our senior management team. The loss of any of these individuals or an inability to attract, retain and maintain additional personnel could prevent us from implementing our business strategy. We cannot assure you that we will be able to retain our existing senior management personnel or to attract additional qualified personnel when needed. We have not entered into employment agreements with any of our senior management personnel with the exception of Wolfgang Wegener, our Vice President and Managing Director of Columbus McKinnon Europe.

*We are subject to various environmental laws which may require us to expend significant capital and incur substantial cost.*

Our operations and facilities are subject to various federal, state, local and foreign requirements relating to the protection of the environment, including those governing the discharges of pollutants in the air and water, the generation, management and disposal of hazardous substances and wastes and the cleanup of contaminated sites. We have made, and will continue to make, expenditures to comply with such requirements. Violations of, or liabilities under, environmental laws and regulations, or changes in such laws and regulations (such as the imposition of more stringent standards for discharges into the environment), could result in substantial costs to us, including operating costs and capital expenditures, fines and civil and criminal sanctions, third party claims for property damage or personal injury, clean-up costs or costs relating to the temporary or permanent discontinuance of operations. Certain of our facilities have been in operation for many years, and we have remediated contamination at some of our facilities. Over time, we and other predecessor operators of such facilities have generated, used, handled and disposed of hazardous and other regulated wastes. Additional environmental liabilities could exist, including clean-up obligations at these locations or other sites at which materials from our operations were disposed, which could result in substantial future expenditures that cannot be currently quantified and which could reduce our profits or have an adverse effect on our financial condition.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

We maintain our corporate headquarters in Amherst, New York and, as of March 31, 2007, conducted our principal manufacturing at the following facilities:

<u>Location</u>	<u>Products/Operations</u>	<u>Square Footage</u>	<u>Owned or Leased</u>	<u>Business Segment</u>
<b>United States:</b>				
Muskegon, MI	Hoists	441,225	Owned	Products
Charlotte, NC	Industrial components	243,750	Owned	Products
Wadesboro, NC	Hoists	186,057	Owned	Products
Lexington, TN	Chain	175,700	Owned	Products
Cedar Rapids, IA	Forged attachments	100,000	Owned	Products
Eureka, IL	Cranes	91,300	Owned	Products
Damascus, VA	Hoists	90,338	Owned	Products
Chattanooga, TN	Forged attachments	80,659	Owned	Products
Greensburg, IN	Scissor lifts	70,000	Owned	Solutions
Chattanooga, TN	Forged attachments	59,303	Owned	Products
Claremore, OK	Cranes, light-rail crane systems	42,000	Owned	Products
Lisbon, OH	Hoists and below-the-hook tooling	36,600	Owned	Products
Cleveland, TX	Cranes	35,000	Owned	Products
Tonawanda, NY	Light-rail crane systems	35,000	Owned	Solutions
Sarasota, FL	Tire shredders	24,954	Owned	Solutions
<b>International:</b>				
Santiago, Tlanguistenco, Mexico	Hoists and chain	91,000	Owned	Products
Arden, Denmark	Project design, conveyors, Layer Picker, EmptiCon	71,500	Owned	Solutions
Velbert, Germany	Hoists	56,000	Leased	Products
Hangzhou, China	Metal fabrication, textiles and textile strappings	37,000	Leased	Products
Chester, United Kingdom	Plate clamps	25,400	Owned	Products
Romeny-sur-Marne, France	Rotary unions	21,550	Owned	Products
Hangzhou, China	Textile strappings	20,000	Leased	Products
Arden, Denmark	Project construction	19,500	Leased	Solutions
Velbert, Germany	Hoists	12,800	Leased	Products
Szokesfeher, Hungary	Textiles and textile strappings	10,000	Leased	Products
Hangzhou, China	Hoists and hand pallet trucks	7,200	Leased	Products

In addition, we have a total of 35 sales offices, distribution centers and warehouses. We believe that our properties have been adequately maintained, are in generally good condition and are suitable for our business as presently conducted. We also believe our existing facilities provide sufficient production capacity for our present needs and for our anticipated needs in the foreseeable future. Upon the expiration of our current leases, we believe that either we will be able to secure renewal terms or enter into leases for alternative locations at market terms.

**Item 3. Legal Proceedings**

From time to time, we are named a defendant in legal actions arising out of the normal course of business. We are not a party to any pending legal proceeding other than ordinary, routine litigation incidental to our business. We do not believe that any of our pending litigation will have a material impact on our business. We maintain comprehensive general liability insurance against risks arising out of the normal course of business through our wholly-owned insurance subsidiary of which we are the sole policy holder. The limits of this coverage are currently \$3.0 million per occurrence (\$2.0 million through March 31, 2003) and \$6.0 million aggregate (\$5.0 million through March 31, 2003) per year. We obtain additional insurance coverage from independent insurers to cover potential losses in excess of these limits.

**Item 4. Submission of Matters to a Vote of Security Holders**

None.



## PART II

### **Item 5. Market for the Company's Common Stock and Related Security Holder Matters**

Our common stock is traded on the Nasdaq Stock Market under the symbol "CMCO." As of April 30, 2007, there were 463 holders of record of our common stock.

We do not currently pay cash dividends. Our current credit agreement allows, but limits our ability to pay dividends. We may reconsider or revise this policy from time to time based upon conditions then existing, including, without limitation, our earnings, financial condition, capital requirements, restrictions under credit agreements or other conditions our Board of Directors may deem relevant.

The following table sets forth, for the fiscal periods indicated, the high and low sale prices per share for our common stock as reported on the Nasdaq Stock Market.

	<b>Price Range of Common Stock</b>	
	<b><u>High</u></b>	<b><u>Low</u></b>
<b>Year Ended March 31, 2005</b>		
First Quarter.....	\$ 8.62	\$ 4.87
Second Quarter .....	9.81	6.69
Third Quarter .....	9.38	6.80
Fourth Quarter .....	14.31	8.20
<b>Year Ended March 31, 2006</b>		
First Quarter.....	\$ 13.82	\$ 8.35
Second Quarter .....	25.15	10.70
Third Quarter .....	26.00	18.64
Fourth Quarter .....	28.64	20.86
<b>Year Ended March 31, 2007</b>		
First Quarter.....	\$ 30.56	\$ 20.15
Second Quarter .....	22.70	16.50
Third Quarter .....	25.00	17.11
Fourth Quarter .....	25.71	20.65

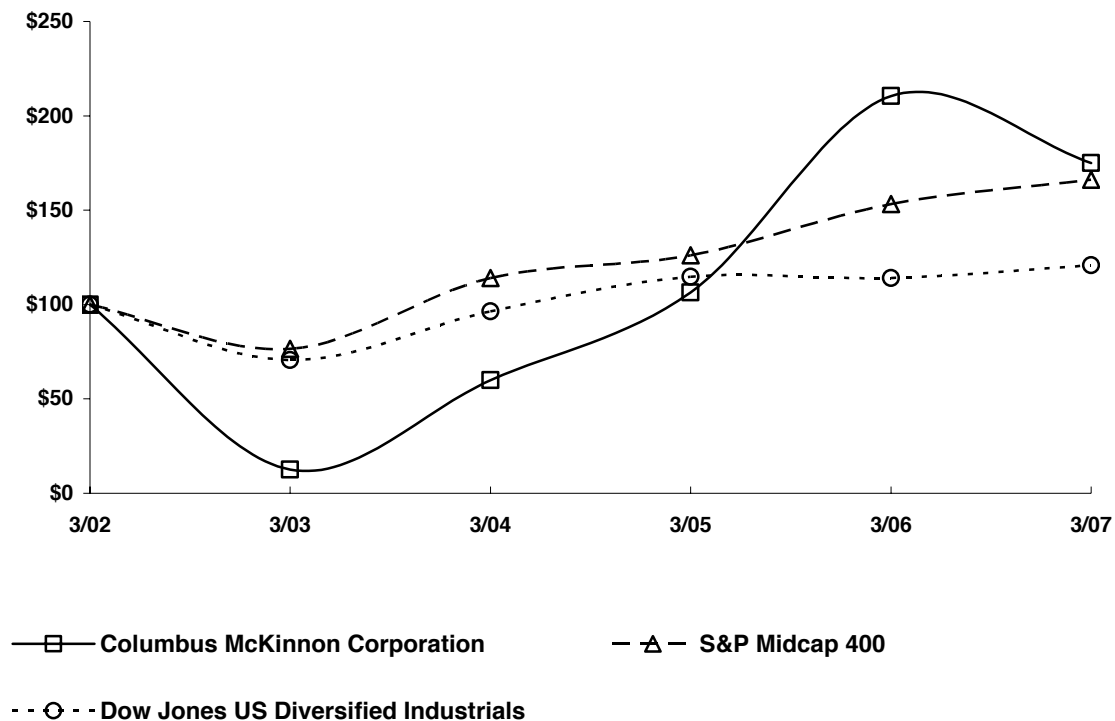
On April 30, 2007, the closing price of our common stock on the Nasdaq Stock Market was \$24.76 per share.

## PERFORMANCE GRAPH

The Performance Graph shown below compares the cumulative total shareholder return on our common stock based on its market price, with the total return of the S&P MidCap 400 Index and the Dow Jones Industrial – Diversified Index. The comparison of total return assumes that a fixed investment of \$100 was invested on March 31, 2002 in our common stock and in each of the foregoing indices and further assumes the reinvestment of dividends. The stock price performance shown on the graph is not necessarily indicative of future price performance.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Columbus McKinnon Corporation, The S&P Midcap 400 Index  
And The Dow Jones US Diversified Industrials Index



\* \$100 invested on 3/31/02 in stock or index-including reinvestment of dividends. Fiscal year ending March 31.

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[www.researchdatagroup.com/S&P.htm](http://www.researchdatagroup.com/S&P.htm)

**Item 6. Selected Financial Data**

The consolidated balance sheets as of March 31, 2007 and 2006 and the related statements of operations, cash flows and shareholders' equity for the three years ended March 31, 2007 and notes thereto appear elsewhere in this annual report. The selected consolidated financial data presented below should be read in conjunction with, and are qualified in their entirety by "Management's Discussion and Analysis of Results of Operations and Financial Condition," our consolidated financial statements and the notes thereto and other financial information included elsewhere in this annual report.

	<b>Fiscal Years Ended March 31,</b>				
	<b>2007</b>	<b>2006</b>	<b>2005</b>	<b>2004</b>	<b>2003</b>
	<i>(Amounts in millions, except per share data)</i>				
<b>Statement of Operations Data:</b>					
Net sales	\$ 589.8	\$ 556.0	\$ 514.8	\$ 444.6	\$ 453.3
Cost of products sold	425.2	408.4	388.9	339.8	346.0
Gross profit	164.6	147.6	125.9	104.8	107.3
Selling expenses	61.7	54.3	52.3	48.3	47.4
General and administrative expenses	34.1	33.6	31.7	25.0	26.6
Restructuring charges (1)	0.1	1.6	0.9	1.2	3.7
Write-off/amortization of intangibles (2)	0.2	0.2	0.3	0.4	4.2
Income from operations	68.5	57.9	40.7	29.9	25.4
Interest and debt expense	16.5	24.7	27.6	28.9	32.0
Other (income) and expense, net	(1.9)	5.0	(5.2)	(4.2)	(2.1)
Income (loss) before income taxes	53.9	28.2	18.3	5.2	(4.5)
Income tax (benefit) expense	20.5	(30.9)	2.2	4.0	1.5
Income (loss) from continuing operations	33.4	59.1	16.1	1.2	(6.0)
Income (loss) from discontinued operations (3)	0.7	0.7	0.6	—	—
Cumulative effect of change in accounting principle (2)	—	—	—	—	(8.0)
Net income (loss)	\$ 34.1	\$ 59.8	\$ 16.7	\$ 1.2	\$ (14.0)
Diluted earnings (loss) per share from continuing operations	\$ 1.76	\$ 3.56	\$ 1.09	\$ 0.08	\$ (0.42)
Basic earnings (loss) per share from continuing operations	\$ 1.80	\$ 3.69	\$ 1.10	\$ 0.08	\$ (0.42)
Weighted average shares outstanding – assuming dilution	19.0	16.6	14.8	14.6	14.5
Weighted average shares outstanding – basic	18.5	16.1	14.6	14.6	14.5
<b>Balance Sheet Data (at end of period):</b>					
Total assets	\$ 565.6	\$ 566.0	\$ 480.9	\$ 473.4	\$ 482.6
Total debt (4)	172.1	209.8	270.9	293.4	316.3
Total shareholders' equity	241.3	204.4	81.8	63.0	52.7
<b>Other Financial Data:</b>					
Net cash provided by operating activities	45.5	46.4	17.2	26.4	14.2
Net cash provided by (used in) investing activities	(3.4)	(6.4)	3.1	4.3	16.0
Net cash used in financing activities	(39.9)	(4.2)	(21.9)	(21.5)	(41.9)
Capital expenditures	10.7	8.4	5.9	3.6	5.0
Cash dividends per common share	0.00	0.00	0.00	0.00	0.00

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- (1) Refer to “Results of Operations” in “Item 7. Management’s Discussion and Analysis of Results of Operation and Financial Condition” for a discussion of the restructuring charges related to fiscal 2007, 2006, and 2005. During fiscal 2004, restructuring charges of \$1.2 million were recorded related to various employee termination benefits and facility costs as a result of our continued closure, merging and reorganization and completion of two open projects from fiscal 2003. Restructuring charges for fiscal 2003 related to the closure, merging, or significant reorganization of five facilities. These costs included \$1.8 million of severance relating to approximately 215 employees, \$1.0 million of lease termination, facility wind-down, preparation for sale and maintenance of non-operating facilities prior to disposal and \$0.9 million for facility closure costs on projects begun in 2002.
  - (2) As a result of our adoption of SFAS 142 effective April 1, 2002, goodwill is no longer amortized. The charge in fiscal 2003 represents a \$4.0 million impairment write-off. In addition, the cumulative effect of change in accounting principle represents the impact of adopting SFAS 142.
  - (3) In May 2002, the Company sold substantially all of the assets of ASI. The Company received \$20,600,000 in cash and an 8% subordinated note in the principal amount of \$6,800,000 which is payable over 10 years beginning in August 2004. The full amount of this note has been reserved due to the uncertainty of collection. Principal payments received on the note are recorded as income from discontinued operations at the time of receipt. All interest and principal payments required under the note have been made to date. Refer to Note 3 to our consolidated financial statements for additional information on Discontinued Operations.
  - (4) Total debt includes long-term debt, including the current portion, notes payable and subordinated debt.

#### **Item 7. Management’s Discussion And Analysis Of Results Of Operations And Financial Condition**

This section should be read in conjunction with our consolidated financial statements included elsewhere in this annual report. Comments on the results of operations and financial condition below refer to our continuing operations, except in the section entitled “Discontinued Operations.”

#### **EXECUTIVE OVERVIEW**

We are a leading manufacturer and marketer of hoists, cranes, chain, conveyors, material handling systems, lift tables and component parts serving a wide variety of commercial and industrial end-user markets. Our products are used to efficiently and ergonomically move, lift, position or secure objects and loads. Our Products segment sells a wide variety of powered and manually operated wire rope and chain hoists, industrial crane systems, chain, hooks and attachments, actuators and rotary unions. Our Solutions segment designs, manufactures, and installs application-specific material handling systems and solutions for end-users to improve workstation and facility-wide work flow.

Founded in 1875, we have grown to our current leadership position through organic growth and also as the result of the 14 businesses we acquired between February 1994 and April 1999. We have developed our leading market position over our 132-year history by emphasizing technological innovation, manufacturing excellence and superior after-sale service. In addition, the acquisitions significantly broadened our product lines and services and expanded our geographic reach, end-user markets and customer base. Integration of the operations of the acquired businesses with our previously existing businesses is substantially complete. Ongoing integration activities include improving our productivity and extending our sales activities to the European and Asian marketplaces. We are executing those initiatives through our Lean Manufacturing efforts new product development and expanded sales activities. Shareholder value will be enhanced through continued emphasis on the improvement of the fundamentals including manufacturing efficiency, cost containment, efficient capital investment, market expansion and renewed customer focus.

We maintain a strong domestic market share with significant leading North American market positions in hoists, lifting and sling chain, and forged attachments. To broaden our product offering in markets where we have a strong competitive position as well as to facilitate penetration into new geographic markets, we have heightened our new product development activities. This includes the recent introduction of powered hoist lines in accordance with international standards, to complement our current offering of hoist products designed in accordance with U.S. standards. To further expand our global sales, we are introducing certain of our products that historically have been distributed only in North America and also introducing new products through our existing European distribution network. Furthermore, we are working to build a distribution network in China to capture an anticipated growing demand for material handling products as that economy continues to industrialize. We have recently

reorganized our management team to align with these strategic initiatives. These investments in international markets and new products are part of our focus on our greatest opportunities for growth. Management believes that the growth rate of total sales may moderate in future periods due to more difficult comparisons with our fiscal 2007 periods and a slower rate of U.S. economic growth. We monitor such indicators as U.S. Industrial Capacity Utilization, which has been increasing since July 2003, as an indicator of anticipated demand for our product. In addition, we continue to monitor the potential impact of global and domestic trends, including energy costs, steel price fluctuations, rising interest rates and activity in a variety of end-user markets around the globe.

Our Lean Manufacturing efforts continue to fundamentally change our manufacturing processes to be more responsive to customer demand and improve on-time delivery and productivity. From 2001 to 2004 under our facility rationalization program, we closed 13 facilities and consolidated several product lines. During fiscal 2006, certain families within our mechanical jack line were eliminated and several smaller sales offices were closed with potential opportunity for further rationalization. We are evaluating strategic alternatives of certain other businesses performing at levels below the corporate average, including Univeyor, our material handling systems business. In March 2007, we sold one of our less strategic businesses, a specialty crane manufacturer. Additionally, our manipulator and specialty marine chain businesses were sold in fiscal 2004. We sold two pieces of excess real estate in fiscal 2007, generating \$1.9 million of proceeds which were used to pay down debt. During fiscal 2006, we completed the sale and partial leaseback of a warehouse in Ontario, Canada at a \$0.6 million gain as well as the sale of an unused parcel of land in Charlotte, North Carolina. Fiscal 2005 saw the completion of the sale of a Chicago-area property resulting in a \$2.7 million gain and the sale and partial leaseback of our corporate headquarters building in Amherst, New York at a \$2.2 million gain, of which \$1.0 million was recorded in fiscal 2005 and the remainder is being recognized pro-rata over the life of the 10-year leaseback period.

Consistent with most U.S. companies, over the past several years we have been facing significantly increased costs for fringe benefits such as health insurance, workers compensation insurance and pension. Combined, those benefits cost us over \$35 million in fiscal 2007 and we work diligently to balance cost control with the need to provide competitive employee benefits packages for our associates. Another cost area of focus is steel. We currently utilize approximately \$35 million to \$40 million of steel annually in a variety of forms including rod, wire, bar, structural and others. We continuously monitor our costs and reevaluate our pricing policies. We continue to operate in a highly competitive business environment in the markets and geographies served. Our performance will be impacted by our ability to address a variety of challenges and opportunities in those markets and geographies, including trends towards increased utilization of the global labor force and the expansion of market opportunities in Asia and other emerging markets.

## RESULTS OF OPERATIONS

Net sales of our Products and Solutions segments, in millions of dollars and with percentage changes for each segment, were as follows:

	<b>Fiscal Years Ended March 31,</b>			<b>Change</b>		<b>Change</b>	
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>	<b><u>Amount</u></b>	<b><u>%</u></b>	<b><u>Amount</u></b>	<b><u>%</u></b>
Products segment.....	\$ 527.1	\$ 493.9	\$ 453.1	\$ 33.2	6.7	\$ 40.8	9.0
Solutions segment.....	<u>62.7</u>	<u>62.1</u>	<u>61.7</u>	<u>0.6</u>	<u>1.0</u>	<u>0.4</u>	<u>0.6</u>
Total net sales.....	<u>\$ 589.8</u>	<u>\$ 556.0</u>	<u>\$ 514.8</u>	<u>\$ 33.8</u>	6.1	<u>\$ 41.2</u>	8.0

During fiscal 2007, the Company saw continued strength in the North American economy as well as increased demand in Europe. This growth was a continuation of improvement in the industrial sector of North America and Europe that began in fiscal 2005 through the current period. In addition, sales growth continues to be fostered by the expansion of international selling efforts. Net sales for fiscal 2007 of \$589.8 increased by \$33.8 million or 6.1% from fiscal 2006, and net sales for fiscal 2006 of \$556.0 million increased by \$41.2 million, or 8.0%, from fiscal 2005. The Products segment for fiscal 2007 experienced a net sales increase of 6.7% over the prior year. The increase was due to a combination of increased volume on the continued growth of the North American industrial economy and robust business in our European markets as well as price increases (\$7.9 million). Fiscal 2007 was impacted by the continued weakness of the U.S. dollar relative to other currencies, particularly the euro, and reported Products segment sales were favorably affected by \$4.2 million. The Products segment for fiscal 2006 experienced a net sales increase of 9.0% over the prior year. The increase was due to a combination of increased volume on the continued growth of the North American industrial economy as well as price increases (\$17.8 million). Our fiscal 2007 Solutions segment net sales were flat as increased volume in our U.S. operations was offset by a downsizing of our European material handling systems

business resulting from our decision to be more selective in the projects we choose to accept due to a challenging market and pricing environment. Foreign currency fluctuations of the U.S. dollar relative to the Danish Krone resulted in a favorable impact of \$2.0 million. For fiscal 2006, our Solutions segment net sales were flat as increased volume was offset by the strengthening U.S. dollar relative to the Danish Krone resulting in an unfavorable impact of \$0.9 million.

Gross profit of the Products and Solutions segments, in millions of dollars and as a percentage of total segment net sales, was as follows:

	<b>Fiscal Years Ended March 31,</b>					
	<b><u>2007</u></b>		<b><u>2006</u></b>		<b><u>2005</u></b>	
	<b><u>Amount</u></b>	<b><u>%</u></b>	<b><u>Amount</u></b>	<b><u>%</u></b>	<b><u>Amount</u></b>	<b><u>%</u></b>
Products segment .....	\$ 159.2	30.2	\$ 138.1	28.0	\$ 117.1	25.8
Solutions segment .....	<u>5.4</u>	<u>8.6</u>	<u>9.5</u>	<u>15.3</u>	<u>8.8</u>	<u>14.3</u>
Total gross profit .....	<u>\$ 164.6</u>	27.9	<u>\$ 147.6</u>	26.5	<u>\$ 125.9</u>	24.5

Our gross profit margins were approximately 27.9%, 26.5% and 24.5% in fiscal 2007, 2006 and 2005, respectively. The Products segment for fiscal 2007 and fiscal 2006 continues to see improved gross margins as a result of operational leverage at increased volumes from the prior years across all businesses, the proportion of that increase in our most profitable products sales (hoists), and the impact of previous facility rationalization projects and ongoing lean manufacturing activities. The Solutions segment's gross profit margins decreased in Fiscal 2007 as leverage on volume increases at our U.S. operations was offset by losses at our European material handling systems business. The European systems business losses were the result of performance issues and cost overruns on certain projects, a challenging pricing environment and an unfavorable sales mix of projects. The Solutions segment's gross profit margins increased in Fiscal 2006 as a result of a shift in product mix at our European material handling systems business to more internally developed product costs from resale products, increased volume at certain facilities, and some rationalization cost savings.

Selling expenses were \$61.7 million, \$54.3 million and \$52.3 million in fiscal 2007, 2006 and 2005, respectively. As a percentage of net sales, selling expenses were 10.5%, 9.8% and 10.2% in fiscal 2007, 2006 and 2005, respectively. The fiscal 2007 increase, driven by our strategic growth initiatives, includes additional salaries (\$2.5 million), increased advertising, marketing, warehousing and travel (\$1.4 million), investments in new markets (\$1.6 million), translation of foreign currencies (\$1.1 million), and commission expense (\$0.5 million). The fiscal 2006 increase includes additional salaries (\$1.2 million), increased advertising, marketing, warehousing and travel (\$1.3 million), and new market costs (\$0.4 million) offset by a decrease in foreign pension costs (\$0.4 million) and lower commission expense (\$0.8 million).

General and administrative expenses were \$34.1 million, \$33.6 million and \$31.7 million in fiscal 2007, 2006 and 2005, respectively. As a percentage of net sales, general and administrative expenses were 5.8%, 6.1% and 6.2% in fiscal 2007, 2006 and 2005, respectively. Fiscal 2007 includes increases in salaries/personnel for new market investment (\$1.3 million), increased research and development costs (\$1.0 million), and increased healthcare costs (\$0.8 million) offset by lower variable compensation costs (\$2.5 million). The Fiscal 2006 increase includes increases in salaries/personnel including variable compensation (\$3.0 million), employee development/professional fees (\$0.7 million), offset by lower foreign pension costs (\$1.0 million), decreased external Sarbanes-Oxley Section 404 costs (\$0.9 million) and currency translation (\$0.2 million).

Restructuring charges of \$0.1 million, \$1.6 million and \$0.9 million, or 0.0%, 0.3% and 0.2% of net sales in fiscal 2007, 2006 and 2005, respectively, were primarily attributable to the ongoing organizational rationalizations occurring at the company. The fiscal 2007 charges represent severance costs related to the reorganization of our European systems business (\$0.3 million) and demolition costs of the unused portion of a facility (\$0.2 million) being expensed on an as-incurred basis, offset by a recovery of a portion of previous write-downs (\$0.4 million) on a vacant facility that was sold during fiscal 2007. The fiscal 2006 charges consist of the cost of removal of certain environmentally hazardous materials (\$0.6 million), inventory disposal costs related to the rationalization of certain product families within our mechanical jack lines (\$0.4 million), the ongoing maintenance costs of a non-operating facility accrued based on anticipated sale date (\$0.3 million) and other facility rationalization projects (\$0.3 million). The fiscal 2005 restructuring charges consist of \$0.5 million of costs related to facility rationalizations being expensed on an as incurred basis as a result of the project timing being subsequent to the adoption of SFAS No. 144. Fiscal 2005 also included \$0.3 million of write-down on the net realizable value of a facility based on changes in market conditions and a reassessment of its net realizable value. The remaining liability of as of March 31, 2007 relates to the accrued costs for the removal of environmentally hazardous materials (\$0.6 million).

Write-off/amortization of intangibles was \$0.2 million, \$0.2 million and \$0.3 million in fiscal 2007, 2006 and 2005, respectively.

Interest and debt expense was \$16.4 million, \$24.7 million and \$27.6 million in fiscal 2007, 2006 and 2005, respectively. As a percentage of net sales, interest and debt expense was 2.8%, 4.4% and 5.4% in fiscal 2007, 2006 and 2005, respectively. The fiscal 2007 and 2006 decreases primarily resulted from lower debt levels as we continue to execute our strategy of debt reduction and increased financial flexibility.

Other (income) and expense, net was (\$1.9) million, \$5.0 million and (\$5.2) million in fiscal 2007, 2006 and 2005, respectively. Fiscal 2007 includes \$6.4 million from investment and interest income and \$0.5 million of gain from a business divestiture offset by \$5.2 million of redemption costs associated with the repurchase of outstanding senior secured notes. Fiscal 2006 includes \$9.2 million of redemption costs associated with the repurchase of outstanding senior secured and senior subordinated notes against \$3.1 million from investment and interest income and \$0.8 million of gains from sales of real estate. Fiscal 2005 includes \$3.7 million in gains from sales of real estate and \$2.1 million from investment and interest income, offset by \$0.3 million of additional losses from 2004 business divestitures.

Income taxes as a percentage of income before income taxes for fiscal 2007 was 38.1%. Income taxes as a percentage of income before income taxes were not reflective of U.S. statutory rates in fiscal 2006 or 2005. A valuation allowance of \$50.5 million existed at March 31, 2005 due to the uncertainty of whether our U.S. federal net operating loss carryforwards ("NOLs"), deferred tax assets and capital loss carryforwards might ultimately be realized. We utilized \$14.9 million of the U.S. federal NOLs in fiscal 2006 reducing the valuation allowance by \$5.2 million. As a result of our increased operating performance over the past several years, we reevaluated the certainty as to whether our remaining U.S. federal NOLs and other deferred tax assets may ultimately be realized. As a result of the determination that it is more likely than not that nearly all of the remaining deferred tax assets will be realized, \$38.6 million of the remaining valuation allowance was reversed as of March 31, 2006. The fiscal 2005 effective tax rate varies due to the benefit received from the utilization of the domestic net operating loss carry-forwards that had been fully reserved, and jurisdictional mix. In that year, income tax expense primarily resulted from non-U.S. taxable income and state taxes on U.S. taxable income.

## LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents totaled \$48,655 at March 31, 2007, an increase of \$3,057 from the March 31, 2006 balance of \$45,598.

Net cash provided by operating activities was \$45.5 million, \$46.4 million and \$17.2 million in fiscal 2007, 2006 and 2005, respectively. The \$0.9 million decrease in fiscal 2007 relative to fiscal 2006 was primarily due to stronger operating performance in fiscal 2007 (\$16.2 million) offset by increased working capital components (\$17.1 million). Changes in net working capital include an unfavorable change of \$4.8 million on inventory (resulting from support for upcoming new product launches, a surge in demand for larger capacity equipment, and timing of offshore purchases) and an unfavorable change of \$20.4 million in accounts payable and accrued and non-current liabilities (resulting from timing of disbursements, changing product liability reserves, and decreased variable compensation accruals). These were offset by a favorable change of \$7.5 million on accounts receivables and unbilled revenues as a result of better collection efforts. The \$31.3 million increase in fiscal 2006 relative to fiscal 2005 was primarily due to stronger operating performance in fiscal 2006 (\$19.9 million) and improved working capital components (\$11.4 million). The working capital changes come from favorable changes in inventory (\$9.3 million), accounts payable and accrued liabilities (\$9.9 million), offset by unfavorable changes in prepaids (\$3.8 million) and accounts receivables (\$4.1 million).

Net cash (used) provided by investing activities was (\$3.4) million, (\$6.4) million and \$3.1 million in fiscal 2007, 2006 and 2005, respectively. The fiscal 2007 change in cash (used) provided by investing activities is the result of increased capital expenditures, offset by increased proceeds from the sale of marketable securities and greater proceeds from asset sales. The fiscal 2006 change in cash (used) provided by investing activities is the result of increased capital expenditures and lower proceeds from asset sales. The fiscal 2007, 2006 and 2005 amounts included \$5.4 million, \$2.1 million and \$7.1 million, respectively, from business and property divestitures.

Net cash used in financing activities was \$39.9 million, \$4.2 million and \$21.9 million in fiscal 2007, 2006 and 2005, respectively. Fiscal 2007 includes \$2.8 million of proceeds from the exercise of employee stock options. Fiscal 2006 includes \$56.6 million of proceeds from the November 2005 stock offering, \$7.1 million from the exercise of employee stock options, and \$2.2 million of tax benefit from the exercise of stock options. The fiscal 2007, 2006 and 2005 amounts included \$42.9 million,

\$67.8 million and \$22.9 million of debt repayment, respectively. We also paid \$2.8 million of financing costs in fiscal 2006 to effect the capital transaction previously described.

We believe that our cash on hand, cash flows, and borrowing capacity under our Revolving Credit Facility will be sufficient to fund our ongoing operations and budgeted capital expenditures for at least the next twelve months. This belief is dependent upon a steady economy and successful execution of our current business plan which includes cash generation for debt repayment. The business plan focuses on continued implementation of lean manufacturing, improving working capital components, including inventory reductions, and new market and new product development.

In March 2006, we entered into a Revolving credit facility, which provides availability up to \$75 million. Provided there is no default, the Company may request an increase in the availability of the Revolving Credit Facility by an amount not exceeding \$50 million if all the Senior Secured 10% Notes (10% Notes) have been repaid in full or will be repaid in full contemporaneously with such increase, or \$25 million in the event that any 10% Notes remain outstanding, subject to lender approval. The Revolving Credit Facility matures February 2010, however the maturity date can be extended to February 2011 based on certain conditions related to outstanding balances and the maturity date of the 10% Notes.

At March 31, 2007, the Revolving Credit Facility was not drawn and the available amount, net of outstanding letters of credit of \$10.2 million, totaled \$64.8 million. Interest is payable at a Eurodollar rate or a prime rate plus an applicable margin determined by our leverage ratio. At our current leverage ratio, we qualify for the lowest applicable margin level, which amounts to 87.5 basis points for Eurodollar borrowings and zero basis points for prime rate based borrowings. The Revolving Credit Facility is secured by all domestic inventory, receivables, equipment, real property, subsidiary stock (limited to 65% for foreign subsidiaries) and intellectual property. The corresponding credit agreement associated with the Revolving Credit Facility places certain debt covenant restrictions on us, including certain financial requirements and a limitation on dividend payments, with which we were in compliance as of March 31, 2007.

The Senior Secured 10% Notes (10% Notes) issued on July 22, 2003 for \$115,000 amounted to \$22,125 as of March 31, 2007 and are due August 1, 2010. The reduction resulted from purchases during fiscal 2006 and 2007. Provisions of the 10% Notes include, without limitation, restrictions on indebtedness, restricted payments, asset and subsidiary stock sales, liens, and other restricted transactions. The remaining 10% Notes are not entitled to redemption at our option, prior to August 1, 2007. On and after August 1, 2007, they are redeemable at prices declining annually from 105% to 100% on and after August 1, 2009. In the event of a Change of Control (as defined in the indenture for such notes), each holder of the 10% Notes may require us to repurchase all or a portion of such holder's 10% Notes at a purchase price equal to 101% of the principal amount thereof. The 10% Notes are secured by a second-priority interest in all domestic inventory, receivables, equipment, real property, subsidiary stock (limited to 65% for foreign subsidiaries) and intellectual property. The 10% Notes are guaranteed by certain existing and future domestic subsidiaries and are not subject to any sinking fund requirements.

The Senior Subordinated 8 7/8% Notes (8 7/8% Notes) issued on September 2, 2005 amounted to \$136,000 and are due November 1, 2013. Provisions of the 8 7/8% Notes include, without limitation, restrictions on indebtedness, asset sales, and dividends and other restricted payments. Until November 1, 2008, we may redeem up to 35% of the outstanding notes at a redemption price of 108.875% with the proceeds of equity offerings, subject to certain restrictions. On or after November 1, 2009, the 8 7/8% Notes are redeemable at the option of the Company, in whole or in part, at prices declining annually from 104.438% to 100% on and after November 1, 2011. In the event of a Change of Control (as defined in the indenture for such notes), each holder of the 8 7/8% Notes may require us to repurchase all or a portion of such holder's 8 7/8% Notes at a purchase price equal to 101% of the principal amount thereof. The 8 7/8% Notes are guaranteed by certain existing and future domestic subsidiaries and are not subject to any sinking fund requirements.

In November 2005, we registered an additional 3,350,000 shares of our common stock which were sold at \$20.00 per share. The number of shares offered by us was 3,000,000 and 350,000 were offered by a selling shareholder. We did not receive any proceeds from the sale of shares by the selling shareholder. This secondary stock offering increased our weighted average common stock outstanding by 1.8 million for the year ended March 31, 2006. A portion of the proceeds received by us were used to redeem \$47.6 million of our 10% Notes. The repurchase of the 10% Notes occurred at a premium resulting in a pre-tax loss on early extinguishment of debt of \$4.8 million. As a result of the repurchase of the 10% Notes, \$1.1 million of pre-tax deferred financing costs were written-off. The net effect of these items, a \$5.9 million pre-tax loss in fiscal 2006, is shown as part of other (income) and expense, net. The balance of the proceeds was subsequently used to purchase 10% Notes in open market transactions.

Unsecured and uncommitted lines of credit are available to meet short-term working capital needs for our subsidiaries operating outside of the U.S. The lines of credit are available on an offering basis, meaning that transactions under the line of credit will be on such terms and conditions, including interest rate, maturity, representations, covenants and events of default, as



mutually agreed between our subsidiaries and the local bank at the time of each specific transaction. As of March 31, 2007, significant credit lines totaled approximately \$9,858 of which \$7,894 was drawn.

In addition to the above facilities, our foreign subsidiaries have certain fixed term bank loans. As of March 31, 2007, significant loans totaled \$3,900 of which \$2,824 were secured loans.

## CONTRACTUAL OBLIGATIONS

The following table reflects a summary of our contractual obligations in millions of dollars as of March 31, 2007, by period of estimated payments due:

	<u>Total</u>	<u>Fiscal 2008</u>	<u>Fiscal 2009- Fiscal 2010</u>	<u>Fiscal 2011- Fiscal 2012</u>	<u>More Than Five Years</u>
Long-term debt obligations (a)	\$ 162.5	\$ 0.3	\$ 0.4	\$ 23.5	\$ 138.3
Operating lease obligations (b)	18.6	4.8	7.8	4.0	2.0
Purchase obligations (c) .....	--	--	--	--	--
Interest obligations (d).....	87.5	14.4	28.8	25.1	19.2
Letter of credit obligations .....	10.2	10.2	--	--	--
Other long-term liabilities reflected on the Company's balance sheet under GAAP (e)	<u>63.4</u>	<u>0.0</u>	<u>27.5</u>	<u>23.5</u>	<u>12.4</u>
Total .....	<u>\$ 342.2</u>	<u>\$ 29.7</u>	<u>\$ 64.5</u>	<u>\$ 76.1</u>	<u>\$ 171.9</u>

- (a) As described in note 10 to our consolidated financial statements.
- (b) As described in note 17 to our consolidated financial statements.
- (c) We have no purchase obligations specifying fixed or minimum quantities to be purchased. We estimate that, at any given point in time, our open purchase orders to be executed in the normal course of business approximate \$40 million.
- (d) Estimated for our Senior Secured Notes due 8/1/10 and Senior Subordinated Notes due 11/1/13.
- (e) As described in note 9 to our consolidated financial statements.

We have no additional off-balance sheet obligations that are not reflected above.

## CAPITAL EXPENDITURES

In addition to keeping our current equipment and plants properly maintained, we are committed to replacing, enhancing and upgrading our property, plant and equipment to support new product development, improve productivity and customer responsiveness, reduce production costs, increase flexibility to respond effectively to market fluctuations and changes, meet environmental requirements, enhance safety and promote ergonomically correct work stations. Our capital expenditures for fiscal 2007, 2006 and 2005 were \$10.7 million, \$8.4 million and \$5.9 million, respectively. Higher capital expenditures in fiscal 2007 and 2006 were the result of new product development and productivity enhancing equipment along with normal maintenance items. We expect capital expenditure spending in fiscal 2008 to be in the range of \$10-\$12 million.

## INFLATION AND OTHER MARKET CONDITIONS

Our costs are affected by inflation in the U.S. economy and, to a lesser extent, in foreign economies including those of Europe, Canada, Mexico, South America and Asia-Pacific. We do not believe that general inflation has had a material effect on our results of operations over the periods presented primarily due to overall low inflation levels over such periods and our ability to generally pass on rising costs through annual price increases and surcharges. However, employee benefits costs such as health insurance, workers compensation insurance, pensions as well as energy and business insurance have exceeded general inflation levels. In the future, we may be further affected by inflation that we may not be able to pass on as price increases. With changes in worldwide demand for steel and fluctuating scrap steel prices over the past several years, we experienced fluctuations in our costs that we have reflected as price increases and surcharges to our customers. We believe we have been successful in instituting surcharges and price increases to pass on these material cost increases. We will continue to monitor our costs and reevaluate our pricing policies.

## SEASONALITY AND QUARTERLY RESULTS

Our quarterly results may be materially affected by the timing of large customer orders, periods of high vacation and holiday concentrations, restructuring charges and other costs attributable to our facility rationalization program, divestitures,

acquisitions and the magnitude of rationalization integration costs. Therefore, our operating results for any particular fiscal quarter are not necessarily indicative of results for any subsequent fiscal quarter or for the full fiscal year.

## DISCONTINUED OPERATIONS

In May 2002, we completed the divestiture of substantially all of the assets of ASI which comprised the principal business unit in our former Solutions - Automotive segment. Proceeds from this sale included an 8% subordinated note in the principal amount of \$6.8 million payable over 10 years. Due to the uncertainty of its collection, the note has been recorded at the estimated net realizable value of \$0. Principal payments received on the note are recorded as income from discontinued operations at the time of receipt. Accordingly, \$0.7 million of income from discontinued operations was recorded in fiscal 2007. All interest and principal payments required under the note have been made to date.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires us to make estimates and assumptions that affect the amounts reported in our consolidated financial statements and accompanying notes. We continually evaluate the estimates and their underlying assumptions, which form the basis for making judgments about the carrying value of our assets and liabilities. Actual results inevitably will differ from those estimates. We have identified below the accounting policies involving estimates that are critical to our financial statements. Other accounting policies are more fully described in note 2 of notes to our consolidated financial statements.

*Pension and Other Postretirement Benefits.* The determination of the obligations and expense for pension and postretirement benefits is dependent on our selection of certain assumptions that are used by actuaries in calculating such amounts. Those assumptions are disclosed in Note 11 to our fiscal 2007 consolidated financial statements and include the discount rates, expected long-term rate of return on plan assets and rates of future increases in compensation and healthcare costs.

The pension discount rate assumptions of 6%, 5¾%, and 6% as of March 31, 2007, 2006 and 2005, respectively, are based on long-term bond rates. The increase in the discount rate for fiscal 2007 resulted in a \$4.3 decrease in the projected benefit obligation as of March 31, 2007. The decrease in discount rates for fiscal 2006 and 2005 resulted in \$3.9 million and \$3.0 million increases in the projected benefit obligations as of March 31, 2006 and 2005, respectively. The rate of return on plan assets assumptions of 7½%, 7½% and 8¼% for the years ended March 31, 2007, 2006 and 2005, respectively, are based on the composition of the asset portfolios (approximately 61% equities and 39% fixed income at March 31, 2007) and their long-term historical returns. The actual assets realized gains of \$11.0 and \$5.8 million in fiscal 2007 and 2006. Our funded status as of March 31, 2007 and 2006 was negative by \$28.8 million and \$33.9 million, or 20.6% and 25.3%, respectively. Our pension contributions during fiscal 2007 and 2006 were approximately \$6.0 and \$7.8 million, respectively. The negative funded status may result in future pension expense increases. Pension expense for the March 31, 2008 fiscal year is expected to approximate \$6.1 million, which is down from the fiscal 2007 amount of \$7.4 million due to an increase in the expected return on assets and lower amortization of unrecognized losses. The factors outlined above will result in increases in funding requirements over time, unless there is continued significant market appreciation in the asset values. Pension funding contributions for the March 31, 2008 fiscal year are expected to increase by approximately \$6.2 million compared to fiscal 2006 including a \$5.0 million discretionary contribution above the minimum amount required by ERISA. The discretionary funding decision reflects an acceleration to comply with the Pension Protection Act of 2006. The compensation increase assumption of 3% as of March 31, 2007 and 4% as of March 31, 2006 and 2005 is based on historical trends.

The healthcare inflation assumptions of 9%, 9¾% and 10½% for fiscal 2007, 2006 and 2005, respectively are based on anticipated trends. Healthcare costs in the United States have increased substantially over the last several years. If this trend continues, the cost of postretirement healthcare will increase in future years.

*Insurance Reserves.* Our accrued general and product liability reserves as described in Note 14 to our consolidated financial statements involve actuarial techniques including the methods selected to estimate ultimate claims, and assumptions including emergence patterns, payment patterns, initial expected losses and increased limit factors. Other insurance reserves such as workers compensation and group health insurance are based on actual historical and current claim data provided by third party administrators or internally maintained.

*Inventory and Accounts Receivable Reserves.* Slow-moving and obsolete inventory reserves are judgmentally determined based on formulas applied to historical and expected future usage within a reasonable timeframe. We reassess trends and usage on a regular basis and if we identify changes, we revise our estimated allowances. Allowances for doubtful accounts and credit memo reserves are also judgmentally determined based on formulas applied to historical bad debt write-offs and credit memos issued, assessing potentially uncollectible customer accounts and analyzing the accounts receivable agings.

*Long-Lived Assets.* Property, plant and equipment and certain intangibles are depreciated or amortized over their assigned lives. These assets as well as goodwill are also periodically measured for impairment. The assigned lives and the projected cash flows used to test impairment are subjective. If actual lives are shorter than anticipated or if future cash flows are less than anticipated, we could incur a future impairment charge or a loss on disposal relating to these assets.

*Marketable Securities.* On a quarterly basis, we review our marketable securities for declines in market value that may be considered other than temporary. We consider market value declines to be other than temporary if they are declines for a period longer than six months and in excess of 20% of original cost.

*Deferred Tax Asset Valuation Allowance.* As of March 31, 2007, we had \$48.3 million of gross deferred tax assets before valuation allowances. As described in Note 16 to the consolidated financial statements, \$13.5 million of the assets pertain to U.S. federal net operating loss carryforwards ("NOLs") and the remainder relate principally to liabilities including employee benefit plans, insurance reserves, accrued vacation and incentive costs and also to asset valuation reserves such as inventory obsolescence reserves and bad debt reserves. The U.S. federal NOLs expire in 2023. We reduced the deferred tax assets by \$15.6 million as a result of utilizing U.S. federal NOLs in fiscal 2007. As a result of our increased operating performance in the past several years, during fiscal 2006 we reevaluated the certainty as to whether our remaining NOLs and other deferred tax assets may ultimately be realized. As a result of the determination that it was more likely than not that nearly all of the remaining deferred tax assets will be realized, a significant portion of the remaining valuation allowance was reversed in fiscal 2006. Our ability to realize our deferred tax assets is primarily dependent on generating sufficient future taxable income. If we do not generate sufficient taxable income, we could be required to record a valuation allowance.

*Revenue Recognition.* Sales are recorded when title passes to the customer, which is generally at the time of shipment to the customer, except for long-term construction-type contracts. For long-term construction-type contracts, we recognize contract revenues under the percentage of completion method, measured by comparing direct costs incurred to total estimated direct costs. Changes in job performance, job conditions and estimated profitability, including those arising from final contract settlements, may result in revisions to costs and income and are recognized in the period in which the revisions are determined. In the event that a loss is anticipated on an uncompleted contract, a provision for the estimated loss is made at the time it is determined. Billings on contracts may precede or lag revenues earned, and such differences are reported in the balance sheet as current liabilities (accrued liabilities) and current assets (unbilled revenues), respectively. Customers do not routinely return product. However, sales returns are permitted in specific situations and typically include a restocking charge or the purchase of additional product. We have established an allowance for returns based upon historical trends.

## EFFECTS OF NEW ACCOUNTING PRONOUNCEMENTS

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes". FIN 48 is an interpretation of FASB Statement No. 109 "Accounting for Income Taxes" and must be adopted by us no later than April 1, 2007. FIN 48 prescribes a comprehensive model for recognizing, measuring, presenting, and disclosing in the financial statements uncertain tax positions that the company has taken or expects to take in our tax returns. We are required to apply the provisions of FIN 48 to all tax positions upon initial adoption with any cumulative effect adjustment to be recognized as an adjustment to retained earnings as of April 1, 2007. FIN 48 is effective beginning in fiscal 2008 and is not expected to have a material impact on our consolidated financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measurements," to define fair value, establish a framework for measuring fair value in accordance with generally accepted accounting principles, and expand disclosures about fair value measurements. SFAS No. 157 will be effective for fiscal years beginning after November 15, 2007. The Company is assessing the impact the adoption of SFAS No. 157 will have on our consolidated financial position and results of operations.

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R)" (SFAS 158). Among other items, SFAS 158 requires recognition of the overfunded or underfunded status of an entity's defined benefit postretirement plan as an asset or liability in the financial statements, requires the measurement of defined benefit postretirement plan assets and obligations as of the end of the employer's fiscal year, and requires recognition of the funded status of defined benefit postretirement plans in other comprehensive income. We adopted Statement 158 in fiscal 2007 as discussed in footnote 11 to the consolidated financial statements included elsewhere within this Annual Report.

## Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

This report may include “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve known and unknown risks, uncertainties and other factors that could cause our actual results to differ materially from the results expressed or implied by such statements, including general economic and business conditions, conditions affecting the industries served by us and our subsidiaries, conditions affecting our customers and suppliers, competitor responses to our products and services, the overall market acceptance of such products and services, the integration of acquisitions and other factors disclosed in our periodic reports filed with the Commission. Consequently such forward-looking statements should be regarded as our current plans, estimates and beliefs. We do not undertake and specifically decline any obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect any future events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

### **Item 7A. Quantitative and Qualitative Disclosures About Market Risk**

Market risk is the potential loss arising from adverse changes in market rates and prices, such as interest rates. We are exposed to various market risks, including commodity prices for raw materials, foreign currency exchange rates and changes in interest rates. We may enter into financial instrument transactions, which attempt to manage and reduce the impact of such changes. We do not enter into derivatives or other financial instruments for trading or speculative purposes.

Our primary commodity risk is related to changes in the price of steel. We control this risk through negotiating purchase contracts on a consolidated basis and by attempting to build changes in raw material costs into the selling prices of our products. We also evaluate our steel cost increases and assess the need for price increases and surcharges to our customers. We have not entered into financial instrument transactions related to raw material costs.

In fiscal 2007, 28% of our net sales were from manufacturing plants and sales offices in foreign jurisdictions. We manufacture our products in the United States, Mexico, China, Denmark, the United Kingdom, France, Hungary and Germany and sell our products and solutions in over 50 countries. Our results of operations could be affected by factors such as changes in foreign currency rates or weak economic conditions in foreign markets. Our operating results are exposed to fluctuations between the U.S. dollar and the Canadian dollar, European currencies, the Mexican peso and the Chinese yuan. For example, when the U.S. dollar strengthens against the Canadian dollar, the value of our net sales and net income denominated in Canadian dollars decreases when translated into U.S. dollars for inclusion in our consolidated results. We are also exposed to foreign currency fluctuations in relation to purchases denominated in foreign currencies. Our foreign currency risk is mitigated since the majority of our foreign operations’ net sales and the related expense transactions are denominated in the same currency so therefore a significant change in foreign exchange rates would likely have a very minor impact on net income. For example, a 10% decline in the rate of exchange between the euro and the U.S. dollar impacts net income by approximately \$0.8 million. In addition, the majority of our export sale transactions are denominated in U.S. dollars. Accordingly, we currently have not invested in derivative instruments, such as foreign exchange contracts, to hedge foreign currency transactions.

We control risk related to changes in interest rates by structuring our debt instruments with a combination of fixed and variable interest rates and by periodically entering into financial instrument transactions as appropriate. At March 31, 2007, we do not have any material swap agreements or similar financial instruments in place. At March 31, 2007 and 2006, approximately 97% of our outstanding debt had fixed interest rates. At those dates, we had approximately \$13.9 million and \$6.4 million, respectively, of outstanding variable rate debt. A 1% fluctuation in interest rates in fiscal 2007 and 2006 would have changed interest expense on that outstanding variable rate debt by approximately \$0.1 million for both years.

Like many industrial manufacturers, we are involved in asbestos-related litigation. In continually evaluating costs relating to its estimated asbestos-related liability, we review, among other things, the incidence of past and recent claims, the historical case dismissal rate, the mix of the claimed illnesses and occupations of the plaintiffs, its recent and historical resolution of the cases, the number of cases pending against it, the status and results of broad-based settlement discussions, and the number of years such activity might continue. Based on this review, we have estimated its share of liability to defend and resolve probable asbestos-related personal injury claims. This estimate is highly uncertain due to the limitations of the available data and the difficulty of forecasting with any certainty the numerous variables that can affect the range of the liability. We will continue to study the variables in light of additional information in order to identify trends that may become evident and to assess their impact on the range of liability that is probable and estimable.

Based on actuarial information, we have estimated our asbestos-related aggregate liability through March 31, 2025 and March 31, 2037 to range between \$5.0 million and \$14.0 million using actuarial parameters of continued claims for a period of 18 to 30 years. Our estimation of our asbestos-related aggregate liability that is probable and estimable, in accordance with U.S. generally accepted accounting principles approximates \$8.4 million which has been reflected as a liability in the consolidated financial statements as of March 31, 2007. The increase in the recorded liability from the amount of \$6.3 million at March 31, 2006 is due to the increase in historical data used to calculate required asbestos liability reserve levels. The recorded liability does not consider the impact of any potential favorable federal legislation. Of this amount, management expects to incur asbestos liability payments of approximately \$0.3 million over the next 12 months. Because payment of the liability is likely to extend over many years, management believes that the potential additional costs for claims will not have a material after-tax effect on our financial condition or our liquidity, although the net after-tax effect of any future liabilities recorded could be material to earnings in a future period.

**Item 8.            Financial Statements and Supplementary Data.**

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**Columbus McKinnon Corporation**

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## **Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders of Columbus McKinnon Corporation

We have audited the accompanying consolidated balance sheets of Columbus McKinnon Corporation as of March 31, 2007 and 2006, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the three years in the period ended March 31, 2007. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Columbus McKinnon Corporation at March 31, 2007 and 2006 and the consolidated results of its operations and its cash flows for each of the three years in the period ended March 31, 2007, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, on April 1, 2006 the Company changed its method of accounting for stock-based compensation. As discussed in Note 11 to the consolidated financial statements, on March 31, 2007 the Company changed its method of accounting for employee retirement plans and other postretirement benefits.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Columbus McKinnon Corporation's internal control over financial reporting as of March 31, 2007, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated May 25, 2007 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Buffalo, New York  
May 25, 2007

**COLUMBUS McKINNON CORPORATION**

**CONSOLIDATED BALANCE SHEETS**

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
	<b>(In thousands, except share data)</b>	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents .....	\$ 48,655	\$ 45,598
Trade accounts receivable, less allowance for doubtful accounts (\$3,628 and \$3,417, respectively).....	97,269	95,726
Unbilled revenues .....	15,050	12,061
Inventories .....	77,179	74,845
Prepaid expenses.....	18,029	15,676
Total current assets .....	256,182	243,906
Net property, plant, and equipment .....	55,231	55,132
Goodwill, net .....	185,634	184,917
Other intangibles, net.....	269	2,410
Marketable securities .....	28,920	27,596
Deferred taxes on income .....	34,460	46,065
Other assets.....	4,942	6,018
Total assets.....	\$ 565,638	\$ 566,044
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Notes payable to banks .....	\$ 9,598	\$ 5,798
Trade accounts payable.....	35,896	39,311
Accrued liabilities .....	52,344	61,264
Restructuring reserve .....	599	793
Current portion of long-term debt.....	297	127
Total current liabilities.....	98,734	107,293
Senior debt, less current portion .....	26,168	67,841
Subordinated debt .....	136,000	136,000
Other non-current liabilities.....	63,411	50,489
Total liabilities .....	324,313	361,623
Shareholders' equity:		
Voting common stock; 50,000,000 shares authorized; 18,825,312 and 18,575,454 shares issued .....	188	185
Additional paid-in capital .....	174,654	170,081
Retained earnings.....	85,237	51,152
ESOP debt guarantee; 213,667 and 249,821 shares .....	(3,417)	(3,996)
Unearned restricted stock; 0 and 2,000 shares.....	-	(22)
Accumulated other comprehensive loss.....	(15,337)	(12,979)
Total shareholders' equity .....	241,325	204,421
Total liabilities and shareholders' equity .....	\$ 565,638	\$ 566,044

See accompanying notes.



**COLUMBUS McKINNON CORPORATION**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

	<b>Year Ended March 31,</b>		
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
	(In thousands, except per share data)		
Net sales.....	\$ 589,848	\$ 556,007	\$ 514,752
Cost of products sold.....	425,248	408,385	388,844
Gross profit.....	164,600	147,622	125,908
Selling expenses.....	61,731	54,255	52,291
General and administrative expenses.....	34,097	33,640	31,730
Restructuring charges.....	133	1,609	910
Amortization of intangibles.....	183	249	312
Income from operations.....	68,456	57,869	40,665
Interest and debt expense.....	16,430	24,667	27,620
Cost of bond redemptions.....	5,188	9,201	191
Investment income.....	(5,257)	(2,017)	(1,232)
Other (income) and expense, net.....	(1,825)	(2,136)	(4,177)
Income from continuing operations before income tax expense (benefit).....	53,920	28,154	18,263
Income tax expense (benefit).....	20,539	(30,946)	2,196
Income from continuing operations.....	33,381	59,100	16,067
Income from discontinued operations (net of tax).....	704	696	643
Net income.....	\$ 34,085	\$ 59,796	\$ 16,710
Average basic shares outstanding.....	18,517	16,052	14,594
Average diluted shares outstanding.....	18,951	16,628	14,803
Basic income per share:			
Income from continuing operations.....	\$ 1.80	\$ 3.69	\$ 1.10
Income from discontinued operations.....	0.04	0.04	0.04
Basic income per share.....	\$ 1.84	\$ 3.73	\$ 1.14
Diluted income per share:			
Income from continuing operations.....	\$ 1.76	\$ 3.56	\$ 1.09
Income from discontinued operations.....	0.04	0.04	0.04
Diluted income per share.....	\$ 1.80	\$ 3.60	\$ 1.13

See accompanying notes.

**COLUMBUS MCKINNON CORPORATION**

**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(In thousands, except share and per share data)

	Common Stock (\$01 par value)	Addi- tional Paid-in Capital	Retained Earnings (Accumulated Deficit)	ESOP Debt Guarantee	Unearned Restricted Stock	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
Balance at March 31, 2004.....	\$ 149	\$ 103,914	\$ (25,354)	\$ (5,116)	\$ (39)	\$ (10,576)	\$ 62,978
Comprehensive income:							
Net income 2005 .....	—	—	16,710	—	—	—	16,710
Change in foreign currency translation adjustment .....	—	—	—	—	—	2,830	2,830
Change in net unrealized loss on investments, net of tax benefit of \$70.....	—	—	—	—	—	(131)	(131)
Change in minimum pension liability adjustment, net of tax benefit of \$27.....	—	—	—	—	—	(1,379)	(1,379)
Total comprehensive income.....							18,030
Earned 35,108 ESOP shares.....	—	(266)	—	562	—	—	296
Stock options exercised, 52,000 shares.....	—	428	—	—	—	—	428
Earned portion of restricted shares.....	—	2	—	—	33	—	35
Balance at March 31, 2005.....	\$ 149	\$ 104,078	\$ (8,644)	\$ (4,554)	\$ (6)	\$ (9,256)	\$ 81,767
Comprehensive income:							
Net income 2006 .....	—	—	59,796	—	—	—	59,796
Change in foreign currency translation adjustment .....	—	—	—	—	—	(1,846)	(1,846)
Change in net unrealized gain on investments, net of tax of \$354 .....	—	—	—	—	—	658	658
Change in minimum pension liability adjustment, net of tax benefit of \$1,681 .....	—	—	—	—	—	(2,535)	(2,535)
Total comprehensive income.....							56,073
Common stock issued, 3,000,000 shares .....	30	56,589	—	—	—	—	56,619
Stock options exercised, 626,282 shares.....	6	7,143	—	—	—	—	7,149
Tax benefit from exercise of stock options...	—	2,154	—	—	—	—	2,154
Earned 34,874 ESOP shares.....	—	95	—	558	—	—	653
Restricted common stock granted, 1,000 shares.....	—	22	—	—	(22)	—	—
Earned portion of restricted shares.....	—	—	—	—	6	—	6
Balance at March 31, 2006.....	\$ 185	\$ 170,081	\$ 51,152	\$ (3,996)	\$ (22)	\$ (12,979)	\$ 204,421
Comprehensive income:							
Net income 2007 .....	—	—	34,085	—	—	—	34,085
Change in foreign currency translation adjustment .....	—	—	—	—	—	4,093	4,093
Change in net unrealized gain on investments, net of tax benefit of \$1,006...	—	—	—	—	—	(1,869)	(1,869)
Change in pension liability, prior to adoption of SFAS 158, net of tax of \$3,830.....	—	—	—	—	—	5,758	5,758
Total comprehensive income.....							42,067
Adjustment to initially apply SFAS 158, net of tax benefit of \$6,906 .....	—	—	—	—	—	(10,340)	(10,340)
Stock compensation - directors .....	—	180	—	—	—	—	180
Stock options exercised, 240,468 shares.....	3	2,598	—	—	—	—	2,601
Stock compensation expense.....	—	1,255	—	—	22	—	1,277
Tax benefit from exercise of stock options...	—	311	—	—	—	—	311
Earned 36,154 ESOP shares.....	—	229	—	579	—	—	808
Balance at March 31, 2007.....	\$ 188	\$ 174,654	\$ 85,237	\$ (3,417)	\$ —	\$ (15,337)	\$ 241,325

See accompanying notes.

**COLUMBUS MCKINNON CORPORATION**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<b>Year ended March 31,</b>		
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
	<b>(In thousands)</b>		
<b>Operating activities:</b>			
Income from continuing operations .....	\$ 33,381	\$ 59,100	\$ 16,067
Adjustments to reconcile income from continuing operations to net cash provided by operating activities:			
Depreciation and amortization .....	8,289	8,824	9,171
Deferred income taxes .....	12,438	(36,968)	(971)
(Gain) loss on divestitures .....	(504)	87	330
Gain on sale of real estate/investments .....	(5,373)	(2,100)	(4,632)
Loss on early retirement of bonds.....	4,263	7,083	40
Amortization/write-off of deferred financing costs .....	1,603	3,297	1,575
Stock-based compensation.....	1,457	—	—
Changes in operating assets and liabilities net of effects of business divestitures:			
Trade accounts receivable and unbilled revenues.....	(3,521)	(11,025)	(6,896)
Inventories .....	(2,260)	2,518	(6,834)
Prepaid expenses.....	(2,132)	(2,026)	1,796
Other assets .....	921	207	10
Trade accounts payable.....	(3,849)	6,099	3,192
Accrued and non-current liabilities.....	782	11,267	4,313
Net cash provided by operating activities.....	<u>45,495</u>	<u>46,363</u>	<u>17,161</u>
<b>Investing activities:</b>			
Proceeds from sale of marketable securities .....	36,853	15,913	19,342
Purchases of marketable securities .....	(35,686)	(16,801)	(18,028)
Capital expenditures .....	(10,653)	(8,430)	(5,925)
Proceeds from sale of facilities and surplus real estate.....	2,813	2,091	6,742
Proceeds from sale of businesses.....	2,574	—	—
Proceeds from net assets held for sale .....	—	—	375
Proceeds from discontinued operations note receivable .....	704	857	643
Net cash (used) provided by investing activities .....	<u>(3,395)</u>	<u>(6,370)</u>	<u>3,149</u>
<b>Financing activities:</b>			
Proceeds from issuance of common stock .....	—	56,619	—
Proceeds from exercise of stock options.....	2,601	7,149	428
Payments under revolving line-of-credit agreements .....	(62,930)	(47,669)	(345,664)
Borrowings under revolving line-of-credit agreements.....	65,975	49,030	344,541
Repayment of debt.....	(45,964)	(205,167)	(21,745)
Proceeds from issuance of long-term debt.....	—	136,000	—
Payment of deferred financing costs.....	(449)	(2,877)	(24)
Tax benefit from exercise of stock options.....	311	2,154	—
Change in ESOP debt guarantee.....	579	558	562
Net cash used by financing activities.....	<u>(39,877)</u>	<u>(4,203)</u>	<u>(21,902)</u>
<b>Effect of exchange rate changes on cash.....</b>	<b>834</b>	<b>329</b>	<b>(30)</b>
Net change in cash and cash equivalents .....	3,057	36,119	(1,622)
Cash and cash equivalents at beginning of year .....	45,598	9,479	11,101
Cash and cash equivalents at end of year .....	<u>\$ 48,655</u>	<u>\$ 45,598</u>	<u>\$ 9,479</u>
Supplementary cash flows data:			
Interest paid .....	\$ 17,221	\$ 26,565	\$ 28,133
Income taxes paid, net .....	\$ 5,712	\$ 5,035	\$ 2,029

See accompanying notes.

# COLUMBUS MCKINNON CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(tabular amounts in thousands, except share data)

### 1. Description of Business

Columbus McKinnon Corporation (the Company) is a leading U.S. designer and manufacturer of material handling products, systems and services which efficiently and ergonomically move, lift, position and secure material. Key products include hoists, cranes, chain and forged attachments. The Company's material handling products are sold, domestically and internationally, principally to third party distributors through diverse distribution channels, and to a lesser extent directly to end-users. The Company's integrated material handling solutions businesses deal primarily with end users and sales are concentrated, domestically and internationally (primarily Europe), in the consumer products, manufacturing, warehousing and, to a lesser extent, the steel, construction, automotive and other industrial markets. During fiscal 2007, approximately 66% of sales were to customers in the United States.

### 2. Accounting Principles and Practices

#### *Advertising*

Costs associated with advertising are expensed in the year incurred and are included in selling expense in the statement of operations. Advertising expenses were \$3,779,000, \$3,343,000, and \$2,521,000 in fiscal 2007, 2006, and 2005, respectively.

#### *Cash and Cash Equivalents*

The Company considers as cash equivalents all highly liquid investments with an original maturity of three months or less.

#### *Concentrations of Labor*

Approximately 24% of the Company's employees are represented by seven separate domestic and Canadian collective bargaining agreements which terminate at various times between July 2007 and August 2010. Approximately 2% of the labor force is covered by collective bargaining agreements that will expire within one year.

#### *Consolidation*

These consolidated financial statements include the accounts of the Company and its domestic and foreign subsidiaries; all significant intercompany accounts and transactions have been eliminated.

#### *Derivatives and Financial Instruments*

Derivative instruments held by the Company that have high correlation with the underlying exposure and are highly effective in offsetting underlying price movements are designated as hedges. Accordingly, gains and losses from changes in derivatives fair values are deferred until the underlying transaction occurs at which point they are then recognized in the statement of operations. When derivatives are not designated as hedges, the gains and losses from changes in fair value are recorded currently in the statement of operations. All derivatives are carried at fair value in the balance sheet. The fair values of derivatives are determined by reference to quoted market prices. The Company's use of derivative instruments has historically been limited to cash flow hedges of certain interest rate risks.

The carrying value of the Company's current assets and current liabilities approximate their fair values based upon the relatively short maturity of those instruments. For the fair value of the Company's marketable securities and debt instruments, see Notes 6 and 10, respectively.

## COLUMBUS MCKINNON CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### *Foreign Currency Translations*

The Company translates foreign currency financial statements as described in Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards (SFAS) No. 52, "Foreign Currency Translation." Under this method, all items of income and expense are translated to U.S. dollars at average exchange rates for the year. All assets and liabilities are translated to U.S. dollars at the year-end exchange rate. Gains or losses on translations are recorded in accumulated other comprehensive loss in the shareholders' equity section of the balance sheet. The functional currency is the foreign currency in which the foreign subsidiaries conduct their business. Gains and losses from foreign currency transactions are reported in other income and expense, net. There was approximately a \$225,000 loss, a \$100,000 loss and a \$200,000 gain on foreign currency transactions in fiscal 2007, 2006 and 2005, respectively.

#### *Goodwill*

Goodwill is not amortized but is periodically tested for impairment, in accordance with the provisions of SFAS No. 142, "Goodwill and Other Intangible Assets." Goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. The fair value of a reporting unit is determined using a discounted cash flow methodology. The Company's reporting units are determined based upon whether discrete financial information is available and regularly reviewed, whether those units constitute a business, and the extent of economic similarities between those reporting units for purposes of aggregation. As a result of this analysis, the reporting units identified under SFAS No. 142 were at the component level, or one level below the reporting segment level as defined under SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information." The Products segment was subdivided into three reporting units and the Solutions segment was subdivided into two reporting units. Identifiable intangible assets acquired in a business combination are amortized over their useful lives unless their useful lives are indefinite, in which case those intangible assets are tested for impairment annually and not amortized until their lives are determined to be finite. See Note 8 for further discussion of goodwill and intangible assets.

#### *Inventories*

Inventories are valued at the lower of cost or market. Cost of approximately 60% of inventories at March 31, 2007 (58% in 2006) has been determined using the LIFO (last-in, first-out) method. Costs of other inventories have been determined using the FIFO (first-in, first-out) or average cost method. FIFO cost approximates replacement cost.

#### *Marketable Securities*

All of the Company's marketable securities, which consist of equity securities and corporate and governmental obligations, have been classified as available-for-sale securities and are therefore recorded at their fair values with the unrealized gains and losses, net of tax, reported in accumulated other comprehensive loss within shareholders' equity unless unrealized losses are deemed to be other than temporary. In such instance, the unrealized losses are reported in the statement of operations within investment income. Estimated fair value is based on published trading values at the balance sheet dates. The amortized cost of debt securities is adjusted for amortization of premiums and accretion of discounts to maturity. The cost of securities sold is based on the specific identification method. Interest and dividend income are included in investment income in the consolidated statements of operations.

The marketable securities are carried as long-term assets since they are held for the settlement of the Company's general and products liability insurance claims filed through CM Insurance Company, Inc., a wholly owned captive insurance subsidiary.

## COLUMBUS McKINNON CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### *Property, Plant, and Equipment*

Property, plant, and equipment are stated at cost and depreciated principally using the straight-line method over their respective estimated useful lives (buildings and building equipment—15 to 40 years; machinery and equipment—3 to 18 years). When depreciable assets are retired, or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in operating results.

#### *Reclassification/Revisions*

Certain prior year amounts have been reclassified to conform to the current year presentation.

#### *Research and Development*

Research and development costs as defined in SFAS No. 2, "Accounting for Research and Development Costs" for the years ended March 31, 2007, 2006 and 2005 were \$2,887,000, \$1,614,000 and \$1,289,000, respectively and are classified as general and administrative expense in the consolidated statements of operations.

#### *Revenue Recognition and Concentration of Credit Risk*

Sales are recorded when title passes to the customer which is generally at time of shipment to the customer, except for long-term construction contracts as described below. The Company performs ongoing credit evaluations of its customers' financial condition, but generally does not require collateral to support customer receivables. The credit risk is controlled through credit approvals, limits and monitoring procedures. Accounts receivable are reported at net realizable value and do not accrue interest. The Company establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other factors. Accounts receivable are charged against the allowance for doubtful accounts once all collection efforts have been exhausted. The Company does not routinely permit customers to return product. However, sales returns are permitted in specific situations and typically include a restocking charge or the purchase of additional product. The Company has established an allowance for returns based upon historical trends.

The Company recognizes contract revenues under the percentage of completion method, measured by comparing direct costs incurred to total estimated direct costs. Changes in job performance, job conditions and estimated profitability, including those arising from final contract settlements, may result in revisions to costs and income and are recognized in the period in which the revisions are determined. In the event that a loss is anticipated on an uncompleted contract, a provision for the estimated loss is made at the time it is determined. Billings on contracts may precede or lag revenues earned, and such differences are reported in the balance sheet as current liabilities (accrued liabilities) and current assets (unbilled revenues), respectively.

#### *Sale-Leaseback Transactions*

On January 28, 2005, the Company sold its corporate headquarters property and entered into a leaseback for a portion of the facility under a 10-year lease agreement. Net proceeds to the Company for the sale of the property were approximately \$2.7 million and the gain on the transaction was \$2.2 million. Of the total gain, \$1.0 million was recognized in 2005 under the caption other income, and \$1.2 million was deferred and will be recognized as income over the 10-year leaseback period. Additionally, \$0.5 million of non-cash value (rent abatement) will be recognized on a straight-line basis as lower operating expenses over the 10-year leaseback period.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

*Shipping and Handling Costs*

Shipping and handling costs are a component of cost of products sold.

*Stock-Based Compensation*

Effective April 1, 2006, the Company adopted SFAS 123(R), "Share-Based Payment," applying the modified prospective method. This Statement requires all equity-based payments to employees, including grants of employee stock options, to be recognized in the statement of earnings based on the grant date fair value of the award. Under the modified prospective method, the Company is required to record equity-based compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards outstanding as of the date of adoption. The adoption of SFAS 123(R) resulted in \$1,230 of non-deductible incentive stock option expense in the year ended March 31, 2007. Stock compensation expense is included in cost of goods sold, selling, and general and administrative expense. The Company uses a straight-line method of attributing the value of stock-based compensation expense, subject to minimum levels of expense, based on vesting.

Prior to April 1, 2006, the Company accounted for the stock option plans under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" (APB 25) and related Interpretations. No stock-based employee compensation cost was reflected in net income, as all options granted under these plans had an exercise price equal to the market value of the underlying common stock on the date of grant and the number of options granted was fixed.

The Company's net income and earnings per share as if the fair value based method had been applied to all outstanding and unvested awards for the comparable prior years is as follows:

	<b>Year Ended March 31,</b>	
	<b>2006</b>	<b>2005</b>
Net income, as reported .....	\$ 59,796	\$ 16,710
Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects.....	(577)	(1,135)
Net income, pro forma.....	\$ 59,219	\$ 15,575
Basic income per share:		
As reported .....	\$ 3.73	\$ 1.14
Pro forma .....	\$ 3.69	\$ 1.07
Diluted income per share:		
As reported .....	\$ 3.60	\$ 1.13
Pro forma .....	\$ 3.56	\$ 1.05

In November 2005, the Financial Accounting Standards Board (FASB) issued Staff Position ("FSP") FAS 123(R)-3, "Transition Election Related to Accounting for the Tax Effects of Share-Based Payment Awards." FSP FAS 123(R)-3 provides an alternative transition method for establishing the beginning balance of the pool of excess tax benefits available to absorb tax deficiencies recognized subsequent to the adoption of SFAS No. 123(R) (the "APIC Pool"). Effective in the fourth quarter of fiscal 2007, the Company elected to adopt the alternative transition method provided in FSP FAS 123(R)-3 for establishing the beginning balance of the APIC Pool. This method consists of a computational component that establishes a beginning balance of the APIC Pool related to employee compensation and a simplified method ("short-cut method") to determine the subsequent impact on the APIC Pool of employee awards that are fully vested and outstanding upon the adoption of SFAS No. 123(R).

See Note 13 for further discussion of stock-based compensation.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

*Use of Estimates*

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

*Warranties*

The Company offers warranties for certain of the products it sells. The specific terms and conditions of those warranties vary depending upon the product sold and the country in which the Company sold the product. The Company generally provides a basic limited warranty, including parts and labor for any product deemed to be defective for a period of one year. The Company estimates the costs that may be incurred under its basic limited warranty, based largely upon actual warranty repair costs history, and records a liability in the amount of such costs in the month that the product revenue is recognized. The resulting accrual balance is reviewed during the year. Factors that affect the Company's warranty liability include the number of units sold, historical and anticipated rate of warranty claims, and cost per claim.

Changes in the Company's product warranty accrual are as follows:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Balance at beginning of year.....	\$ 2,132	\$ 832
Accrual for warranties issued .....	3,770	4,658
Warranties settled .....	(4,639)	(3,358)
Balance at end of year.....	\$ 1,263	\$ 2,132

**3. Discontinued Operations**

In May 2002, the Company sold substantially all of the assets of Automatic Systems, Inc. (ASI). The ASI business was the principal business unit in the Company's former Solutions – Automotive segment. The Company received \$20,600,000 in cash and an 8% subordinated note in the principal amount of \$6,800,000 which is payable at a rate of \$214,000 per quarter over eight years beginning August 2004. Due to the uncertainty surrounding the financial viability of the debtor, the note has been recorded at the estimated net realizable value of \$0. Principal payments received on the note are recorded as income from discontinued operations at the time of receipt. All interest and principal payments required under the note have been made to date. The gross value of the note as of March 31, 2007 is approximately \$4,300,000.

**4. Unbilled Revenues and Excess Billings**

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Costs incurred on uncompleted contracts .....	\$ 50,014	\$ 52,615
Estimated earnings .....	12,119	15,361
Revenues earned to date .....	62,133	67,976
Less billings to date .....	48,042	56,331
	\$ 14,091	\$ 11,645

The net amounts above are included in the consolidated balance sheets under the following captions:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Unbilled revenues .....	\$ 15,050	\$ 12,061
Accrued liabilities .....	(959)	(416)
	\$ 14,091	\$ 11,645



**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**5. Inventories**

Inventories consisted of the following:

	<b>March 31,</b>	
	<b><u>2007</u></b>	<b><u>2006</u></b>
At cost—FIFO basis:		
Raw materials .....	\$ 45,006	\$ 41,134
Work-in-process .....	9,050	12,199
Finished goods .....	36,606	33,424
	<u>90,662</u>	<u>86,757</u>
LIFO cost less than FIFO cost .....	(13,483)	(11,912)
Net inventories .....	<u>\$ 77,179</u>	<u>\$ 74,845</u>

**6. Marketable Securities**

Marketable securities are held for the settlement of the Company's general and products liability insurance claims filed through the Company's subsidiary, CM Insurance Company, Inc. (see Notes 2 and 14). In accordance with SFAS No. 115, "Accounting for Certain Investments in Debt and Equity Securities," the Company reviews its marketable securities for declines in market value that may be considered other than temporary. The Company considers market value declines to be other than temporary if they are declines for a period longer than six months and in excess of 20% of original cost. Based on our review as of March 31, 2007, no unrealized losses represent an other than temporary impairment.

The following is a summary of available-for-sale securities at March 31, 2007:

	<b>Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Estimated Fair Value</b>
Government securities .....	\$ 24,926	\$ 37	\$ 22	\$ 24,941
Equity securities.....	3,960	31	12	3,979
	<u>\$ 28,886</u>	<u>\$ 68</u>	<u>\$ 34</u>	<u>\$ 28,920</u>

The net gain related to sales of marketable securities totaled \$4,360,000, \$1,436,000 and \$706,000 in fiscal 2007, 2006 and 2005, respectively.

The following is a summary of available-for-sale securities at March 31, 2006:

	<b>Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Estimated Fair Value</b>
Government securities .....	\$ 10,859	\$ 150	\$ 25	\$ 10,984
Equity securities.....	13,828	3,013	229	16,612
	<u>\$ 24,687</u>	<u>\$ 3,163</u>	<u>\$ 254</u>	<u>\$ 27,596</u>

As of March 31, 2006, in accordance with SFAS No. 115, the Company reduced the cost bases of certain equity securities since it was determined that the unrealized losses on those securities were other than temporary in nature. This determination resulted in the recognition of a pre-tax charge to earnings of \$78,000 and \$280,000 for the years ended March 31, 2006 and 2005, respectively, classified within other (income) and expense, net. The above schedule reflects the reduced cost bases.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

Net unrealized gain included in the balance sheet amounted to \$34,000 at March 31, 2007 and \$2,909,000 at March 31, 2006. The amounts, net of related income taxes of \$12,000 and \$1,018,000 at March 31, 2007 and 2006, respectively, are reflected as a component of accumulated other comprehensive loss within shareholders' equity.

**7. Property, Plant, and Equipment**

Consolidated property, plant, and equipment of the Company consisted of the following:

	<b>March 31,</b>	
	<b><u>2007</u></b>	<b><u>2006</u></b>
Land and land improvements.....	\$ 5,036	\$ 4,564
Buildings.....	29,657	33,755
Machinery, equipment, and leasehold improvements.....	104,479	102,485
Construction in progress.....	2,277	1,736
	<hr/>	<hr/>
	141,449	142,540
Less accumulated depreciation.....	86,218	87,408
Net property, plant, and equipment.....	<hr/> <b>\$ 55,231</b>	<hr/> <b>\$ 55,132</b>

Depreciation expense was \$8,106,000, \$8,575,000, and \$8,859,000 for the years ended March 31, 2007, 2006 and 2005, respectively.

**8. Goodwill and Intangible Assets**

As discussed in Note 2, goodwill is not amortized but is periodically tested for impairment, in accordance with the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets." Goodwill impairment is deemed to exist if the net book value of a reporting unit exceeds its estimated fair value. The fair value of a reporting unit is determined using a discounted cash flow methodology. The Company's reporting units are determined based upon whether discrete financial information is available and regularly reviewed, whether those units constitute a business, and the extent of economic similarities between those reporting units for purposes of aggregation. As a result of this analysis, the reporting units identified under SFAS No. 142 were at the component level, or one level below the reporting segment level as defined under SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information." The Products segment was subdivided into three reporting units and the Solutions segment was subdivided into two reporting units.

Identifiable intangible assets acquired in a business combination are amortized over their useful lives unless their useful lives are indefinite, in which case those intangible assets are tested for impairment annually and not amortized until their lives are determined to be finite.

No impairment charges were recorded during fiscal 2007, 2006 or 2005.

All goodwill reported in fiscal 2007 and 2006 was related to the products segment. A summary of changes in goodwill during the years ended March 31, 2007 and 2006 is as follows:

Balance at March 31, 2005.....	\$ 185,443
Currency translation.....	(526)
Balance at March 31, 2006.....	<hr/> \$ 184,917
Currency translation.....	717
Balance at March 31, 2007.....	<hr/> <b>\$ 185,634</b>

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

Other intangibles, net consists of the following:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Intangible pension assets .....	\$ -	\$ 2,148
Patents and other, net .....	269	262
Other intangibles, net .....	\$ 269	\$ 2,410

Based on the current amount of patents and other, net, the estimated amortization expense for each of the succeeding five years is expected to be \$98,000, \$74,000, \$52,000, \$33,000, and 12,000, respectively.

**9. Accrued Liabilities and Other Non-current Liabilities**

Consolidated accrued liabilities of the Company consisted of the following:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Accrued payroll .....	\$ 17,302	\$ 18,736
Accrued pension cost .....	245	5,987
Interest payable .....	5,408	6,199
Accrued workers compensation .....	3,000	2,959
Accrued income taxes payable .....	7,723	6,493
Accrued postretirement benefit obligation .....	1,456	1,620
Accrued health insurance .....	3,466	2,891
Accrued general and product liability costs .....	4,000	4,000
Other accrued liabilities .....	9,744	12,379
	\$ 52,344	\$ 61,264

Consolidated other non-current liabilities of the Company consisted of the following:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Accumulated postretirement benefit obligation .....	\$ 9,015	\$ 4,856
Accrued general and product liability costs .....	17,078	16,969
Accrued pension cost .....	28,531	20,284
Accrued workers compensation .....	6,104	5,383
Other non-current liabilities .....	2,683	2,997
	\$ 63,411	\$ 50,489

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**10. Debt**

Consolidated long-term debt of the Company consisted of the following:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Revolving Credit Facility due February 22, 2010 .....	\$ -	\$ -
10% Senior Secured Notes due August 1, 2010 with interest payable in semi-annual installments .....	22,125	67,384
Other senior debt.....	4,340	584
Total senior debt .....	26,465	67,968
8 7/8% Senior Subordinated Notes due November 1, 2013 with interest payable in semi-annual installments .....	136,000	136,000
Total.....	162,465	203,968
Less current portion .....	297	127
	\$ 162,168	\$ 203,841

In March, 2006, the Company amended and expanded its revolving credit facility. The Revolving Credit Facility provides availability up to a maximum of \$75,000,000. Provided there is no default, the Company may on a one-time basis, request an increase in the availability of the Revolving Credit Facility by an amount not exceeding \$50,000,000 if all Senior Secured Notes have been repaid in full or will be repaid in full contemporaneously with such increase, or \$25,000,000 in the event that any Senior Secured Notes remain outstanding, subject to lender approval. The unused Revolving Credit Facility totaled \$64,800,000, net of outstanding borrowings of \$0 and outstanding letters of credit of \$10,200,000. Interest on the revolver is payable at varying Eurodollar rates based on LIBOR or prime plus a spread determined by our leverage ratio amounting to 87.5 or 0 basis points, respectively, at March 31, 2007. The Revolving Credit Facility is secured by all domestic inventory, receivables, equipment, real property, subsidiary stock (limited to 65% for foreign subsidiaries) and intellectual property.

On September 2, 2005, the Company issued \$136,000,000 of 8 7/8% Senior Subordinated Notes (8 7/8% Notes) due November 1, 2013. Proceeds from the 8 7/8% Notes and cash on hand were used for the repayment of previously existing debt instruments resulting in a \$3,330,000 pre-tax loss on early extinguishment of debt in fiscal 2006.

On July 22, 2003, the Company issued \$115,000,000 of 10% Senior Secured Notes (10% Notes) due August 1, 2010. Proceeds from this offering were used for the repayment of previously existing debt instruments.

During fiscal 2006, the Company used a portion of the proceeds from its stock offering (see Note 13) to repurchase \$47,616,000 of the outstanding 10% Notes. The repurchase of the 10% Notes occurred at a premium resulting in a pre-tax loss on early extinguishment of debt of \$4,786,000. As a result of the repurchase of the 10% Notes, \$1,085,000 of pre-tax deferred financing costs was written-off. The net effect of these items was a \$5,871,000 pre-tax loss in fiscal 2006.

During fiscal 2007, the Company used cash on hand to repurchase \$45,259,000 of the outstanding 10% Notes. The repurchase of the 10% Notes occurred at a premium resulting in a pre-tax loss on early extinguishment of debt of \$4,263,000. As a result of the repurchase of the 10% Notes, \$925,000 of pre-tax deferred financing costs was written-off. The net effect of these items was a \$5,188,000 pre-tax loss in fiscal 2007.

The corresponding credit agreement associated with the Revolving Credit Facility places certain debt covenant restrictions on the Company, including certain financial requirements and a restriction on dividend payments, with which the Company was in compliance as of March 31, 2007.

## COLUMBUS McKINNON CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Provisions of the 8 7/8% Notes include, without limitation, restrictions on indebtedness, asset sales, and dividends and other restricted payments. Until November 1, 2008, the Company may redeem up to 35% of the outstanding notes at a redemption price of 108.875% with the proceeds of equity offerings, subject to certain restrictions. The 8 7/8% Notes are redeemable at the option of the Company, in whole or in part, at prices declining annually from the Make-Whole Price (as defined in the 8 7/8% Notes agreement) to 100% on and after November 1, 2011. In the event of a Change of Control (as defined in the indenture for such notes), each holder of the 8 7/8% Notes may require us to repurchase all or a portion of such holder's 8 7/8% Notes at a purchase price equal to 101% of the principal amount thereof. The 8 7/8% Notes are guaranteed by certain existing and future domestic subsidiaries and are not subject to any sinking fund requirements.

Provisions of the 10% Notes include, without limitation, restrictions on liens, indebtedness, asset sales, and dividends and other restricted payments. The remaining 10% Notes are not entitled to redemption at our option, prior to August 1, 2007. On and after August 1, 2007, they are redeemable at a price declining annually from 105% to 100% on and after August 1, 2009. In the event of a Change of Control (as defined in the indenture for such notes), each holder of the 10% Notes may require the Company to repurchase all or a portion of such holder's 10% Notes at a purchase price equal to 101% of the principal amount thereof. The 10% Notes are guaranteed by certain existing and future domestic subsidiaries and are not subject to any sinking fund requirements. The 10% Notes are also secured, in a second lien position, by all domestic inventory, receivables, equipment, real property, subsidiary stock (limited to 65% for foreign subsidiaries) and intellectual property.

The carrying amount of the Company's revolving credit facility approximates the fair value based on current market rates. The Company's Senior Secured Notes and Senior Subordinated Notes have an approximate fair market value of \$23,563,000 and \$144,160,000, respectively, based on quoted market prices, the total of which is more than their aggregate carrying amount of \$158,125,000.

The principal payments scheduled to be made as of March 31, 2007 on the above debt are as follows (in thousands):

2008	\$	297
2009		194
2010		168
2011		23,342
2012		134
Thereafter		138,330

#### *International Lines of Credit and Loans*

Unsecured and uncommitted lines of credit are available to meet short-term working capital needs for our subsidiaries operating outside of the United States. The lines of credit are available on an offering basis, meaning that transactions under the line of credit will be on such terms and conditions, including interest rate, maturity, representations, covenants and events of default, as mutually agreed between our subsidiaries and the local bank at the time of each specific transaction. As of March 31, 2007, significant credit lines totaled approximately \$9,858 of which \$7,894 was drawn.

In addition to the above facilities, our foreign subsidiaries have certain fixed term bank loans. As of March 31, 2007, significant loans totaled \$3,900 of which \$2,824 were secured loans.

**COLUMBUS MCKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**11. Pensions and Other Benefit Plans**

The Company provides retirement and pension plans, including defined benefit and defined contribution plans, and postretirement benefit plans to certain employees. Effective March 31, 2007, the Company adopted SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R)," which required the recognition in pension and other postretirement benefits obligations and accumulated other comprehensive income of actuarial gains or losses, prior service costs or credits and transition assets or obligations that had previously been deferred under the reporting requirements of SFAS No. 87, SFAS No. 106 and SFAS No. 132(R). This statement also requires an entity to measure a defined benefit postretirement plan's assets and obligations that determine its funded status as of the end of the employers' fiscal year. This requirement is effective for fiscal years ending after December 15, 2008.

*Pension Plans*

The Company provides defined benefit pension plans to certain employees. The Company uses December 31 as the measurement date for all of its pension plans. The following provides a reconciliation of benefit obligation, plan assets, and funded status of the plans:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Change in benefit obligation:		
Benefit obligation at beginning of year .....	\$ 134,148	\$ 120,634
Service cost .....	4,147	4,004
Interest cost .....	7,608	7,213
Actuarial loss .....	22	7,003
Benefits paid .....	(6,346)	(4,860)
Foreign exchange rate changes .....	42	154
Benefit obligation at end of year .....	<u>\$ 139,621</u>	<u>\$ 134,148</u>
Change in plan assets:		
Fair value of plan assets at beginning of year .....	\$ 100,206	\$ 91,323
Actual gain on plan assets .....	10,989	5,795
Employer contribution .....	5,960	7,816
Benefits paid .....	(6,346)	(4,860)
Foreign exchange rate changes .....	36	132
Fair value of plan assets at end of year .....	<u>\$ 110,845</u>	<u>\$ 100,206</u>
Funded status .....	\$ (28,776)	\$ (33,942)
Unrecognized actuarial loss .....	27,918	35,282
Unrecognized prior service cost .....	2,213	2,148
Net amount recognized .....	<u>\$ 1,355</u>	<u>\$ 3,488</u>

Amounts recognized in the consolidated balance sheets are as follows:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Intangible asset .....	\$ -	\$ 2,148
Accrued liabilities .....	(245)	(5,987)
Other non-current liabilities .....	(28,531)	(20,284)
Deferred tax effect of accumulated other comprehensive loss .....	12,059	11,038
Accumulated other comprehensive loss .....	18,072	16,573
Net amount recognized .....	<u>\$ 1,355</u>	<u>\$ 3,488</u>

In fiscal 2008, an estimated net loss of \$1,485,000 and prior service cost of \$330,000 for the defined benefit pension plans will be amortized from accumulated other comprehensive income to net periodic benefit cost.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

Net periodic pension cost included the following components:

	<b>Year Ended March 31,</b>		
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
Service costs—benefits earned during the period.....	\$ 4,147	\$ 4,004	\$ 4,285
Interest cost on projected benefit obligation.....	7,608	7,213	6,719
Expected return on plan assets.....	(7,244)	(6,753)	(6,666)
Net amortization .....	2,773	2,518	4,033
Curtailment/settlement loss.....	156	-	-
Net periodic pension cost.....	<b>\$ 7,440</b>	<b>\$ 6,982</b>	<b>\$ 8,371</b>

The fiscal 2005 pension expense includes a one-time, non-cash charge of \$2,037,000 relating to a defined benefit plan at one of our foreign operations. The fiscal 2007 curtailment and settlement losses are the result of the restructuring of one of our facilities in Canada.

Information for pension plans with a projected benefit obligation in excess of plan assets is as follows:

	<b>March 31,</b>	
	<b><u>2007</u></b>	<b><u>2006</u></b>
Projected benefit obligation.....	\$ 139,621	\$ 134,148
Fair value of plan assets.....	110,845	100,206

Information for pension plans with an accumulated benefit obligation in excess of plan assets is as follows:

	<b>March 31,</b>	
	<b><u>2007</u></b>	<b><u>2006</u></b>
Accumulated benefit obligation.....	\$ 124,508	\$ 126,196
Fair value of plan assets.....	105,345	100,206

Unrecognized gains and losses are amortized on a straight-line basis over the average remaining service period of active participants.

The weighted-average assumptions in the following table represent the rates used to develop the actuarial present value of the projected benefit obligation for the year listed and also net periodic pension cost for the following year:

	<b>March 31,</b>			
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>	<b><u>2004</u></b>
Discount rate.....	6.00%	5.75%	6.00%	6.25%
Expected long-term rate of return on plan assets.....	7.50	7.50	8.25	8.40
Rate of compensation increase.....	3.00	4.00	4.00	4.00

The expected rate of return on plan asset assumptions are determined considering historical averages and real returns on each asset class.

The Company's retirement plan target and actual asset allocations are as follows:

	<b>March 31,</b>		
	<b><u>Target</u></b>	<b><u>Actual</u></b>	
	<b><u>2008</u></b>	<b><u>2007</u></b>	<b><u>2006</u></b>
Equity securities.....	70%	62%	56%
Fixed income .....	30	38	44
Total plan assets.....	<b>100%</b>	<b>100%</b>	<b>100%</b>

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

The Company has an investment objective for domestic pension plans to adequately provide for both the growth and liquidity needed to support all current and future benefit payment obligations. The investment strategy is to invest in a diversified portfolio of assets which are expected to satisfy the aforementioned objective and produce both absolute and risk adjusted returns competitive with a benchmark that is a blend of major US and international equity indexes and an aggregate bond fund. The shift to the targeted allocation is the result of management’s re-evaluation of its investment allocation. The targeted allocation will be accomplished as some plan assets governed by collective bargaining contracts will be transferred from fixed income into equity securities, as well as reallocation of remaining assets to achieve the desired balance during fiscal 2008.

The Company’s funding policy with respect to the defined benefit pension plans is to contribute annually at least the minimum amount required by the Employee Retirement Income Security Act of 1974 (ERISA). Additional contributions may be made to minimize PBGC premiums. The Company expects to contribute \$12,208,000 to its pension plans in fiscal 2008.

Information about the expected benefit payments for the Company’s defined benefit plans is as follows:

2008	\$	5,485
2009		5,971
2010		6,567
2011		7,195
2012		8,038
2013-2017		51,099

*Postretirement Benefit Plans*

The Company sponsors defined benefit postretirement health care plans that provide medical and life insurance coverage to certain domestic retirees and their dependents of one of its subsidiaries. Prior to the acquisition of this subsidiary, the Company did not sponsor any postretirement benefit plans. The Company pays the majority of the medical costs for certain retirees and their spouses who are under age 65. For retirees and dependents of retirees who retired prior to January 1, 1989, and are age 65 or over, the Company contributes 100% toward the American Association of Retired Persons (“AARP”) premium frozen at the 1992 level. For retirees and dependents of retirees who retired after January 1, 1989, the Company contributes \$35 per month toward the AARP premium. The life insurance plan is noncontributory.

The Company’s postretirement health benefit plans are not funded. The following sets forth a reconciliation of benefit obligation and the funded status of the plan:

	<b>March 31,</b>	
	<b><u>2007</u></b>	<b><u>2006</u></b>
Change in benefit obligation:		
Benefit obligation at beginning of year .....	\$ 12,221	\$ 12,927
Service cost .....	3	6
Interest cost .....	658	751
Actuarial (gain) loss .....	(193)	601
Benefits paid .....	(2,218)	(2,064)
Benefit obligation at end of year .....	\$ 10,471	\$ 12,221
Funded status .....	\$ (10,471)	\$ (12,221)
Unrecognized actuarial loss .....	5,138	5,745
Net amount recognized .....	\$ (5,333)	\$ (6,476)



**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

Amounts recognized in the consolidated balance sheets are as follows:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Accrued liabilities .....	\$ (1,456)	\$ (1,620)
Other non-current liabilities .....	(9,015)	(4,856)
Deferred tax effect of accumulated other comprehensive loss .....	2,055	-
Accumulated other comprehensive loss .....	3,083	-
Net amount recognized .....	\$ (5,333)	\$ (6,476)

In fiscal 2008, an estimated net loss of \$384,000 for the defined benefit postretirement health care plans will be amortized from accumulated other comprehensive income to net periodic benefit cost.

Net periodic postretirement benefit cost included the following:

	<b>Year Ended March 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
Service cost—benefits attributed to service during the period .....	\$ 3	\$ 6	\$ 17
Interest cost .....	658	751	834
Amortization of plan net losses .....	414	411	460
Net periodic postretirement benefit cost .....	\$1,075	\$1,168	\$1,311

For measurement purposes, healthcare costs were assumed to increase 8.25% in fiscal 2008, grading down over time to 5% in six years. The discount rate used in determining the accumulated postretirement benefit obligation was 6.00% and 5.75% as of March 31, 2007 and 2006, respectively.

Information about the expected benefit payments for the Company’s postretirement health benefit plans is as follows:

2008	\$	1,456
2009		1,384
2010		1,269
2011		1,255
2012		1,182
2013-2017		4,674

Assumed medical claims cost trend rates have an effect on the amounts reported for the health care plans. A one-percentage point change in assumed health care cost trend rates would have the following effects:

	<b>One Percentage Point Increase</b>	<b>One Percentage Point Decrease</b>
Effect on total of service and interest cost components .....	\$ 35	\$ (32)
Effect on postretirement obligation .....	628	(570)

*Adoption of New Accounting Standard*

Effective March 31, 2007, the Company adopted SFAS No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R),” which required the recognition in pension and other postretirement benefits obligations and accumulated other comprehensive income of actuarial gains or losses, prior service costs or credits and transition assets or obligations that had previously been deferred under the reporting requirements of SFAS No. 87, SFAS No. 106 and SFAS No. 132(R). The following table reflects the effects of the adoption of SFAS No. 158 on our consolidated balance sheet as of March 31, 2007:

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

	<b>Before Application of SFAS 158</b>	<b>SFAS 158 Adoption Adjustments</b>	<b>After Application of SFAS 158</b>
<b>Assets:</b>			
Other intangibles, net.....	\$ 2,482	\$ (2,213)	\$ 269
Deferred taxes on income .....	27,554	6,906	34,460
Total assets.....	560,945	4,693	565,638
<b>Liabilities and Shareholder's Equity</b>			
Accrued liabilities .....	58,683	(6,339)	52,344
Other non-current liabilities.....	42,039	21,372	63,411
Total liabilities .....	309,280	15,033	324,313
Accumulated other comprehensive loss.....	(4,997)	(10,340)	(15,337)
Total liabilities and shareholder's equity .....	560,945	4,693	565,638

*Other Benefit Plans*

The Company also sponsors defined contribution plans covering substantially all domestic employees. Participants may elect to contribute basic contributions. These plans provide for employer contributions based primarily on employee participation. The Company recorded a charge for such contributions of approximately \$1,650,000, \$1,476,000 and \$673,000 for the years ended March 31, 2007, 2006 and 2005, respectively.

**12. Employee Stock Ownership Plan (ESOP)**

The AICPA Statement of Position 93-6, "Employers' Accounting for Employee Stock Ownership Plans" requires that compensation expense for ESOP shares be measured based on the fair value of those shares when committed to be released to employees, rather than based on their original cost. Also, dividends on those ESOP shares that have not been allocated or committed to be released to ESOP participants are not reflected as a reduction of retained earnings. Rather, since those dividends are used for debt service, a charge to compensation expense is recorded. Furthermore, ESOP shares that have not been allocated or committed to be released are not considered outstanding for purposes of calculating earnings per share.

The obligation of the ESOP to repay borrowings incurred to purchase shares of the Company's common stock is guaranteed by the Company; the unpaid balance of such borrowings, if any, would be reflected in the consolidated balance sheet as a liability. An amount equivalent to the cost of the collateralized common stock and representing deferred employee benefits has been recorded as a deduction from shareholders' equity.

Substantially all of the Company's domestic non-union employees are participants in the ESOP. Contributions to the plan result from the release of collateralized shares as debt service payments are made. Compensation expense amounting to \$808,000, \$653,000 and \$296,000 in fiscal 2007, 2006 and 2005, respectively, is recorded based on the guaranteed release of the ESOP shares at their fair market value. Dividends on allocated ESOP shares, if any, are recorded as a reduction of retained earnings and are applied toward debt service.

At March 31, 2007 and 2006, 694,751 and 723,618 of ESOP shares, respectively, were allocated or available to be allocated to participants' accounts. At March 31, 2007 and 2006, 213,667 and 249,821 of ESOP shares were pledged as collateral to guarantee the ESOP term loans.

The fair market value of unearned ESOP shares at March 31, 2007 amounted to \$4,784,000.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**13. Earnings per Share and Stock Plans**

*Earnings per Share*

The Company calculates earnings per share in accordance with Statement of Financial Accounting Standards No. 128, "Earnings per Share" (SFAS No. 128). Basic earnings per share excludes any dilutive effects of options, warrants, and convertible securities. Diluted earnings per share includes any dilutive effects of stock options.

The following table sets forth the computation of basic and diluted earnings per share:

	<b>Year Ended March 31,</b>		
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
Numerator for basic and diluted earnings per share:			
Income from continuing operations .....	\$ 33,381	\$ 59,100	\$ 16,067
Income from discontinued operations.....	704	696	643
Net income .....	<u>\$ 34,085</u>	<u>\$ 59,796</u>	<u>\$ 16,710</u>
Denominators:			
Weighted-average common stock outstanding— denominator for basic EPS .....	18,517	16,052	14,594
Effect of dilutive employee stock options.....	434	576	209
Adjusted weighted-average common stock outstanding and assumed conversions— denominator for diluted EPS.....	<u>18,951</u>	<u>16,628</u>	<u>14,803</u>

The weighted-average common stock outstanding shown above is net of unallocated ESOP shares (see Note 12). The increase in the weighted-average common stock outstanding is the result of the issuance of 3,000,000 shares in fiscal 2006 and the exercising of stock options.

*Stock Plans*

Effective April 1, 2006, the Company adopted SFAS 123(R), "Share-Based Payment," applying the modified prospective method. This Statement requires all equity-based payments to employees, including grants of employee stock options, to be recognized in the statement of earnings based on the grant date fair value of the award. Under the modified prospective method, the Company is required to record equity-based compensation expense for all awards granted after the date of adoption and for the unvested portion of previously granted awards outstanding as of the date of adoption. The adoption of SFAS 123(R) resulted in \$1,230,000 of non-deductible incentive stock option expense in the year ended March 31, 2007. Stock compensation expense is included in cost of goods sold, selling, and general and administrative expense. The Company uses a straight-line method of attributing the value of stock-based compensation expense, subject to minimum levels of expense, based on vesting.

*Long Term Incentive Plan*

Effective July 31, 2006, the shareholders of the Company approved the adoption of our Long Term Incentive Plan (LTIP). The total number of shares of common stock with respect to which awards may be granted under the plan is 850,000. The LTIP was designed as an omnibus plan and awards may consist of non-qualified stock options, incentive stock options, stock appreciation rights, restricted stock, restricted stock units, or stock bonuses. A maximum of 600,000 shares may be awarded as restricted stock, restricted stock units, or stock bonuses.

During fiscal 2007, a total of 9,390 shares of stock and 7,200 restricted stock units were granted under the LTIP to the Company's non-executive directors as part of their annual compensation. The weighted average fair value grant price of those shares and units was \$19.17. The expense related to the shares and restricted stock units for fiscal 2007 was \$180,000 and \$40,000, respectively.

As of March 31, 2007, there were 833,410 shares available for future grants under the Long Term Incentive Plan.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

*Stock Option Plans*

Existing prior to the adoption of the LTIP, the Company maintains two stock option plans, a Non-Qualified Stock Option Plan (Non-Qualified Plan) and an Incentive Stock Option Plan (Incentive Plan). Under the Non-Qualified Plan, options may be granted to officers and other key employees of the Company as well as to non-employee directors and advisors. As of March 31, 2007, no options have been granted to non-employees. Options granted under the Non-Qualified and Incentive Plans become exercisable over a four-year period at the rate of 25% per year commencing one year from the date of grant at an exercise price of not less than 100% of the fair market value of the common stock on the date of grant. Any option granted under the Non-Qualified plan may be exercised not earlier than one year from the date such option is granted. Any option granted under the Incentive Plan may be exercised not earlier than one year and not later than 10 years from the date such option is granted.

A summary of option transactions during each of the three fiscal years in the period ended March 31, 2007 is as follows:

	Shares	Weighted-average Exercise Price	Weighted- average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding at March 31, 2004 .....	1,229,850	\$ 13.77		
Granted .....	741,500	6.41		
Exercised .....	(52,000)	8.25		
Cancelled .....	(116,550)	13.82		
Outstanding at March 31, 2005 .....	1,802,800	\$ 10.89		
Granted .....	45,000	21.61		
Exercised .....	(626,282)	11.41		
Cancelled .....	(89,400)	7.76		
Outstanding at March 31, 2006 .....	1,132,118	\$ 11.28		
Granted .....	70,000	22.41		
Exercised .....	(240,468)	10.82		
Cancelled .....	(30,500)	9.85		
Outstanding at March 31, 2007 .....	931,150	\$ 12.28	5.8	\$ 9,576
Exercisable at March 31, 2007 .....	561,150	\$ 13.15	4.5	\$ 5,252

We calculated intrinsic value for those options that had an exercise price lower than the market price of our common shares as of March 31, 2007. The aggregate intrinsic value of outstanding options as of March 31, 2007 is calculated as the difference between the exercise price of the underlying options and the market price of our common shares for the 884,050 options that were in-the-money at that date. The aggregate intrinsic value of exercisable options as of March 31, 2007 is calculated as the difference between the exercise price of the underlying options and the market price of our common shares for the 544,050 exercisable options that were in-the-money at that date. The Company's closing stock price was \$22.39 as of March 31, 2007. The total intrinsic value of stock options exercised was \$3,434,000, \$6,487,000 and \$248,000 during fiscal 2007, 2006 and 2005, respectively. As of March 31, 2007, there are 132,600 options available for future grants under the two stock option plans.

The fair value of shares that vested was \$3.87, \$4.01 and \$4.64 during fiscal 2007, 2006 and 2005, respectively.

Cash received from option exercises under all share-based payment arrangements during fiscal 2007 was \$2,601,000. Proceeds from the exercise of stock options under stock option plans are credited to common stock at par value and the excess is credited to additional paid-in capital.

As of March 31, 2007, \$1,461,000 of unrecognized compensation cost related to non-vested stock options is expected to be recognized over a weighted-average period of approximately 3 years.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

Exercise prices for options outstanding as of March 31, 2007, ranged from \$5.46 to \$29.00. The following table provides certain information with respect to stock options outstanding at March 31, 2007:

<u>Range of Exercise Prices</u>	<u>Stock Options Outstanding</u>	<u>Weighted-average Exercise Price</u>	<u>Weighted-average Remaining Contractual Life</u>
Up to \$10.00 .....	542,100	\$ 6.93	6.3
\$10.01 to \$20.00 .....	102,350	14.36	7.6
\$20.01 to \$30.00 .....	286,700	21.66	4.3
	931,150	\$ 12.28	5.8

The following table provides certain information with respect to stock options exercisable at March 31, 2007:

<u>Range of Exercise Prices</u>	<u>Stock Options Outstanding</u>	<u>Weighted-average Exercise Price</u>
Up to \$10.00 .....	308,350	\$ 7.94
\$10.01 to \$20.00 .....	49,850	12.86
\$20.01 to \$30.00 .....	202,950	21.13
	561,150	\$ 13.15

The fair value of stock options granted was estimated on the date of grant using a Black-Scholes option pricing model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options which have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options. The weighted-average fair value of the options was \$12.93, \$12.13 and \$3.45 for options granted during fiscal 2007, 2006 and 2005, respectively. The following table provides the weighted-average assumptions used to value stock options granted during fiscal 2007, 2006 and 2005:

	<u>Year Ended March 31, 2007</u>	<u>Year Ended March 31, 2006</u>	<u>Year Ended March 31, 2005</u>
Assumptions:			
Risk-free interest rate.....	4.9 %	4.5 %	4.9 %
Dividend yield—Incentive Plan .....	0.0 %	0.0 %	0.0 %
Volatility factor .....	0.593	0.615	0.569
Expected life—Incentive Plan .....	5.5 years	5 years	5 years

To determine expected volatility, the Company uses historical volatility based on daily closing prices of its Common Stock over periods that correlate with the expected terms of the options granted. The risk-free rate is based on the United States Treasury yield curve at the time of grant for the appropriate term of the options granted. Expected dividends are based on the Company's history and expectation of dividend payouts. The expected term of stock options is based on vesting schedules, expected exercise patterns and contractual terms.

*Restricted Stock*

Also existing prior to the adoption of the LTIP, the Company maintains a Restricted Stock Plan. The Company charges compensation expense and shareholders' equity for the market value of shares ratably over the restricted period. Grantees that remain continuously employed with the Company become vested in their shares five years after the date of the grant. As of March 31, 2007, there were 48,000 shares available for future grants under the Restricted Stock Plan.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

During the Fiscal 2007, no shares of restricted stock were granted. As of March 31, 2007, there are 2,000 shares of restricted stock outstanding with a weighted average fair value grant price of \$16.25. The expense related to restricted stock was \$7,000, \$6,000 and \$35,000 for fiscal 2007, 2006 and 2005, respectively.

**14. Loss Contingencies**

From time to time, the Company is named a defendant in legal actions arising out of the normal course of business. The Company is not a party to any pending legal proceeding other than ordinary, routine litigation incidental to our business. The Company does not believe that any of our pending litigation will have a material impact on its business.

*General and Product Liability*— During fiscal 2006, the Company reevaluated the predictability of future cash flows associated with its self-insured product liability and asbestos reserves and concluded that future cash payments related to reserves for nonasbestos claims could no longer be discounted due to their underlying uncertainty. Reserves for asbestos claims continue to be discounted at a risk free rate. This change in estimate resulted in a reduction in the discount recorded by the company of approximately \$1,578,000 (\$0.09 diluted EPS impact for fiscal 2006). The gross reserves as of March 31, 2007 and 2006 were \$23,438,000 and \$23,329,000, respectively. This liability is funded by investments in marketable securities (see Notes 2 and 6).

The following table provides a reconciliation of the beginning and ending balances for accrued general and product liability:

	<b>Year Ended March 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
Accrued general and product liability, beginning of year.....	\$ 20,969	\$ 16,094	\$ 15,930
Add impact of change in discount estimate .....	-	1,578	-
Add provision for claims .....	4,343	6,342	5,780
Deduct payments for claims.....	(4,234)	(3,045)	(5,616)
Accrued general and product liability, end of year.....	<u>\$ 21,078</u>	<u>\$ 20,969</u>	<u>\$ 16,094</u>

The per occurrence limits on our self-insurance for general and product liability coverage to Columbus McKinnon were \$2,000,000 from inception through fiscal 2003 and \$3,000,000 for fiscal 2004 and thereafter. In addition to the per occurrence limits, the Company's coverage is also subject to an annual aggregate limit, applicable to losses only. These limits range from \$2,000,000 to \$6,000,000 for each policy year from inception through fiscal 2007.

Along with other manufacturing companies, the Company is subject to various federal, state and local laws relating to the protection of the environment. To address the requirements of such laws, the Company has adopted a corporate environmental protection policy which provides that all of its owned or leased facilities shall, and all of its employees have the duty to, comply with all applicable environmental regulatory standards, and the Company has initiated an environmental auditing program for our facilities to ensure compliance with such regulatory standards. The Company has also established managerial responsibilities and internal communication channels for dealing with environmental compliance issues that may arise in the course of our business. Because of the complexity and changing nature of environmental regulatory standards, it is possible that situations will arise from time to time requiring the Company to incur expenditures in order to ensure environmental regulatory compliance. However, the Company is not aware of any environmental condition or any operation at any of its facilities, either individually or in the aggregate, which would cause expenditures having a material adverse effect on its results of operations, financial condition or cash flows and, accordingly, has not budgeted any material capital expenditures for environmental compliance for fiscal 2008.

Like many industrial manufacturers, the Company is involved in asbestos-related litigation. In continually evaluating costs relating to its estimated asbestos-related liability, the Company reviews, among other things, the incidence of past and recent claims, the historical case dismissal rate, the mix of the claimed illnesses and occupations of the plaintiffs, its recent and historical resolution of the cases, the number of cases pending against it, the status and results of broad-based settlement discussions, and the number of years such activity might continue. Based on this

## COLUMBUS McKINNON CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

review, the Company has estimated its share of liability to defend and resolve probable asbestos-related personal injury claims. This estimate is highly uncertain due to the limitations of the available data and the difficulty of forecasting with any certainty the numerous variables that can affect the range of the liability. The Company will continue to study the variables in light of additional information in order to identify trends that may become evident and to assess their impact on the range of liability that is probable and estimable.

Based on actuarial information, the Company has estimated its asbestos-related aggregate liability through March 31, 2025 and March 31, 2037 to range between \$5,000,000 and \$14,000,000 using actuarial parameters of continued claims for a period of 18 to 30 years. The Company's estimation of its asbestos-related aggregate liability that is probable and estimable, in accordance with U.S. generally accepted accounting principles approximates \$8,400,000 which has been reflected as a liability in the consolidated financial statements as of March 31, 2007. The increase in the recorded liability from the amount of \$6,300,000 at March 31, 2006 is due to the increase in historical data used to calculate required asbestos liability reserve levels. The recorded liability does not consider the impact of any potential favorable federal legislation. This liability may fluctuate based on the uncertainty in the number of future claims that will be filed and the cost to resolve those claims, which may be influenced by a number of factors, including the outcome of the ongoing broad-based settlement negotiations, defensive strategies, and the cost to resolve claims outside the broad-based settlement program. Of this amount, management expects to incur asbestos liability payments of approximately \$325,000 over the next 12 months. Because payment of the liability is likely to extend over many years, management believes that the potential additional costs for claims will not have a material after-tax effect on the financial condition of the Company or its liquidity, although the net after-tax effect of any future liabilities recorded could be material to earnings in a future period.

#### 15. Restructuring Charges

The Company analyzes its global capacity requirements in accordance with its ongoing cost savings and consolidation efforts. As a result, facilities are closed or significantly reorganized and production operations are transferred to other facilities within the same reporting segment, to better utilize their available capacity. During fiscal 2007, the Company recorded restructuring costs of \$543,000 for severance and the maintenance of non-operating facilities being held for sale which are expensed on an as incurred basis in accordance with SFAS No. 146 "Accounting for Costs Associated with Exit or Disposal Activities." \$519,000 and \$24,000 of these costs are related to the Solutions and Products segments, respectively. The completion of the sale of a previously closed facility resulted in the reversal of \$410,000 of restructuring charges within the Products segment, including \$216,000 of gain on the sale of a non-operating property that had been written down in previous years. The liability as of March 31, 2007 consists primarily of environmental remediation costs which were accrued in accordance with SFAS No. 143.

During fiscal 2006, the Company recorded restructuring costs of \$1,609,000 related to environmental remediation charges, inventory disposal costs, and facility costs as a result of the continued closure, merging and reorganization of the Company. \$1,000,000 and \$600,000 of these costs are related to the Products and Solutions segments, respectively. The charges primarily relate to the cost of removal of certain environmentally hazardous materials in accordance with SFAS No. 143, "Accounting for Asset Retirement Obligations" and FIN 47 (\$600,000) and inventory disposal related to the rationalization of certain product families within our mechanical jacks line (\$400,000). In addition, we have accrued additional costs of maintenance of a non-operating facility based on anticipated sale date (\$300,000). The costs associated with the disposal of this facility were originally accrued as a result of the restructuring occurring prior to the adoption of SFAS No. 146, "Accounting for the Costs Associated with Exit or Disposal Activities." As of March 31, 2006, the liability primarily consisted of costs associated with the preparation and maintenance of a non-operating facility and environmental remediation costs which were accrued in accordance with SFAS No. 143. The Company had one facility that was completely closed and prepared for disposal.

During fiscal 2005, the Company recorded restructuring costs of \$910,000 related to various employee termination benefits and facility costs as a result of the continued closure, merging and reorganization of the Company. \$600,000 and \$300,000 of these costs are related to the Products and Solutions segments, respectively. The charges primarily relate to the maintenance of facilities being expensed on an as incurred basis in accordance

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

with SFAS No. 146. As of March 31, 2005, the liability primarily consisted of costs associated with the preparation and maintenance of a non-operating facility prior to disposal which were accrued prior to the adoption of SFAS No. 146. Due to changes in the real estate market and a reassessment of the fair value of the property, the asset was written-down by \$300,000 during fiscal 2005.

The following provides a reconciliation of the activity related to restructuring reserves:

	<u>Employee</u>	<u>Facility</u>	<u>Total</u>
Reserve at March 31, 2004 .....	\$ 161	\$ 400	\$ 561
Fiscal 2005 restructuring charges .....	81	829	910
Cash payments .....	(226)	(801)	(1,027)
Write-down of non-operating property .....	-	(300)	(300)
Reserve at March 31, 2005 .....	\$ 16	\$ 128	\$ 144
Fiscal 2006 restructuring charges .....	358	1,251	1,609
Cash payments .....	(315)	(645)	(960)
Reserve at March 31, 2006 .....	\$ 59	\$ 734	\$ 793
Fiscal 2007 restructuring charges .....	289	254	543
Cash payments .....	(348)	(195)	(543)
Restructuring charge reversal .....	-	(410)	(410)
Gain on sale of a non-operating facility .....	-	216	216
Reserve at March 31, 2007 .....	\$ -	\$ 599	\$ 599

**16. Income Taxes**

The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income from continuing operations before income tax expense. The sources and tax effects of the difference were as follows:

	<u>Year Ended March 31,</u>		
	<u>2007</u>	<u>2006</u>	<u>2005</u>
Expected tax at 35% .....	\$ 18,872	\$ 9,854	\$ 6,617
State income taxes net of federal benefit .....	910	705	363
Foreign taxes greater (less) than statutory provision .....	961	41	(579)
Permanent items .....	171	370	-
Valuation allowance .....	-	(44,237)	(4,435)
Other .....	(375)	2,321	230
Actual tax provision (benefit) .....	\$ 20,539	\$ (30,946)	\$ 2,196

The provision for income tax expense (benefit) consisted of the following:

	<u>Year Ended March 31,</u>		
	<u>2007</u>	<u>2006</u>	<u>2005</u>
Current income tax expense (benefit):			
United States Federal .....	\$ 1,228	\$ 856	\$ (426)
State taxes .....	1,401	1,084	559
Foreign .....	5,472	4,082	3,034
Deferred income tax expense (benefit):			
United States .....	13,831	(37,099)	-
Foreign .....	(1,393)	131	(971)
	\$ 20,539	\$ (30,946)	\$ 2,196



**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

The Company applies the liability method of accounting for income taxes as required by SFAS Statement No. 109, "Accounting for Income Taxes." The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities are as follows:

	<b>March 31,</b>	
	<b><u>2007</u></b>	<b><u>2006</u></b>
Deferred tax assets:		
Federal net operating loss carryforwards.....	\$ 13,484	\$ 29,075
State net operating loss carryforwards.....	2,064	3,564
Employee benefit plans.....	12,343	9,518
Asset reserves.....	1,711	2,384
Insurance reserves.....	7,372	7,283
Accrued vacation and incentive costs.....	2,131	1,980
Other.....	9,237	6,337
Valuation allowance.....	(2,064)	(3,564)
Gross deferred tax assets	<u>46,278</u>	<u>56,577</u>
Deferred tax liabilities:		
Inventory reserves.....	(2,068)	(3,398)
Property, plant, and equipment.....	(2,407)	(2,822)
Gross deferred tax liabilities.....	<u>(4,475)</u>	<u>(6,220)</u>
Net deferred tax assets.....	<u>\$ 41,803</u>	<u>\$ 50,357</u>

As of March 31, 2007, the Company had U.S. federal net operating loss carryforwards of approximately \$38,527,000. The net operating loss carryforwards arose in fiscal 2004 primarily as a result of a worthless stock deduction taken on the Company's March 31, 2003 federal income tax return relating to the sale of substantially all of the assets of a domestic subsidiary. If not utilized, these carryforwards will expire in fiscal years 2023 and 2024.

Deferred income taxes are classified within the consolidated balance sheets based on the following breakdown:

	<b>March 31,</b>	
	<b><u>2007</u></b>	<b><u>2006</u></b>
Net current deferred tax asset.....	\$ 8,669	\$ 6,513
Net non-current deferred tax asset.....	34,460	46,065
Net current deferred tax liability.....	-	(1,189)
Net non-current deferred tax liability.....	(1,326)	(1,032)
Net deferred tax asset.....	<u>\$ 41,803</u>	<u>\$ 50,357</u>

The net current deferred tax asset, net current deferred tax liability, and net non-current deferred tax liability are included in prepaid expenses, accrued liabilities, and other non-current liabilities, respectively.

Income from continuing operations before income tax expense (benefit) includes foreign subsidiary income of \$10,067,000, \$13,034,000 and \$8,588,000 for the years ended March 31, 2007, 2006, and 2005, respectively. As of March 31, 2007, the Company had unrecognized deferred tax liabilities related to approximately \$20 million of cumulative undistributed earnings of foreign subsidiaries. These earnings are considered to be permanently invested in operations outside the United States. Determination of the amount of unrecognized deferred U.S. income tax liability with respect to such earnings is not practicable.

There were 136,511 and 581,064 shares of common stock were issued through the exercise of non-qualified stock options or through the disqualifying disposition of incentive stock options in the years ended March 31, 2007, and 2006, respectively. The tax benefit to the Company from these transactions, which is credited to additional paid-in capital rather than recognized as a reduction of income tax expense, was \$311,000 and \$2,154,000 in 2007 and 2006, respectively. This tax benefit has also been recognized in the consolidated balance sheet as an increase in deferred tax assets.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**17. Rental Expense and Lease Commitments**

Rental expense for the years ended March 31, 2007, 2006 and 2005 was \$4,483,000, \$3,914,000, and \$3,718,000, respectively. The following amounts represent future minimum payment commitments as of March 31, 2007 under non-cancelable operating leases extending beyond one year:

<u>Year Ended March 31,</u>	<u>Real Property</u>	<u>Vehicles and Equipment</u>	<u>Total</u>
2008 .....	\$ 1,731	\$ 3,040	\$ 4,771
2009 .....	1,595	2,733	4,328
2010 .....	1,195	2,260	3,455
2011 .....	946	1,633	2,579
2012 .....	391	1,050	1,441

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**18. Summary Financial Information**

The following information sets forth the condensed consolidating summary financial information of the parent and guarantors, which guarantee the 10% Senior Secured Notes and the 8 7/8% Senior Subordinated Notes, and the nonguarantors. The guarantors are wholly owned and the guarantees are full, unconditional, joint and several.

As of and for the year ended March 31, 2007:

	Parent	Guarantors	Non Guarantors	Eliminations	Consolidated
<i>As of March 31, 2007:</i>					
Current assets:					
Cash .....	\$ 18,366	\$ (1,162)	\$ 31,451	\$ —	\$ 48,655
Trade accounts receivable and unbilled revenues .....	64,849	45	47,425	—	112,319
Inventories .....	34,548	17,175	27,616	(2,160)	77,179
Prepaid expenses .....	6,237	2,707	9,085	—	18,029
Total current assets .....	124,000	18,765	115,577	(2,160)	256,182
Net property, plant, and equipment .....	24,662	11,508	19,061	—	55,231
Goodwill and other intangibles, net .....	88,703	57,037	40,163	—	185,903
Intercompany balances .....	66,971	(77,385)	(63,602)	74,016	—
Other non-current assets .....	93,609	194,922	29,647	(249,856)	68,322
Total assets .....	\$ 397,945	\$ 204,847	\$ 140,846	\$ (178,000)	\$ 565,638
Current liabilities .....					
Long-term debt, less current portion .....	\$ 36,388	\$ 15,376	\$ 48,120	\$ (1,150)	\$ 98,734
Other non-current liabilities .....	158,125	—	4,043	—	162,168
Total liabilities .....	27,646	11,143	24,622	—	63,411
Shareholders' equity .....	222,159	26,519	76,785	(1,150)	324,313
Total liabilities and shareholders' equity .....	175,786	178,328	64,061	(176,850)	241,325
Total liabilities and shareholders' equity .....	\$ 397,945	\$ 204,847	\$ 140,846	\$ (178,000)	\$ 565,638
<i>For the Year Ended March 31, 2007:</i>					
Net sales .....	\$ 287,223	\$ 170,633	\$ 179,235	\$ (47,243)	\$ 589,848
Cost of products sold .....	210,020	127,691	134,985	(47,448)	425,248
Gross profit .....	77,203	42,942	44,250	205	164,600
Selling, general and administrative expenses .....	42,503	17,490	35,835	—	95,828
Restructuring charges .....	(137)	—	270	—	133
Amortization of intangibles .....	109	3	71	—	183
Income from operations .....	34,728	25,449	8,074	205	68,456
Interest and debt expense .....	12,154	3,948	328	—	16,430
Other (income) and expense, net .....	4,860	(913)	(5,841)	—	(1,894)
Income from continuing operations before income tax expense (benefit) .....	17,714	22,414	13,587	205	53,920
Income tax expense (benefit) .....	7,506	8,916	4,197	(80)	20,539
Income from continuous operations .....	10,208	13,498	9,390	285	33,381
Income from discontinued operations .....	704	—	—	—	704
Net income .....	\$ 10,912	\$ 13,498	\$ 9,390	\$ 285	\$ 34,085

**COLUMBUS MCKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

	Parent	Guarantors	Non Guarantors	Eliminations	Consolidated
<i>For the Year Ended March 31, 2007:</i>					
<b>Operating activities:</b>					
Cash provided (used) by operating activities .....	\$ 41,024	\$ 925	\$ (1,667)	\$ 5,213	\$ 45,495
<b>Investing activities:</b>					
Sales of marketable securities, net .....	—	—	1,167	—	1,167
Capital expenditures .....	(6,319)	(1,099)	(3,235)	—	(10,653)
Proceeds from sale of businesses and surplus real estate.....	1,906	2,970	511	—	5,387
Proceeds from discontinued operations note receivable .....	704	—	—	—	704
Net cash (used) provided by investing activities .....	(3,709)	1,871	(1,557)	—	(3,395)
<b>Financing activities:</b>					
Proceeds from exercise of stock options .....	2,601	(15)	13,489	(13,474)	2,601
Net borrowings under revolving line-of-credit agreements .....	—	—	3,045	—	3,045
(Repayment) borrowing of debt .....	(49,522)	—	3,558	—	(45,964)
Deferred financing costs incurred .....	(449)	—	—	—	(449)
Dividends paid .....	—	(2,324)	(5,937)	8,261	—
Other .....	890	—	—	—	890
Net cash (used) provided by financing activities .....	(46,480)	(2,339)	14,155	(5,213)	(39,877)
<b>Effect of exchange rate changes on cash .....</b>	<b>—</b>	<b>(158)</b>	<b>992</b>	<b>—</b>	<b>834</b>
Net change in cash and cash equivalents .....	(9,165)	299	11,923	—	3,057
Cash and cash equivalents at beginning of year .....	27,531	(1,461)	19,528	—	45,598
Cash and cash equivalents at end of year .....	\$ 18,366	\$ (1,162)	\$ 31,451	\$ —	\$ 48,655

As of and for the year ended March 31, 2006:

*As of March 31, 2006:*

<b>Current assets:</b>					
Cash .....	\$ 27,531	\$ (1,461)	\$ 19,528	\$ —	\$ 45,598
Trade accounts receivable and unbilled revenues .....	60,808	157	46,822	—	107,787
Inventories .....	32,708	18,177	26,325	(2,365)	74,845
Prepaid expenses .....	4,777	1,446	8,903	550	15,676
Total current assets .....	125,824	18,319	101,578	(1,815)	243,906
Net property, plant, and equipment .....	24,651	11,703	18,778	—	55,132
Goodwill and other intangibles, net .....	89,808	58,036	39,483	—	187,327
Intercompany balances .....	92,325	(93,637)	(73,697)	75,009	—
Other non-current assets .....	96,548	197,328	25,939	(240,136)	79,679
Total assets .....	\$ 429,156	\$ 191,749	\$ 112,081	\$ (166,942)	\$ 566,044
<b>Current liabilities</b> .....					
Current liabilities .....	\$ 48,146	\$ 15,368	\$ 43,306	\$ 473	\$ 107,293
Long-term debt, less current portion .....	203,384	—	457	—	203,841
Other non-current liabilities .....	16,305	8,676	25,508	—	50,489
Total liabilities .....	267,835	24,044	69,271	473	361,623
Shareholders' equity .....	161,321	167,705	42,810	(167,415)	204,421
Total liabilities and shareholders' equity .....	\$ 429,156	\$ 191,749	\$ 112,081	\$ (166,942)	\$ 566,044

**COLUMBUS MCKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

	Parent	Guarantors	Non Guarantors	Eliminations	Consolidated
<i>For the Year Ended March 31, 2006:</i>					
Net sales.....	\$ 268,570	\$ 152,181	\$ 163,787	\$ (28,531)	\$ 556,007
Cost of products sold.....	200,639	114,042	120,842	(27,138)	408,385
Gross profit.....	67,931	38,139	42,945	(1,393)	147,622
Selling, general and administrative expenses.....	40,811	16,003	31,081	—	87,895
Restructuring charges.....	1,635	—	(26)	—	1,609
Amortization of intangibles.....	179	3	67	—	249
Income from operations.....	25,306	22,133	11,823	(1,393)	57,869
Interest and debt expense.....	19,558	4,876	233	—	24,667
Other (income) and expense, net.....	8,055	20	(3,027)	—	5,048
(Loss) income from continuing operations before income tax (benefit) expense.....	(2,307)	17,237	14,617	(1,393)	28,154
Income tax (benefit) expense.....	(37,950)	2,912	4,263	(171)	(30,946)
Income from continuous operations.....	35,643	14,325	10,354	(1,222)	59,100
Income from discontinued operations.....	696	—	—	—	696
Net income.....	\$ 36,339	\$ 14,325	\$ 10,354	\$ (1,222)	\$ 59,796

*For the Year Ended March 31, 2006:*

**Operating activities:**

Cash provided by operating activities.....	\$ 26,358	\$ 8,418	\$ 11,587	\$ —	\$ 46,363
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**Investing activities:**

Purchases of marketable securities, net.....	—	—	(888)	—	(888)
Capital expenditures.....	(4,759)	(800)	(2,871)	—	(8,430)
Proceeds from sale of businesses and surplus real estate.....	—	468	1,623	—	2,091
Proceeds from discontinued operations note receivable.....	857	—	—	—	857
Net cash used by investing activities.....	(3,902)	(332)	(2,136)	—	(6,370)

**Financing activities:**

Proceeds from issuance of common stock.....	56,619	—	—	—	56,619
Proceeds from exercise of stock options.....	7,149	—	—	—	7,149
Net borrowings under revolving line-of-credit agreements.....	240	—	1,121	—	1,361
Repayment of debt.....	(204,832)	—	(335)	—	(205,167)
Proceeds from issuance of long-term debt.....	136,000	—	—	—	136,000
Deferred financing costs incurred.....	(2,877)	—	—	—	(2,877)
Dividends paid.....	9,067	(8,854)	(213)	—	—
Other.....	2,712	—	—	—	2,712

Net cash provided (used) by financing

activities.....	4,078	(8,854)	573	—	(4,203)
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**Effect of exchange rate changes on cash.....**

Net change in cash and cash equivalents.....	26,534	(764)	10,349	—	36,119
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Cash and cash equivalents at

beginning of year.....	997	(697)	9,179	—	9,479
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Cash and cash equivalents at end of year.....	\$ 27,531	\$ (1,461)	\$ 19,528	\$ —	\$ 45,598
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**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

For the year ended March 31, 2005:

	<b>Parent</b>	<b>Guarantors</b>	<b>Non Guarantors</b>	<b>Eliminations</b>	<b>Consolidated</b>
<i>For the Year Ended March 31, 2005:</i>					
Net sales.....	\$ 245,166	\$ 141,324	\$ 151,741	\$ (23,479)	\$ 514,752
Cost of products sold.....	188,499	110,455	113,369	(23,479)	388,844
Gross profit.....	56,667	30,869	38,372	—	125,908
Selling, general and administrative expenses.....	34,290	18,957	30,774	—	84,021
Restructuring charges.....	782	—	128	—	910
Amortization of intangibles.....	242	3	67	—	312
Income from operations.....	21,353	11,909	7,403	—	40,665
Interest and debt expense.....	23,916	3,378	326	—	27,620
Other income, net.....	(1,562)	(2,560)	(1,096)	—	(5,218)
(Loss) income from continuing operations before income tax (benefit) expense.....	(1,001)	11,091	8,173	—	18,263
Income tax (benefit) expense.....	(1,424)	1,487	2,133	—	2,196
Income from continuous operations.....	423	9,604	6,040	—	16,067
Income from discontinued operations.....	643	—	—	—	643
Net income.....	\$ 1,066	\$ 9,604	\$ 6,040	\$ —	\$ 16,710

*For the Year Ended March 31, 2005:*

**Operating activities:**

Cash (used in) provided by operating activities.....	\$ (54,146)	\$ 64,479	\$ 6,828	\$ —	\$ 17,161
<b>Investing activities:</b>					
Proceeds from marketable securities, net.....	705	—	609	—	1,314
Capital expenditures.....	(3,718)	(610)	(1,597)	—	(5,925)
Proceeds from sale of businesses and surplus real estate.....	3,439	3,303	—	—	6,742
Net assets held for sale.....	—	375	—	—	375
Proceeds from discontinued operations note receivable.....	643	—	—	—	643
Net cash provided (used) by investing activities.....	1,069	3,068	(988)	—	3,149
<b>Financing activities:</b>					
Proceeds from exercise of stock options.....	428	—	—	—	428
Net payments under revolving line-of-credit agreements.....	(219)	—	(904)	—	(1,123)
Repayment of debt.....	(21,666)	—	(79)	—	(21,745)
Deferred financing costs incurred.....	(24)	—	—	—	(24)
Dividends paid.....	68,168	(68,000)	(168)	—	—
Other.....	562	—	—	—	562
Net cash provided (used) by financing activities.....	47,249	(68,000)	(1,151)	—	(21,902)
<b>Effect of exchange rate changes on cash.....</b>	(134)	85	19	—	(30)
Net change in cash and cash equivalents.....	(5,962)	(368)	4,708	—	(1,622)
Cash and cash equivalents at beginning of year.....	6,981	(329)	4,449	—	11,101
Cash and cash equivalents at end of year.....	\$ 1,019	\$ (697)	\$ 9,157	\$ —	\$ 9,479

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**19. Business Segment Information**

As a result of the way the Company manages the business, its reportable segments are strategic business units that offer products with different characteristics. The most defining characteristic is the extent of customized engineering required on a per-order basis. In addition, the segments serve different customer bases through differing methods of distribution. The Company has two reportable segments: Products and Solutions. The Company's Products segment sells hoists, industrial cranes, chain, attachments, and other material handling products principally to third party distributors through diverse distribution channels, and to a lesser extent directly to end-users. The Solutions segment sells engineered material handling systems such as conveyors and lift tables primarily to end-users in the consumer products, manufacturing, warehousing, and, to a lesser extent, the steel, construction, automotive, and other industrial markets. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. Intersegment sales are not significant. The Company evaluates performance based on the operating earnings of the respective business units.

Segment information as of and for the years ended March 31, 2007, 2006 and 2005 is as follows:

	<b>Year Ended March 31, 2007</b>		
	<b>Products</b>	<b>Solutions</b>	<b>Total</b>
Sales to external customers.....	\$ 527,089	\$ 62,759	\$ 589,848
Income (loss) from operations .....	71,478	(3,022)	68,456
Depreciation and amortization.....	7,431	858	8,289
Total assets.....	526,660	38,978	565,638
Capital expenditures .....	10,399	254	10,653

	<b>Year Ended March 31, 2006</b>		
	<b>Products</b>	<b>Solutions</b>	<b>Total</b>
Sales to external customers.....	\$ 493,896	\$ 62,111	\$ 556,007
Income from operations .....	55,849	2,020	57,869
Depreciation and amortization.....	7,805	1,019	8,824
Total assets.....	530,600	35,444	566,044
Capital expenditures .....	7,931	499	8,430

	<b>Year Ended March 31, 2005</b>		
	<b>Products</b>	<b>Solutions</b>	<b>Total</b>
Sales to external customers.....	\$ 453,105	\$ 61,647	\$ 514,752
Income from operations .....	39,392	1,273	40,665
Depreciation and amortization.....	8,092	1,079	9,171
Total assets.....	449,284	31,587	480,871
Capital expenditures .....	4,203	1,722	5,925

**COLUMBUS MCKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

Financial information relating to the Company's operations by geographic area is as follows:

	<b>Year Ended March 31,</b>		
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
<b>Net sales:</b>			
United States .....	\$ 424,696	\$ 394,657	\$ 360,917
Europe .....	121,908	112,868	108,717
Canada .....	26,757	30,492	28,778
Other .....	16,487	17,990	16,340
Total.....	<u>\$ 589,848</u>	<u>\$ 556,007</u>	<u>\$ 514,752</u>

	<b>Year Ended March 31,</b>		
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
<b>Total assets:</b>			
United States .....	\$ 394,923	\$ 411,199	\$ 341,645
Europe.....	143,712	123,694	115,241
Canada .....	15,222	20,444	17,442
Other .....	11,781	10,707	6,543
Total.....	<u>\$ 565,638</u>	<u>\$ 566,044</u>	<u>\$ 480,871</u>

	<b>Year Ended March 31,</b>		
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
<b>Long-lived assets:</b>			
United States .....	\$ 182,160	\$ 184,448	\$ 185,518
Europe.....	55,444	53,357	54,181
Canada .....	-	1,869	2,672
Other .....	3,530	2,785	2,151
Total.....	<u>\$ 241,134</u>	<u>\$ 242,459</u>	<u>\$ 244,522</u>

Sales by major product group are as follows:

	<b>Year Ended March 31,</b>		
	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
Hoists .....	\$ 284,494	\$ 258,082	\$ 227,789
Chain and forged attachments.....	134,850	134,301	127,300
Industrial cranes.....	67,003	61,967	62,468
Other .....	103,501	101,657	97,195
Total.....	<u>\$ 589,848</u>	<u>\$ 556,007</u>	<u>\$ 514,752</u>



**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**20. Selected Quarterly Financial Data (Unaudited)**

Below is selected quarterly financial data for fiscal 2007 and 2006:

	<b>Three Months Ended</b>			
	<b>July 2, 2006</b>	<b>October 1, 2006</b>	<b>December 31, 2006</b>	<b>March 31, 2007</b>
Net sales.....	\$ 146,694	\$ 144,225	\$ 142,044	\$ 156,885
Gross profit.....	42,283	39,017	38,623	44,677
Income from operations.....	17,780	16,104	14,896	19,676
Net income.....	\$ 5,572	\$ 8,314	\$ 9,126	\$ 11,073
Net income per share – basic .....	\$ 0.30	\$ 0.45	\$ 0.49	\$ 0.60
Net income per share – diluted .....	\$ 0.29	\$ 0.44	\$ 0.48	\$ 0.58

Results include pre-tax losses on early extinguishment of debt of \$4,583,000, \$359,000 and \$246,000 for the quarters ended July 2, 2006, December 31, 2006 and March 31, 2007 respectively.

	<b>Three Months Ended</b>			
	<b>July 3, 2005</b>	<b>October 2, 2005</b>	<b>January 1, 2006</b>	<b>March 31, 2006</b>
Net sales.....	\$ 140,877	\$ 134,712	\$ 133,322	\$ 147,096
Gross profit.....	36,543	35,158	34,931	40,990
Income from operations.....	14,622	13,267	13,114	16,866
Net income.....	\$ 7,322	\$ 3,263	\$ 1,413	\$ 47,798
Net income per share – basic .....	\$ 0.50	\$ 0.22	\$ 0.09	\$ 2.63
Net income per share – diluted .....	\$ 0.49	\$ 0.21	\$ 0.08	\$ 2.53

Results include pre-tax losses on early extinguishment of debt of \$3,341,000, \$4,950,000 and \$920,000 for the quarters ended October 2, 2005, January 1, 2006 and March 31, 2006 respectively.

Net income includes tax benefit due to the reversal of a valuation allowance of \$38,571,000 for the quarter ended March 31, 2006.

**COLUMBUS McKINNON CORPORATION**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)**

**21. Accumulated Other Comprehensive Loss**

The components of accumulated other comprehensive loss are as follows:

	<b>March 31,</b>	
	<b>2007</b>	<b>2006</b>
Net unrealized investment gains – net of tax .....	\$ 22	\$ 1,891
Adjustment to pension liability– net of tax .....	(18,606)	(17,107)
Adjustment to other postretirement obligations – net of tax.....	(3,083)	-
Foreign currency translation adjustment.....	6,330	2,237
Accumulated other comprehensive loss.....	<u>\$ (15,337)</u>	<u>\$ (12,979)</u>

The adjustment to pension liability in fiscal 2007 includes an adjustment of \$(7,257,000), net of tax, and the adjustment to other postretirement obligations includes an adjustment of \$(3,083,000), net of tax, relating to the initial adoption of SFAS No. 158. Refer to Note 11.

The deferred taxes associated with the items included in accumulated other comprehensive loss were \$14,102,000 and \$9,486,000 for 2007 and 2006, respectively. As a result of the recording of a deferred tax asset valuation allowance in fiscal 2005, the Company recorded as an offsetting entry a \$534,000 charge in the minimum pension liability component of other comprehensive income. With the reversal of that valuation allowance in fiscal 2006 (see Note 16), the Company recorded the reversal of the valuation allowance as a reduction of income taxes in the statement of operations. This is in accordance with FASB Statement No. 109, “Accounting for Income Taxes,” even though the valuation allowance was initially established by a charge against comprehensive income. This amount will remain indefinitely as a component of minimum pension liability adjustment.

The activity by year related to investments, including reclassification adjustments for activity included in earnings is as follows (all items shown net of tax):

	<b>Year Ended March 31,</b>		
	<b>2007</b>	<b>2006</b>	<b>2005</b>
Net unrealized investment gains at beginning of year .....	\$ 1,891	\$ 1,233	\$ 1,364
Unrealized holdings gains arising during the period .....	2,491	1,591	328
Reclassification adjustments for (gains) included in earnings.....	(4,360)	(933)	(459)
Net change in unrealized gains on investments .....	(1,869)	658	(131)
Net unrealized investment gains at end of year .....	<u>\$ 22</u>	<u>\$ 1,891</u>	<u>\$ 1,233</u>

## COLUMBUS MCKINNON CORPORATION

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

#### 22. Effects of New Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board (FASB) issued Interpretation No. 48 (FIN 48), "Accounting for Uncertainty in Income Taxes". FIN 48 is an interpretation of FASB Statement No. 109 "Accounting for Income Taxes" and must be adopted by the Company no later than April 1, 2007. FIN 48 prescribes a comprehensive model for recognizing, measuring, presenting, and disclosing in the financial statements uncertain tax positions that the company has taken or expects to take in the Company's tax returns. The Company is required to apply the provisions of FIN 48 to all tax positions upon initial adoption with any cumulative effect adjustment to be recognized as an adjustment to retained earnings as of April 1, 2007. FIN 48 is effective beginning in fiscal 2008 and is not expected to have a material impact on the Company's consolidated financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measurements," to define fair value, establish a framework for measuring fair value in accordance with generally accepted accounting principles, and expand disclosures about fair value measurements. SFAS No. 157 will be effective for fiscal years beginning after November 15, 2007. The Company is assessing the impact the adoption of SFAS No. 157 will have on the Company's consolidated financial position and results of operations.

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R)" (SFAS 158). Among other items, SFAS 158 requires recognition of the overfunded or underfunded status of an entity's defined benefit postretirement plan as an asset or liability in the financial statements and requires recognition of the funded status of defined benefit postretirement plans in other comprehensive income. We adopted all of the required provisions of Statement 158 in fiscal 2007 as discussed in footnote 11. This statement also requires an entity to measure a defined benefit postretirement plan's assets and obligations that determine its funded status as of the end of the employers' fiscal year. This requirement is effective for fiscal years ending after December 15, 2008. The Company does not expect the adoption of this requirement to have a material impact on the Company's consolidated financial statements.

**COLUMBUS MCKINNON CORPORATION**

**SCHEDULE II—Valuation and qualifying accounts**

**March 31, 2007, 2006 and 2005**

**Dollars in thousands**

Description	Balance at Beginning of Period	Additions		Deductions		Balance at End of Period
		Charged to Costs and Expenses	Charged to Other Accounts			
Year ended March 31, 2007:						
Deducted from asset accounts:						
Allowance for doubtful accounts	\$ 3,417	\$ 1,359	\$ —	\$ 1,148	(1)	\$ 3,628
Slow-moving and obsolete inventory	7,635	2,754	(240) (4)	1,306	(2)	8,843
Deferred tax asset valuation allowance	6,301	—	—	4,237		2,064
Total	<u>\$ 17,353</u>	<u>\$ 4,113</u>	<u>\$ (240)</u>	<u>\$ 6,691</u>		<u>\$ 14,535</u>
Reserves on balance sheet:						
Accrued general and product liability costs	<u>\$ 20,969</u>	<u>\$ 4,343</u>	<u>\$ —</u>	<u>\$ 4,234</u>	(3)	<u>\$ 21,078</u>
Year ended March 31, 2006:						
Deducted from asset accounts:						
Allowance for doubtful accounts	\$ 3,015	\$ 1,628	\$ —	\$ 1,226	(1)	\$ 3,417
Slow-moving and obsolete inventory	6,413	2,617	—	1,395	(2)	7,635
Deferred tax asset valuation allowance	50,538	(38,571)	—	5,666		6,301
Total	<u>\$ 59,966</u>	<u>\$ (34,326)</u>	<u>\$ —</u>	<u>\$ 8,287</u>		<u>\$ 17,353</u>
Reserves on balance sheet:						
Accrued general and product liability costs	<u>\$ 16,094</u>	<u>\$ 7,920</u>	<u>\$ —</u>	<u>\$ 3,045</u>	(3)	<u>\$ 20,969</u>
Year ended March 31, 2005:						
Deducted from asset accounts:						
Allowance for doubtful accounts	\$ 2,811	\$ 2,191	\$ —	\$ 1,987	(1)	\$ 3,015
Slow-moving and obsolete inventory	5,878	1,182	—	647	(2)	6,413
Deferred tax asset valuation allowance	55,456	1,175	—	6,093		50,538
Total	<u>\$ 64,145</u>	<u>\$ 4,548</u>	<u>\$ —</u>	<u>\$ 8,727</u>		<u>\$ 59,966</u>
Reserves on balance sheet:						
Accrued general and product liability costs	<u>\$ 15,930</u>	<u>\$ 5,780</u>	<u>\$ —</u>	<u>\$ 5,616</u>	(3)	<u>\$ 16,094</u>

- (1) Uncollectible accounts written off, net of recoveries  
(2) Obsolete inventory disposals  
(3) Insurance claims and expenses paid  
(4) Reserves at date of disposal of subsidiary

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosures**

None.

**Item 9A. Controls and Procedures**

**Management's Evaluation of Disclosure Controls and Procedures**

As of March 31, 2007, an evaluation was performed under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our management, including the Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of March 31, 2007. There were no changes in our internal controls or in other factors during our fourth quarter ended March 31, 2007.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal 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 Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of March 31, 2007 based on the framework in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that evaluation, our management concluded that our internal control over financial reporting was effective as of March 31, 2007.

Management's assessment of the effectiveness of our internal control over financial reporting as of March 31, 2007 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included herein.

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders of Columbus McKinnon Corporation

We have audited management's assessment, included in the accompanying Management's Report on Internal Control Over Financial Reporting, that Columbus McKinnon Corporation maintained effective internal control over financial reporting as of March 31, 2007, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Columbus McKinnon Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express an opinion on management's assessment and an opinion on the effectiveness of the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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.

In our opinion, management's assessment that Columbus McKinnon Corporation maintained effective internal control over financial reporting as of March 31, 2007, is fairly stated, in all material respects, based on the COSO criteria. Also, in our opinion, Columbus McKinnon Corporation maintained, in all material respects, effective internal control over financial reporting as of March 31, 2007, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Columbus McKinnon Corporation and subsidiaries as of March 31, 2007 and 2006, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the three years in the period ended March 31, 2007 of Columbus McKinnon Corporation and subsidiaries, and our report dated May 25, 2007 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Buffalo, New York  
May 25, 2007

**Item 9B. Other Information**

None.

**PART III**

**Item 10. Directors and Executive Officers of the Registrant**

The information regarding Directors and Executive Officers of the Registrant will be included in a Proxy Statement to be filed with the Commission prior to July 29, 2007 and upon the filing of such Proxy Statement, is incorporated by reference herein.

The charters of our Audit Committee, Compensation Committee, Nomination/Succession Committee and Governance Committee are available on our website at [www.cmworks.com](http://www.cmworks.com) and are available to any shareholder upon request to the Corporate Secretary. The information on the Company's website is not incorporated by reference into this Annual Report on Form 10-K.

We have adopted a code of ethics that applies to all of our employees, including our principal executive officer, principal financial officer and principal accounting officer, as well as our directors. Our code of ethics, the Columbus McKinnon Corporation Legal Compliance & Business Ethics Manual, is available on our website at [www.cmworks.com](http://www.cmworks.com). We intend to disclose any amendment to, or waiver from, the code of ethics that applies to our principal executive officer, principal financial officer or principal accounting officer otherwise required to be disclosed under Item 10 of Form 8-K by posting such amendment or waiver, as applicable, on our website.

**Item 11. Executive Compensation**

The information regarding Executive Compensation will be included in a Proxy Statement to be filed with the Commission prior to July 29, 2007 and upon the filing of such Proxy Statement, is incorporated by reference herein.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

The information regarding Security Ownership of Certain Beneficial Owners and Management will be included in a Proxy Statement to be filed with the Commission prior to July 29, 2007 and upon the filing of such Proxy Statement, is incorporated by reference herein.

**Item 13. Certain Relationships and Related Transactions**

The information regarding Certain Relationships and Related Transactions will be included in a Proxy Statement to be filed with the Commission prior to July 29, 2007 and upon the filing of such Proxy Statement, is incorporated by reference herein.

**Item 14. Principal Accountant Fees and Services**

The information regarding Principal Accountant Fees and Services will be included in a Proxy Statement to be filed with the Commission prior to July 29, 2007 and upon the filing of such Proxy Statement, is incorporated by reference herein.

**PART IV**

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

(1) Financial Statements:

The following consolidated financial statements of Columbus McKinnon Corporation are included in Item 8:

<u>Reference</u>	<u>Page No.</u>
Report of Independent Registered Public Accounting Firm	F-2
Consolidated balance sheets - March 31, 2007 and 2006	F-3
Consolidated statements of operations – Years ended March 31, 2007, 2006 and 2005	F-4
Consolidated statements of shareholders' equity - Years ended March 31, 2007, 2006 and 2005	F-5
Consolidated statements of cash flows – Years ended March 31, 2007, 2006 and 2005	F-6
Notes to consolidated financial statements	F-7 to F-38

(2) Financial Statement Schedule:

	<u>Page No.</u>
Schedule II - Valuation and qualifying accounts	F-39

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

(3) Exhibits:

**Exhibit  
Number**

**Exhibit**

- 3.1 Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995).
- 3.2 Amended By-Laws of the Registrant (incorporated by reference to Exhibit 3 to the Company's Current Report on Form 8-K dated May 17, 1999).
- 4.1 Specimen common share certificate (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995.)

- 4.2 First Amendment and Restatement of Rights Agreement, dated as of October 1, 1998, between Columbus McKinnon Corporation and American Stock Transfer & Trust Company, as Rights Agent (incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2003).
- 4.3 Indenture, dated as of March 31, 1998, among Columbus McKinnon Corporation, the guarantors named on the signature pages thereto and State Street Bank and Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated April 9, 1998).
- 4.4 Supplemental Indenture among LICO, Inc., Automatic Systems, Inc., LICO Steel, Inc., Columbus McKinnon Corporation, Yale Industrial Products, Inc., Mechanical Products, Inc., Minitec Corporation and State Street Bank and Trust Company, N.A., as trustee, dated March 31, 1998 (incorporated by reference to Exhibit 4.3 to the Company's Current Report on form 8-K dated April 9, 1998).
- 4.5 Second Supplemental Indenture among Abell-Howe Crane, Inc., LICO, Inc., Automatic Systems, Inc. LICO Steel, Inc., Columbus McKinnon Corporation, Yale Industrial Products Inc. and State Street Bank and Trust Company, N.A., as trustee, dated as of February 12, 1999 (incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1999).
- 4.6 Third Supplemental Indenture among G.L. International, Inc., Gaffey, Inc., Handling Systems and Conveyors, Inc., Larco Material Handling Inc., Abell-Howe Crane, Inc., LICO, Inc., Automatic Systems, Inc., LICO Steel, Inc., Columbus McKinnon Corporation, Yale Industrial Products, Inc. and State Street Bank and Trust Company, N.A., as trustee, dated as of March 1, 1999 (incorporated by reference to Exhibit 4.7 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1999).
- 4.7 Fourth Supplemental Indenture among Washington Equipment Company, G.L. International, Inc., Gaffey, Inc., Handling Systems and Conveyors, Inc., Larco Material Handling Inc., Abell-Howe Crane, Inc., Automatic Systems, Inc., LICO Steel, Inc., Columbus McKinnon Corporation, Yale Industrial Products, Inc. and State Street Bank and Trust Company, N.A., as trustee, dated as of November 1, 1999 (incorporated by reference to Exhibit 10.2 to the Company's quarterly report on form 10-Q for the quarterly period ended October 3, 1999).
- 4.8 Fifth Supplemental Indenture among Columbus McKinnon Corporation, Crane Equipment & Service, Inc., Automatic Systems, Inc., LICO Steel, Inc., Yale Industrial Products, Inc. and State Street Bank and Trust Company, N.A., as trustee, dated as of April 4, 2002 (incorporated by reference to Exhibit 4.8 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2002).
- 4.9 Sixth Supplemental Indenture among Columbus McKinnon Corporation, Audubon West, Inc., Crane Equipment & Service, Inc., LICO Steel, Inc., Yale Industrial Products, Inc., Audubon Europe S.a.r.l. and State Street Bank and Trust Company, N.A., as trustee, dated as of August 5, 2002 (incorporated by reference to Exhibit 4.9 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2002).
- 4.10 Seventh Supplemental Indenture among Columbus McKinnon Corporation, Crane Equipment & Service, Inc., Yale Industrial Products, Inc., Audubon Europe S.a.r.l. and U.S. Bank National Trust Association, as trustee, dated as of August 30, 2005 (incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 2, 2005).
- 4.11 Indenture, dated as of July 22, 2003, among Columbus McKinnon Corporation, the guarantors named on the signature pages thereto and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2003).
- 4.12 First Supplemental Indenture, dated as of September 19, 2003, among Columbus McKinnon Corporation, the guarantors named on the signature pages thereto and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.13 to Amendment No. 1 to the Company's Registration Statement No. 333-109730 on Form S-4/A dated November 7, 2003).



- 4.13 Indenture among Columbus McKinnon Corporation, Audubon Europe S.a.r.l., Crane Equipment & Service, Inc., Yale Industrial Products, Inc. and U.S. Bank National Association., as trustee, dated as of September 2, 2005 (incorporated by reference to Exhibit 4.5 to the Company's Registration Statement No. 33-129142 on Form S-3 dated October 19, 2005).
- 4.14 Registration Rights Agreement among Columbus McKinnon Corporation, Audubon Europe S.a.r.l., Crane Equipment & Service, Inc., Yale Industrial Products, Inc., and Credit Suisse First Boston LLC, acting on behalf of itself and as Representative of the Initial Purchasers, dated as of September 2, 2005 (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement No. 33-129142 on Form S-3 dated October 19, 2005).
- 10.1 Agreement by and among Columbus McKinnon Corporation Employee Stock Ownership Trust, Columbus McKinnon Corporation and Marine Midland Bank, dated November 2, 1995 (incorporated by reference to Exhibit 10.6 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995).
- #10.2 Columbus McKinnon Corporation Employee Stock Ownership Plan Restatement Effective April 1, 1989 (incorporated by reference to Exhibit 10.23 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995).
- #10.3 Amendment No. 1 to the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated March 2, 1995 (incorporated by reference to Exhibit 10.24 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995).
- #10.4 Amendment No. 2 to the Columbus McKinnon Corporation Employee Stock Ownership Plan, dated October 17, 1995 (incorporated by reference to Exhibit 10.38 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1997).
- #10.5 Amendment No. 3 to the Columbus McKinnon Corporation Employee Stock Ownership Plan, dated March 27, 1996 (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1997).
- #10.6 Amendment No. 4 of the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated September 30, 1996 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 1996).
- #10.7 Amendment No. 5 to the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated August 28, 1997 (incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1998).
- #10.8 Amendment No. 6 to the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated June 24, 1998 (incorporated by reference to Exhibit 10.38 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1998).
- #10.9 Amendment No. 7 to the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated April 30, 2000 (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2000).
- #10.10 Amendment No. 8 to the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated March 26, 2002 (incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2002).
- #10.11 Amendment No. 9 to the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated March 27, 2003 (incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2003).
- #10.12 Amendment No. 10 to the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated February 28, 2004 (incorporated by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2004).

- #10.13 Amendment No. 11 to the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated December 19, 2003 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 28, 2003).
- #10.14 Amendment No. 12 to the Columbus McKinnon Corporation Employee Stock Ownership Plan as Amended and Restated as of April 1, 1989, dated March 17, 2005 (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2005).
- #10.15 Columbus McKinnon Corporation Personal Retirement Account Plan Trust Agreement, dated April 1, 1987 (incorporated by reference to Exhibit 10.25 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995).
- #10.16 Amendment No. 1 to the Columbus McKinnon Corporation Employee Stock Ownership Trust Agreement (formerly known as the Columbus McKinnon Corporation Personal Retirement Account Plan Trust Agreement) effective November 1, 1988 (incorporated by reference to Exhibit 10.26 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995).
- #10.17 Amendment and Restatement of Columbus McKinnon Corporation 1995 Incentive Stock Option Plan (incorporated by reference to Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1999).
- #10.18 Second Amendment to the Columbus McKinnon Corporation 1995 Incentive Stock Option Plan, as amended and restated (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 29, 2002).
- #10.19 Columbus McKinnon Corporation Restricted Stock Plan, as amended and restated (incorporated by reference to Exhibit 10.28 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995).
- #10.20 Second Amendment to the Columbus McKinnon Corporation Restricted Stock Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 29, 2002).
- #10.21 Amendment and Restatement of Columbus McKinnon Corporation Non-Qualified Stock Option Plan (incorporated by reference to Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1999).
- #10.22 Columbus McKinnon Corporation Thrift [401(k)] Plan 1989 Restatement Effective January 1, 1998 (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 27, 1998).
- #10.23 Amendment No. 1 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated December 10, 1998 (incorporated by reference to Exhibit 10.29 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1999).
- #10.24 Amendment No. 2 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401 (k)] Plan, dated June 1, 2000 (incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2000).
- #10.25 Amendment No. 3 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401 (k)] Plan, dated March 26, 2002 (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2002).
- #10.26 Amendment No. 4 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated May 10, 2002 (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 29, 2002).

- #10.27 Amendment No. 5 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated December 20, 2002 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2002).
- #10.28 Amendment No. 6 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated May 22, 2003 (incorporated by reference to Exhibit 10.46 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2003).
- #10.29 Amendment No. 7 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated April 14, 2004 (incorporated by reference to Exhibit 10.28 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2004).
- #10.30 Amendment No. 8 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated December 19, 2003 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 28, 2003).
- #10.31 Amendment No. 9 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated March 16, 2004 (incorporated by reference to Exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2004).
- #10.32 Amendment No. 10 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated July 12, 2004 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended July 4, 2004).
- #10.33 Amendment No. 11 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated March 31, 2005 (incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2005).
- #10.34 Amendment No. 12 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated December 27, 2005 (incorporated by reference to Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2006).
- \*#10.35 Amendment No. 13 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Thrift [401(k)] Plan, dated December 21, 2006.
- #10.36 Columbus McKinnon Corporation Thrift 401(k) Plan Trust Agreement Restatement Effective August 9, 1994 (incorporated by reference to Exhibit 10.32 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995).
- #10.37 Columbus McKinnon Corporation Monthly Retirement Benefit Plan Restatement Effective April 1, 1998 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 27, 1998).
- #10.38 Amendment No. 1 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Monthly Retirement Benefit Plan, dated December 10, 1998 (incorporated by reference to Exhibit 10.32 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1999).
- #10.39 Amendment No. 2 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Monthly Retirement Benefit Plan, dated May 26, 1999 (incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 1999).
- #10.40 Amendment No. 3 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Monthly Retirement Benefit Plan, dated March 26, 2002 (incorporated by reference to Exhibit 10.44 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2002).
- #10.41 Amendment No. 4 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Monthly Retirement Benefit Plan, dated December 20, 2002 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 29, 2002).

- #10.42 Amendment No. 5 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Monthly Retirement Benefit Plan, dated February 28, 2004 (incorporated by reference to Exhibit 10.37 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2004).
- #10.43 Amendment No. 6 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Monthly Retirement Benefit Plan, dated March 17, 2005 (incorporated by reference to Exhibit 10.41 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2005).
- #10.44 Amendment No. 7 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Monthly Retirement Benefit Plan, dated December 28, 2005 (incorporated by reference to Exhibit 10.43 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2006).
- #10.45 Amendment No. 8 to the 1998 Plan Restatement of the Columbus McKinnon Corporation Monthly Retirement Benefit Plan, dated December 28, 2005 (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2006).
- #10.46 Columbus McKinnon Corporation Monthly Retirement Benefit Plan Trust Agreement Effective as of April 1, 1987 (incorporated by reference to Exhibit 10.34 to the Company's Registration Statement No. 33-80687 on Form S-1 dated December 21, 1995).
- #10.47 Form of Change in Control Agreement as entered into between Columbus McKinnon Corporation and each of Timothy T. Tevens, Derwin R. Gilbreath, Karen L. Howard, Joseph J. Owen, Richard A. Steinberg, and Timothy R. Harvey, (incorporated by reference to Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended March, 31, 1998).
- \*#10.48 Employment agreement with Wolfgang Wegener dated December 31, 1996.
- 10.49 Intercreditor Agreement dated as of July 22, 2003 among Columbus McKinnon Corporation, the subsidiary guarantors as listed thereon, Fleet Capital Corporation, as Credit Agent, and U.S. Bank Trust National Association, as Trustee (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 29, 2003).
- 10.50 Second Amended and Restated Credit and Security Agreement, dated as of November 21, 2002 and amended and restated as of January 2, 2004, among Columbus McKinnon Corporation, as Borrower, Larco Industrial Services Ltd., Columbus McKinnon Limited, the Guarantors Named Herein, the Lenders Party Hereto From Time to Time, Fleet Capital Corporation, as Administrative Agent, Fleet National Bank, as Issuing Lender, Congress Financial Corporation (Central), Syndication Agent, Merrill Lynch Capital, a Division of Merrill Lynch Business Financial Services Inc., as Documentation Agent, and Fleet Securities, Inc., as Arranger (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended December 28, 2003).
- #10.51 Columbus McKinnon Corporation Corporate Management Variable Compensation Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended October 3, 2004).
- #10.52 Columbus McKinnon Corporation 2006 Long Term Incentive Plan (incorporated by reference to Appendix A to the definitive Proxy Statement for the Annual Meeting of Stockholders of Columbus McKinnon Corporation held on July 31, 2006).
- #10.53 Columbus McKinnon Corporation Executive Management Variable Compensation Plan (incorporated by reference to Appendix B to the definitive Proxy Statement for the Annual Meeting of Stockholders of Columbus McKinnon Corporation held on July 31, 2006).
- 10.54 First Amendment to that certain Second Amended and Restated Credit and Security Agreement, dated as of November 21, 2002 and amended and restated as of January 2, 2004, among Columbus McKinnon Corporation, as Borrower, Larco Industrial Services Ltd., Columbus McKinnon Limited, the Guarantors From Time to Time Party Thereto, the Lenders From Time to Time Party Thereto, Bank of America, N.A.

as Administrative Agent for such Lenders and as Issuing Lender dated April 29, 2005 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 29, 2005).

- 10.55 Second amendment, dated as of August 5, 2005, to that certain Second Amended and Restated Credit and Security Agreement, dated as of November 21, 2002 and amended and restated as of January 2, 2004 (as amended by that certain First Amendment to that certain Second Amended and Restated Credit and Security Agreement, dated as of April 29, 2005, and as further modified and supplemented and in effect from time to time, the "Credit Agreement"), among Columbus McKinnon Corporation, a corporation organized under the laws of New York (the "Borrower"), Larco Industrial Services Ltd., a business corporation organized under the laws of the Province of Ontario, Columbus McKinnon Limited, a business corporation organized under the laws of Canada, the Guarantors from time to time party thereto, the Lenders from time to time party thereto (collectively, the "Lenders"), Bank of America, N.A., as Administrative Agent for such Lenders (the "Agent") and as Issuing Lender (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q dated October 2, 2005).
- 10.56 Third amendment, dated as of August 22, 2005, to that certain Second Amended and Restated Credit and Security Agreement, dated as of November 21, 2002 and amended and restated as of January 2, 2004 (as amended by that certain First Amendment to that certain Second Amended and Restated Credit and Security Agreement, dated as of April 29, 2005, by that certain Second Amendment to that certain Second Amended and Restated Credit and Security Agreement, dated as of August 5, 2005, and as further modified and supplemented and in effect from time to time, the "Credit Agreement"), among Columbus McKinnon Corporation, a corporation organized under the laws of New York (the "Borrower"), Larco Industrial Services Ltd., a business corporation organized under the laws of the Province of Ontario, Columbus McKinnon Limited, a business corporation organized under the laws of Canada, the Guarantors from time to time party thereto, the Lenders from time to time party thereto (collectively, the "Lenders"), Bank of America, N.A., as Administrative Agent for such Lenders (the "Agent") and as Issuing Lender (incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q dated October 2, 2005).
- 10.57 Fourth amendment, dated as of October 17, 2005, to that certain Second Amended and Restated Credit and Security Agreement, dated as of November 21, 2002 and amended and restated as of January 2, 2004, and amended by that certain First Amendment to the Credit Agreement, dated as of April 29, 2005, and by that certain Second Amendment to the Credit Agreement, dated as of August 5, 2005, and by that certain Third Amendment to the Credit Agreement, dated as of August 22, 2005 (as further amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Columbus McKinnon Corporation (the "Borrower"), Larco Industrial Services Ltd., Columbus McKinnon Limited, the Guarantors named therein, the lending institutions party thereto, and Bank of America, N.A., as Administrative Agent and Issuing Lender. Capitalized terms used herein and not defined herein shall have the meanings ascribed thereto in the Credit Agreement (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q dated October 2, 2005).
- 10.58 Third Amended and Restated Credit and Security Agreement, dated as of March 16, 2006 among Columbus McKinnon Corporation, as the Borrower, Bank of America, N.A., as Administrative Agent and Issuing Lender, and Other Lenders Party Hereto, and Bank of America Securities LLC, as Arranger (incorporated by reference to Exhibit 10.53 to the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2006).
- \*10.59 First amendment, dated as of January 8, 2007 to that certain Third Amended and Restated Credit and Security Agreement, dated as of March 16, 2006 among Columbus McKinnon Corporation, as the Borrower, Bank of America, N.A., as Administrative Agent and Issuing Lender, and Other Lenders Party Hereto, and Bank of America Securities LLC, as Arranger.
- \*21.1 Subsidiaries of the Registrant.
- \*23.1 Consent of Independent Registered Public Accounting Firm.
- \*31.1 Certification of the principal executive officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.

- \*31.2 Certification of the principal financial officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
- \*32.1 Certification of the principal executive officer and the principal financial officer pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended and 18 U.S.C. Section 1350, as adopted by pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. The information contained in this exhibit shall not be deemed filed with the Securities and Exchange Commission nor incorporated by reference in any registration statement foiled by the Registrant under the Securities Act of 1933, as amended.

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\* Filed herewith

# Indicates a Management contract or compensation 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.

Date: May 31, 2007

### COLUMBUS McKINNON CORPORATION

By: /s/ TIMOTHY T. TEVENS  
Timothy T. Tevens  
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 the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ TIMOTHY T. TEVENS</u> <b>Timothy T. Tevens</b>	President, Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	May 31, 2007
<u>/s/ KAREN L. HOWARD</u> <b>Karen L. Howard</b>	Vice President – Finance and Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	May 31, 2007
<u>/s/ ERNEST R. VEREBELYI</u> <b>Ernest R. Verebelyi</b>	Chairman of the Board of Directors	May 31, 2007
<u>Carlos Pascual</u>	Director	May 31, 2007
<u>/s/ RICHARD H. FLEMING</u> <b>Richard H. Fleming</b>	Director	May 31, 2007
<u>/s/ NICHOLAS T. PINCHUK</u> <b>Nicholas T. Pinchuk</b>	Director	May 31, 2007
<u>/s/ WALLACE W. CREEK</u> <b>Wallace W. Creek</b>	Director	May 31, 2007
<u>/s/ LINDA A. GOODSPEED</u> <b>Linda A. Goodspeed</b>	Director	May 31, 2007
<u>/s/ STEPHEN RABINOWITZ</u> <b>Stephen Rabinowitz</b>	Director	May 31, 2007

## COLUMBUS McKINNON CORPORATION

**SUBSIDIARIES**  
**(as of March 31, 2007)**

CM Insurance Company, Inc. (US-NY)  
 Columbus McKinnon de Mexico, S.A. de C.V. (Mexico)  
 Columbus McKinnon de Uruguay, S.A. (Uruguay)  
 Columbus McKinnon do Brazil Ltda. (Brazil)  
 Columbus McKinnon de Panama S.A. (Panama)  
 Crane Equipment & Service, Inc. (US-OK)  
 Société d'Exploitation des Raccords Gautier (France)  
 Univeyor A/S (Denmark)  
     Ejendomsselskabet Lupinvej 11 (Denmark)  
     Univeyor Conveying Systems Ltd. (England)  
 Yale Industrial Products, Inc. (US-DE)  
     Egyptian-American Crane Co. (40% Joint Venture) (Egypt)  
     Spreckels Water Company, Inc. (US-DE)  
         Spreckels Consolidated Industries, Inc. (US-CA)  
 Audubon Europe S.a.r.l. (Luxembourg)  
     Columbus McKinnon Limited (Canada)  
     Yale Industrial Products Ltd. (England)  
     Yale Industrial Products GmbH (Germany)  
         Asia Hoist Co., Ltd. (Hong Kong)  
         Columbus McKinnon Corporation Ltd. (England)  
         Hangzhou LILA Lifting and Lashing Co. Ltd. (China)  
         Yale Leverage (France)  
         Columbus McKinnon Italia S.r.l. (Italy)  
         Yale Elevación Ibérica S.L. (Spain)  
         Yale Hangzhou Industrial Products Co. Ltd. (China)  
         Yale Industrial Products Asia (Thailand) Co. Ltd.  
         Yale Industrial Products B.V. (The Netherlands)  
         Yale Industrial Products GmbH (Austria)  
         Yale Industrial Products Pty. Ltd. (South Africa)  
         Yale Lifting & Mining Products (Pty.) Ltd. (25% Financial Interest) (South Africa)  
         Yale Industrial Products Kft. (Hungary)  
         Click & Lift GmbH (Germany)



**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-8 No. 333-3212) pertaining to the Columbus McKinnon Corporation 1995 Incentive Stock Option Plan, the Columbus McKinnon Corporation Non-Qualified Stock Option Plan, the Columbus McKinnon Corporation Restricted Stock Plan and the Columbus McKinnon Corporation Employee Stock Ownership Plan Restatement Effective April 1, 1989 of Columbus McKinnon Corporation,
- (2) Registration Statement (Form S-8 No. 333-81719) pertaining to the Options assumed by Columbus McKinnon Corporation originally granted under the GL International, Inc. 1997 Stock Option Plan and the Larco Industrial Services Ltd. 1997 Stock Option Plan, and
- (3) Registration Statement (Form S-8 No. 333-137212) pertaining to the Columbus McKinnon Corporation 2006 Long Term Incentive Plan

of our reports dated May 25, 2007, with respect to the consolidated financial statements and schedule of Columbus McKinnon Corporation, Columbus McKinnon Corporation management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Columbus McKinnon Corporation, included in the Annual Report (Form 10-K) for the year ended March 31, 2007.

May 29, 2007  
Buffalo, New York

## CERTIFICATION

I, Timothy T. Tevens, Chief Executive Officer, certify that:

1. I have reviewed this annual report on Form 10-K of Columbus McKinnon Corporation;
2. Based on my knowledge, this annual 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 annual report.
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual 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)) 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 annual report is being prepared;
  - b. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
  - c. disclosed in this annual 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 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 registrant's board of directors (or persons performing the equivalent functions):
  - d. 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
  - e. 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 31, 2007

/S/ TIMOTHY T. TEVENS  
Timothy T. Tevens  
Chief Executive Officer

## CERTIFICATION

I, Karen L. Howard, Chief Financial Officer, certify that:

1. I have reviewed this annual report on Form 10-K of Columbus McKinnon Corporation;
2. Based on my knowledge, this annual 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 annual report.
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual 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)) 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 annual report is being prepared;
  - b. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and
  - c. disclosed in this annual 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 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 registrant's board of directors (or persons performing the equivalent functions):
  - d. 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
  - e. 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 31, 2007

/s/ KAREN L. HOWARD  
Karen L. Howard  
Chief Financial Officer

**CERTIFICATION**

Each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Annual Report of Columbus McKinnon Corporation (the "Company") on Form 10-K for the year ended March 31, 2007, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the such Annual Report on Form 10-K fairly presents, in all material respects, the financial condition and result of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: May 31, 2007

/S/ TIMOTHY T. TEVENS  
Timothy T. Tevens  
Chief Executive Officer

/S/ KAREN L. HOWARD  
Karen L. Howard  
Chief Financial Officer

# Corporate Information

## Common Stock

Columbus McKinnon's common stock is traded on NASDAQ under the symbol CMCO. As of May 31, 2007, there were 463 shareholders of record of the Company's common stock. Approximately 5,900 additional shareholders held shares in "street name." According to the March 31, 2007 SEC filings, 103 institutional investors own approximately 88.8% of Columbus McKinnon's outstanding common shares.

## Annual Meeting of Shareholders

July 30, 2007; 10:00 am Eastern Time  
Ramada Hotel and Conference Center  
2402 North Forest Road  
Amherst, NY 14226

## Transfer Agent

Please direct questions about lost certificates, change of address and consolidation of accounts to the Company's transfer agent and registrar:

American Stock Transfer & Trust Company  
59 Maiden Lane, Plaza Level  
New York, NY 10038  
(800) 937-5449  
(718) 921-8200  
[www.amstock.com](http://www.amstock.com)

## Investor Relations

Karen L. Howard  
Vice President – Finance and Chief Financial Officer  
(716) 689-5550  
E-mail: [karen.howard@cmworks.com](mailto:karen.howard@cmworks.com)

Investor information is available on the Company's web site:  
[www.cmworks.com](http://www.cmworks.com)

## Corporate Headquarters

Columbus McKinnon Corporation  
140 John James Audubon Parkway  
Amherst, NY 14228-1197  
(716) 689-5400

## Independent Auditors

Ernst & Young LLP  
50 Fountain Plaza, 14th floor  
Buffalo, NY 14202-2297

## Forward-looking Information

The Columbus McKinnon annual report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements concerning future revenue and earnings, involve known and unknown risks, uncertainties and other factors that could cause the actual results of the Company to differ materially from the results expressed or implied by such statements, including general economic and business conditions, conditions affecting the industries served by the Company and its subsidiaries, conditions affecting the Company's customers and suppliers, competitor responses to the Company's products and services, the overall market acceptance of such products and services and other factors disclosed in the Company's periodic reports filed with the Securities and Exchange Commission. The Company assumes no obligation to update the forward-looking information contained in this report

# Board of Directors/Executive Officers

## Board of Directors

**Ernest R. Verebelyi** was appointed a Director of the Company in January 2003 and elected Chairman of the Board in August 2005. Mr. Verebelyi retired from Terex Corporation, a global diversified equipment manufacturer, in October 2002 where he held the position of Group President. Prior to joining Terex in 1998, he held executive, general management and operating positions at General Signal Corporation, Emerson, Hussmann Corporation, and General Electric. Mr. Verebelyi also serves as a director of CH Energy Group, Inc (NYSE: CHG).

**Timothy T. Tevens** was elected President and appointed a Director of the Company in January 1998 and assumed the duties of Chief Executive Officer in July 1998. From May 1991 to January 1998 he served as Vice President - Information Services and was also elected Chief Operating Officer in October 1996. From 1980 to 1991, Mr. Tevens was employed by Ernst & Young LLP in various management consulting capacities.

**Carlos Pascual** has been a Director of the Company since 1998. He serves on the Compensation and Succession Committee and the Corporate Governance and Nomination Committee. Mr. Pascual will retire as a Director of Columbus McKinnon at the 2007 Annual Meeting of Shareholders. He is the retired Chairman of the Board of Directors of Xerox de Espana S.A. (Spain). From January 2000 through December 2003, Mr. Pascual was Executive Vice President and President of Developing Markets Operations for Xerox. From January 1999 to January 2000, Mr. Pascual served as Deputy Executive Officer of Xerox's Industry Solutions Operations. From August 1995 to January 1999, Mr. Pascual served as President of Xerox Corporation's United States Customer Operations. Prior thereto, he has served in various capacities with Xerox Corporation.

**Richard H. Fleming** was appointed a Director of the Company in March 1999. He is the Chairman of the Audit Committee and is also a member of the Compensation and Succession Committee. In February 1999, Mr. Fleming was appointed Executive Vice President and Chief Financial Officer of USG Corp. (NYSE: USG). Prior thereto, Mr. Fleming served USG Corp. in various executive financial capacities, including Senior Vice President and Chief Financial Officer from January 1995 to February 1999 and Vice President and Chief Financial Officer from January 1994 to January 1995. Mr. Fleming also serves as a member of the Board of Directors for several not-for-profit entities including UCAN and Chicago United.

**Wallace W. Creek** was appointed a Director of the Company in January 2003. He is Chairman of the Corporate Governance and Nomination Committee and also serves on the Audit Committee. From December 2002 through June 2004, he served as Senior Vice President of Finance for Collins & Aikman, a leading manufacturer of automotive interior components. Prior to that, Mr. Creek served as Controller of the General Motors Corporation from 1992 to 2002 and held several executive positions in finance at General Motors over a 43 year career. Mr. Creek is also a director of CF Industries Holdings, Inc. (NYSE: CF).

**Stephen Rabinowitz** was appointed a Director of the Company in October 2004. He is Chairman of the Compensation and Succession Committee and also serves on the Audit Committee. Mr. Rabinowitz retired in 2001 from his position as Chairman and Chief Executive Officer of General Cable Corporation, a leading manufacturer of electrical, communications and utility cable. Prior to joining General Cable as President and Chief Executive Officer in 1994, he served as President and CEO of AlliedSignal Braking Systems, and before that as President and CEO of General Electric's Electrical Distribution and Control business. He also held management positions in manufacturing operations and technology at the General Electric Company and the Ford Motor Company. Mr. Rabinowitz is also a Director of Energy Conversion Devices, Inc. (Nasdaq: ENER) and Microheat Inc. of Farmington Hills, Michigan.

**Linda A. Goodspeed** was appointed a Director of the Company in October 2004. She serves on the Audit Committee and the Corporate Governance and Nomination Committee. In 2001, she joined Lennox International, Inc. (NYSE: LII), a global supplier of climate control solutions, and currently serves as Executive Vice President and Chief Supply Chain Logistics and Technology Officer of that company. Prior to that, Ms. Goodspeed served as President and Chief Operating Officer of PartMiner, Inc., a global supplier of electronic components. She has also held management positions in product management and development, research and development and design engineering at General Electric Appliances, Nissan North America, Inc. and the Ford Motor Company. Ms. Goodspeed also serves as a director of American Electric Power Co., Inc. (NYSE: AEP) and is a member of the Development Board of the University of Texas at Dallas.

**Nicholas T. Pinchuk** was appointed a Director of the Company in January 2007. He serves on the Compensation and Succession Committee and the Corporate Governance and Nomination Committee. Currently, he is President and Chief Operating Officer of Snap-on Incorporated (NYSE: SNA), an S&P 500 company. He joined Snap-on in 2002. Prior to that, Mr. Pinchuk served in several executive operational and financial management positions at United Technologies Corporation, including President, Global Refrigeration Operations of its Carrier Corporation unit and President of Carrier's Asia-Pacific Operations. He also served in financial and engineering managerial staff positions at the Ford Motor Company from 1972 to 1983. Mr. Pinchuk held the rank of First Lieutenant in the United States Army from 1970 to 1971. Mr. Pinchuk also serves as a director of Snap-on.

## Executive Officers

**Timothy T. Tevens**, President and Chief Executive Officer  
**Derwin R. Gilbreath**, Vice President and Chief Operating Officer  
**Timothy R. Harvey**, General Counsel and Secretary  
**Karen L. Howard**, Vice President – Finance and Chief Financial Officer  
**Joseph J. Owen**, Vice President and Hoist Group Leader  
**Richard A. Steinberg**, Vice President – Human Resources  
**Wolfgang Wegener**, Vice President and Managing Director – Columbus McKinnon Europe

The Leading Brands of  
Columbus McKinnon



*Material Handling - Easily and Safely*

140 John James Audubon Parkway  
Amherst, New York 14228-1197  
716-689-5400  
<http://www.cmworks.com>