

COLUMBUS MCKINNON CORP
Form 10-Q
January 28, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q

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

For the quarterly period ended December 31, 2010

or

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

For the transition period from _____ to _____

Commission File Number: 0-27618

Columbus McKinnon Corporation
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of incorporation or
organization)

16-0547600
(I.R.S. Employer Identification No.)

140 John James Audubon Parkway, Amherst, NY
(Address of principal executive offices)

14228-1197
(Zip code)

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

(Former name, former address and former fiscal year, if changed since last report.)

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

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

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company"

in Rule 12b-2 of the Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The number of shares of common stock outstanding as of December 31, 2010 was: 19,168,928 shares.

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 COLUMBUS MCKINNON CORPORATION
 December 31, 2010

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Part I. Financial Information

Item 1. Condensed Consolidated Financial Statements (Unaudited)

COLUMBUS McKINNON CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

| | December 31, 2010 | March 31, 2010 |
|--|----------------------|-------------------|
| | (unaudited) | |
| | (In thousands) | |
| ASSETS: | | |
| Current assets: | | |
| Cash and cash equivalents | \$46,090 | \$63,968 |
| Trade accounts receivable | 70,304 | 70,218 |
| Inventories | 98,151 | 79,822 |
| Prepaid expenses | 12,533 | 16,014 |
| Total current assets | 227,078 | 230,022 |
| Property, plant, and equipment, net | 57,673 | 57,106 |
| Goodwill and other intangibles, net | 122,438 | 124,165 |
| Marketable securities | 23,924 | 29,399 |
| Deferred taxes on income | 2,695 | 36,768 |
| Other assets | 3,530 | 4,037 |
| Total assets | \$437,338 | \$481,497 |
| LIABILITIES AND SHAREHOLDERS' EQUITY: | | |
| Current liabilities: | | |
| Notes payable to banks | \$520 | \$841 |
| Trade accounts payable | 31,860 | 33,480 |
| Accrued liabilities | 53,545 | 52,754 |
| Restructuring reserve | 217 | 2,755 |
| Current portion of long term debt | 1,147 | 1,155 |
| Total current liabilities | 87,289 | 90,985 |
| Senior debt, less current portion | 5,043 | 5,966 |
| Subordinated debt | 124,855 | 124,855 |
| Other non current liabilities | 68,169 | 72,413 |
| Total liabilities | 285,356 | 294,219 |
| Shareholders' equity: | | |
| Voting common stock; 50,000,000 shares authorized; 19,168,928. shares issued and outstanding | 195 | 191 |
| Additional paid in capital | 183,124 | 182,385 |
| (Accumulated deficit) retained earnings | (3,615) | 34,878 |
| ESOP debt guarantee | (1,516) | (1,850) |
| Accumulated other comprehensive loss | (26,206) | (28,326) |
| Total shareholders' equity | 151,982 | 187,278 |
| Total liabilities and shareholders' equity | \$437,338 | \$481,497 |

See accompanying notes to condensed consolidated financial statements.

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COLUMBUS MCKINNON CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND (ACCUMULATED DEFICIT)
 RETAINED EARNINGS
 (UNAUDITED)

| | Three Months Ended | | Nine Months Ended | |
|--|---------------------------------------|-----------|-------------------|-----------|
| | December | December | December | December |
| | 31, | 31, | 31, | 31, |
| | 2010 | 2009 | 2010 | 2009 |
| | (In thousands, except per share data) | | | |
| Net sales | \$128,696 | \$118,971 | \$380,095 | \$353,213 |
| Cost of products sold | 99,345 | 92,146 | 291,488 | 268,907 |
| Gross profit | 29,351 | 26,825 | 88,607 | 84,306 |
| Selling expenses | 15,524 | 15,791 | 46,219 | 47,873 |
| General and administrative expenses | 10,275 | 9,471 | 29,855 | 26,663 |
| Restructuring charges | 150 | 3,616 | 1,947 | 12,148 |
| Amortization of intangibles | 452 | 490 | 1,315 | 1,408 |
| | 26,401 | 29,368 | 79,336 | 88,092 |
| Income (loss) from operations | 2,950 | (2,543) | 9,271 | (3,786) |
| Interest and debt expense | 3,281 | 3,257 | 9,885 | 10,001 |
| Investment (income) loss | (317) | (361) | (1,020) | (966) |
| Foreign currency exchange loss (gain) | 641 | 6 | 303 | (633) |
| Other income, net | (294) | (2,059) | (933) | (2,040) |
| (Loss) income from continuing operations before income tax expense (benefit) | (361) | (3,386) | 1,036 | (10,148) |
| Income tax expense (benefit) | 39,406 | (909) | 39,790 | (2,409) |
| Loss from continuing operations | (39,767) | (2,477) | (38,754) | (7,739) |
| Income from discontinued operations - net of tax | 128 | 133 | 261 | 266 |
| Net loss | (39,639) | (2,344) | (38,493) | (7,473) |
| Retained earnings - beginning of period | 36,024 | 36,762 | 34,878 | 41,891 |
| Accumulated deficit (retained earnings) - end of period | \$(3,615) | \$34,418 | \$(3,615) | \$34,418 |
| Average basic shares outstanding | 19,082 | 18,980 | 19,050 | 18,952 |
| Average diluted shares outstanding | 19,082 | 18,980 | 19,050 | 18,952 |
| Basic income per share: | | | | |
| Loss from continuing operations | \$(2.09) | \$(0.13) | \$(2.03) | \$(0.40) |
| Income from discontinued operations | 0.01 | 0.01 | 0.01 | 0.01 |
| Net loss | \$(2.08) | \$(0.12) | \$(2.02) | \$(0.39) |
| Diluted income per share: | | | | |
| Loss from continuing operations | \$(2.09) | \$(0.13) | \$(2.03) | \$(0.40) |
| Income from discontinued operations | 0.01 | 0.01 | 0.01 | 0.01 |
| Net loss | \$(2.08) | \$(0.12) | \$(2.02) | \$(0.39) |

See accompanying notes to condensed consolidated financial statements.

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COLUMBUS McKINNON CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (UNAUDITED)

| | Nine Months Ended | |
|---|-------------------|------------|
| | December | December |
| | 31, | 31, |
| | 2010 | 2009 |
| | (In thousands) | |
| OPERATING ACTIVITIES: | | |
| Net loss | \$(38,493) | \$(7,473) |
| Adjustments to reconcile net loss to net cash (used for) provided by operating activities: | | |
| Income from discontinued operations | (261) | (266) |
| Depreciation and amortization | 8,257 | 9,231 |
| Deferred income taxes and related valuation allowance | 39,846 | (4,054) |
| Gain on sale of real estate/investments | (991) | (1,994) |
| Stock-based compensation | 1,347 | 1,527 |
| Amortization of deferred financing costs | 208 | 460 |
| Non-cash restructuring charges | - | 950 |
| Changes in operating assets and liabilities net of effects of business acquisitions and divestitures: | | |
| Trade accounts receivable | 514 | 15,672 |
| Inventories | (18,251) | 15,721 |
| Prepaid expenses | (2,836) | 1,510 |
| Other assets | 268 | 410 |
| Trade accounts payable | (1,363) | (10,783) |
| Accrued and non-current liabilities | (5,254) | (3,769) |
| Net cash (used for) provided by operating activities | (17,009) | 17,142 |
| INVESTING ACTIVITIES: | | |
| Proceeds from sale of marketable securities | 8,316 | 3,246 |
| Purchases of marketable securities | (1,830) | (3,171) |
| Capital expenditures | (8,859) | (5,916) |
| Proceeds from sale of businesses or assets | 1,182 | 3,380 |
| Net cash used for investing activities from continuing operations | (1,191) | (2,461) |
| Net cash provided by investing activities from discontinued operations | 261 | 266 |
| Net cash used for investing activities | (930) | (2,195) |
| FINANCING ACTIVITIES: | | |
| Proceeds from exercise of stock options | 4 | 201 |
| Net payments under revolving line-of-credit agreements | (290) | (3,784) |
| Repayment of debt | (835) | (392) |
| Other | 334 | 158 |
| Net cash used for financing activities | (787) | (3,817) |
| Effect of exchange rate changes on cash | 848 | 668 |
| Net change in cash and cash equivalents | (17,878) | 11,798 |
| Cash and cash equivalents at beginning of period | 63,968 | 39,236 |
| Cash and cash equivalents at end of period | \$46,090 | \$51,034 |

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See accompanying notes to condensed consolidated financial statements.

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COLUMBUS McKINNON CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
 (UNAUDITED)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|------------|-------------------|------------|
| | December | December | December | December |
| | 31, | 31, | 31, | 31, |
| | 2010 | 2009 | 2010 | 2009 |
| | (In thousands) | | | |
| Net loss | \$(39,639) | \$(2,344) | \$(38,493) | \$(7,473) |
| Other comprehensive (loss) income, net of tax: | | | | |
| Foreign currency translation adjustments | (193) | (863) | 1,122 | 7,047 |
| Change in derivatives qualifying as hedges, net of deferred tax expense (benefit) of \$17, \$(21), \$154 and \$(21) | 32 | (35) | 286 | (35) |
| Unrealized (loss) gain on investments: | | | | |
| Unrealized holding (loss) gain arising during the period, net of deferred tax (benefit) expense of \$0, \$(72), \$0 and \$1,135 | (331) | (133) | 413 | 2,108 |
| Reclassification adjustment for loss (gain) included in net loss, net of deferred tax expense (benefit) of \$48, \$(32), \$161 and \$(32) | 90 | (60) | 299 | (59) |
| | (241) | (193) | 712 | 2,049 |
| Total other comprehensive (loss) income | (402) | (1,091) | 2,120 | 9,061 |
| Comprehensive (loss) income | \$(40,041) | \$(3,435) | \$(36,373) | \$1,588 |

See accompanying notes to condensed consolidated financial statements.

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COLUMBUS McKINNON CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
December 31, 2010

1. Description of Business

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the financial position of Columbus McKinnon Corporation (the Company) at December 31, 2010, the results of its operations for the three and nine-month periods ended December 31, 2010 and December 31, 2009, and cash flows for the nine months ended December 31, 2010 and December 31, 2009, have been included. Results for the period ended December 31, 2010 are not necessarily indicative of the results that may be expected for the year ending March 31, 2011. The balance sheet at March 31, 2010 has been derived from the audited consolidated financial statements at that date, but does not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Columbus McKinnon Corporation annual report on Form 10-K for the year ended March 31, 2010.

The Company is a leading designer, marketer and manufacturer of material handling products, systems and services which efficiently and ergonomically move, lift, position and secure material. Key products include hoists, cranes, rigging tools including chain and forged attachments, and actuators. The Company's material handling products are sold globally, principally to third party distributors through diverse distribution channels, and to a lesser extent directly to end-users.

2. Divestitures

Income from discontinued operations presented herein includes payments received on a note receivable related to the Company's fiscal 2002 disposal of Automatic Systems, Inc. Due to the uncertainty surrounding the financial viability of the debtor, the note has been recorded at the estimated net realizable value of \$0.

During fiscal 2010, as part of the continuing strategic evaluation of its businesses, the Company determined that its American Lifts business no longer provided a strategic fit with its long-term growth and operational objectives. The American Lifts business manufactured powered lift tables which enhance workplace ergonomics and were sold primarily to customers in the general manufacturing, construction, and air cargo industries. On October 30, 2009, the Company sold this business to a strategic buyer for \$2,400,000 in cash. American Lifts has not been treated as a discontinued operation as its results from operations were immaterial to the overall financial results of the Company.

3. Fair Value Measurements

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 820 "Fair Value Measurements and Disclosures" establishes the standards for reporting financial assets and liabilities and nonfinancial assets and liabilities that are recognized or disclosed at fair value on a recurring basis (at least annually). Under these standards, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

ASC Topic 820-10-35-37 establishes a hierarchy for inputs that may be used to measure fair value. Level 1 is defined as quoted prices in active markets that the Company has the ability to access for identical assets or liabilities. The fair

value of the Company's marketable securities is based on Level 1 inputs. Level 2 is defined as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets. Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value. The Company primarily uses readily observable market data in conjunction with internally developed discounted cash flow valuation models when valuing its derivative portfolio and, consequently, the fair value of the Company's derivatives is based on Level 2 inputs. As of December 31, 2010, the Company's assets and liabilities measured at fair value on recurring bases were as follows (in thousands):

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| Description | Fair value measurements at reporting date using | | | |
|------------------------|---|--|---|---|
| | At December 31, 2010 | Quoted prices in active markets for identical assets (Level 1) | Significant other observable inputs (Level 2) | Significant unobservable inputs (Level 3) |
| Assets/(Liabilities): | | | | |
| Marketable securities | \$ 23,924 | \$ 23,924 | \$ - | \$ - |
| Derivative liabilities | (807) | - | (807) | - |

Assets that are measured on a nonrecurring basis include the Company's reporting units that are used to test goodwill for impairment on an annual or interim basis under the provisions of ASC Topic 350-20-35-1 "Intangibles, Goodwill and Other – Goodwill Subsequent Measurement," as well as property, plant and equipment in circumstances when the Company determines that those assets are impaired under the provisions of ASC Topic 360-10-35-17 "Property Plant and Equipment – Subsequent Measurement" and the measurement of termination benefits in connection with the Company's restructuring plan under the provisions of ASC Topic 420 "Exit or Disposal Cost Obligations." There were no assets or liabilities measured at fair value on a nonrecurring basis during the quarter ended December 31, 2010.

Fair Values of Defined Benefit Plan Assets

The Company holds fixed income securities within the assets of its defined benefit plans. The fair values of these assets were determined using the fair value hierarchy of inputs described above. These fixed income securities consist primarily of insurance contracts which are carried at their liquidation value based on actuarial calculations and the terms of the contracts. A summary of changes in Level 3 fixed income securities within those defined benefit plans during the three and nine months ended December 31, 2010 is as follows (in thousands):

Three months ended December 31, 2010

| | |
|--|-----------|
| Balance at October 1, 2010 | \$ 15,824 |
| Return on investment | 203 |
| Disbursements, settlements, and transfers, net | (66) |
| Balance at December 31, 2010 | \$ 15,961 |

Nine months ended December 31, 2010

| | |
|--|-----------|
| Balance at April 1, 2010 | \$ 15,663 |
| Return on investment | 600 |
| Disbursements, settlements, and transfers, net | (302) |
| Balance at December 31, 2010 | \$ 15,961 |

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4. Inventories

Inventories consisted of the following:

| | December 31, 2010 | March 31, 2010 |
|-------------------------------|----------------------|-------------------|
| At cost - FIFO basis: | | |
| Raw materials | \$ 49,377 | \$ 42,340 |
| Work-in-process | 15,717 | 10,774 |
| Finished goods | 51,214 | 44,585 |
| | 116,308 | 97,699 |
| LIFO cost less than FIFO cost | (18,157) | (17,877) |
| Net inventories | \$ 98,151 | \$ 79,822 |

An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations must necessarily be based on management's estimates of expected year-end inventory levels and costs. Because these are subject to many factors beyond management's control, estimated interim results are subject to change in the final year-end LIFO inventory valuation.

5. Marketable Securities

All of the Company's marketable securities, which consist of equity securities, 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 in the shareholders' equity section of the balance sheet unless unrealized losses are deemed to be other than temporary. In such instance, the unrealized losses are reported in the consolidated statements of operations and retained earnings within investment income. Estimated fair value is based on published trading values at the balance sheet dates. 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 and retained earnings.

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. The marketable securities are not available for general working capital purposes.

In accordance with ASC Topic 320-10-35-30 "Investments – Debt & Equity Securities – Subsequent Measurement," the Company reviews its marketable securities for declines in market value that may be considered other-than-temporary. The Company generally considers market value declines to be other-than-temporary if there are declines for a period longer than six months and in excess of 20% of original cost, or when other evidence indicates impairment. There were no other-than-temporary impairments for the three and nine months ended December 31, 2010 or December 31, 2009.

The following is a summary of available-for-sale securities at December 31, 2010 (in thousands):

| | Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
|-------------------|-----------|------------------------------|-------------------------------|-------------------------|
| Equity securities | \$ 21,341 | \$ 2,707 | \$ 124 | \$ 23,924 |

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The aggregate fair value of investments and unrealized losses on available-for-sale securities in an unrealized loss position at December 31, 2010 are as follows:

| | Aggregate Fair Value | Unrealized Losses |
|--|-------------------------|----------------------|
| Securities in a continuous loss position for less than 12 months | \$4,276 | \$112 |
| Securities in a continuous loss position for more than 12 months | 229 | 12 |
| | \$4,505 | \$124 |

Net realized gains related to sales of marketable securities were \$90, \$60, \$298 and \$59 in the three-month and nine-month periods ended December 31, 2010 and December 31, 2009, respectively.

The following is a summary of available-for-sale securities at March 31, 2010:

| | Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
|-------------------|----------|------------------------------|-------------------------------|----------------------------|
| Equity securities | \$26,771 | \$2,667 | \$39 | \$29,399 |

6. Goodwill and Intangible Assets

Goodwill is not amortized but is periodically tested for impairment, in accordance with the provisions of ASC Topic 350-20-35-1. 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. The Company's reporting units identified under ASC Topic 350-20-35-33 are at the component level, or one level below the reporting segment level as defined under ASC Topic 280-10-50-10 "Segment Reporting – Disclosure." The Company has four reporting units. Only two of the four reporting units carry goodwill at December 31, 2010 and March 31, 2010.

In accordance with ASC Topic 350-20-35-3, the measurement of impairment of goodwill consists of two steps. In the first step, the Company compares the fair value of each reporting unit to its carrying value. As part of the impairment analysis, the Company determines the fair value of each of its reporting units with goodwill using the income approach. The income approach uses a discounted cash flow methodology to determine fair value. This methodology recognizes value based on the expected receipt of future economic benefits. Key assumptions in the income approach include a free cash flow projection, an estimated discount rate, a long-term growth rate and a terminal value. These assumptions are based upon the Company's historical experience, current market trends and future expectations.

No impairment charges related to goodwill or intangible assets were recorded during the three and nine months ended December 31, 2010 or 2009. However, future impairment indicators, such as declines in forecasted cash flows, may cause the need for interim impairment tests which may result in additional significant impairment charges. Impairment indicators could be based on the Company's stock price, forecasted cash flows, assumptions used, control premiums or other variables.

A summary of changes in goodwill during the nine months ended December 31, 2010 is as follows (in thousands):

| | |
|--------------------------|-----------|
| Balance at April 1, 2010 | \$105,134 |
| Currency translation | (244) |

| | |
|------------------------------|------------|
| Balance at December 31, 2010 | \$ 104,890 |
|------------------------------|------------|

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 (or upon identification of impairment indicators) and not amortized until their lives are determined to be finite.

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Identifiable intangible assets are summarized as follows (in thousands):

| | December 31, 2010 | | | March 31, 2010 | | |
|------------------------|-----------------------|--------------------------|----------|-----------------------|--------------------------|----------|
| | Gross Carrying Amount | Accumulated Amortization | Net | Gross Carrying Amount | Accumulated Amortization | Net |
| Trademark | \$5,802 | \$ 715 | \$5,087 | \$5,856 | \$ 481 | \$5,375 |
| Customer relationships | 14,353 | 2,966 | 11,387 | 14,487 | 1,996 | 12,491 |
| Other | 1,383 | 309 | 1,074 | 1,358 | 193 | 1,165 |
| Total | \$21,538 | \$ 3,990 | \$17,548 | \$21,701 | \$ 2,670 | \$19,031 |

Based on the current amount of identifiable intangible assets, the estimated amortization expense for each of the fiscal years 2011 through 2015 is expected to be approximately \$1,700,000.

7. Derivative Instruments

The Company uses derivative instruments to manage selected foreign currency exposures. The Company does not use derivative instruments for speculative trading purposes. All derivative instruments must be recorded on the balance sheet at fair value. For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is recorded as accumulated other comprehensive loss, or AOCL, and is reclassified to earnings when the underlying transaction has an impact on earnings. The ineffective portion of changes in the fair value of the derivative is reported in foreign currency exchange gain in the Company's consolidated statement of operations. For derivatives not classified as cash flow hedges, all changes in market value are recorded as a foreign currency exchange loss (gain) in the Company's consolidated statements of operations.

The Company has foreign currency forward agreements and a cross-currency swap in place to offset changes in the value of intercompany loans to certain foreign subsidiaries due to changes in foreign exchange rates. The notional amount of these derivatives is \$15,132,000 and all contracts mature by September 30, 2013. These contracts are not designated as hedges.

The Company has foreign currency forward agreements in place to hedge changes in the value of booked foreign currency liabilities due to changes in foreign exchange rates at the settlement date. The notional amount of those derivatives is \$2,066,000 and all contracts mature within twelve months. These contracts are marked to market each balance sheet date and are not designated as hedges.

The Company has foreign currency forward agreements that are designated as cash flow hedges to hedge a portion of forecasted inventory purchases denominated in a foreign currency. The notional amount of those derivatives is \$10,230,000 and all contracts mature within sixteen months of December 31, 2010.

The Company is exposed to credit losses in the event of non performance by the counterparties on its financial instruments. All counterparties have investment grade credit ratings. The Company anticipates that these counterparties will be able to fully satisfy their obligations under the contracts.

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The following is the pretax effect of derivative instruments on the condensed consolidated statement of operations for the nine months ended December 31, 2010 (in thousands):

| Derivatives Designated as Cash Flow Hedges | Amount of Gain or (Loss) Recognized in Other Comprehensive Income on Derivatives (Effective Portion) | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Reclassified from AOCL into Income (Effective Portion) |
|---|--|--|---|
| Foreign exchange contracts | \$283 | Cost of products sold | \$(3) |
| Derivatives Not Designated as Hedging Instruments | Location of Gain or (Loss) Recognized in Income on Derivatives | Amount of Gain or (Loss) Recognized in Income on Derivatives | |
| Foreign exchange contracts | Foreign currency exchange gain (loss) | \$483 | |

As of December 31, 2010, the Company had no derivatives designated as net investments or fair value hedges in accordance with ASC Topic 815, "Derivatives and Hedging."

The following is information relative to the Company's derivative instruments in the condensed consolidated balance sheet as of December 31, 2010 (in thousands):

| Derivatives Designated as Hedging Instruments | Balance Sheet Location | Fair Value of Asset (Liability) |
|---|------------------------|---------------------------------|
| Foreign exchange contracts | Other Assets | \$173 |
| Foreign exchange contracts | Accrued Liabilities | \$(630) |
| Derivatives Not Designated as Hedging Instruments | Balance Sheet Location | Fair Value of Asset (Liability) |
| Foreign exchange contracts | Other Assets | \$64 |
| Foreign exchange contracts | Accrued Liabilities | \$(414) |

8. Debt

The Company entered into an amended, restated and expanded revolving credit facility dated December 31, 2009. The new Revolving Credit Facility provides availability up to a maximum of \$85,000,000 and has an initial term ending May 1, 2013, which can be extended to December 31, 2013.

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 \$65,000,000, subject to lender approval. The unused portion of the Revolving Credit Facility totaled \$70,573,000 net of outstanding borrowings of \$0 and outstanding letters of credit of \$14,427,000 as of December 31, 2010. Interest on the revolver is payable at varying Eurodollar rates based on LIBOR or prime plus a spread determined by the Company's total leverage ratio amounting to 325 or 225 basis points, respectively, based on the Company's leverage ratio at December 31, 2010. The Revolving Credit Facility is secured by all domestic inventory, receivables, equipment, real property, subsidiary stock (limited to 65% of foreign subsidiaries) and intellectual property.

The corresponding credit agreement associated with the Revolving Credit Facility places certain debt covenant restrictions on the Company, including certain financial requirements and restrictions on dividend payments, with

which the Company was in compliance as of December 31, 2010. Key financial covenants include a minimum fixed charge coverage ratio of 1.25x, a maximum total leverage ratio, net of cash, of 4.00x and 3.75x for the quarters ending December 31, 2010 and March 31, 2011 respectively and 3.50x thereafter, and maximum annual capital expenditures of \$18,000,000, excluding capital expenditures for a global ERP system.

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The Company entered into a second amendment to its Revolving Credit Facility on December 16, 2010 to permit (i) the issuance of up to \$175,000,000 of additional unsecured indebtedness upon repayment of the \$124,855,000 Senior Subordinated 8 7/8% Notes which are due November 1, 2013 (ii) waive any requirement to apply the proceeds of such notes to reduce the revolving credit facility (iii) adjust the maximum total leverage ratio to 4.00x and 3.75x for the quarters ending December 31, 2010 and March 31, 2011, respectively, and decrease to 3.50x for the quarter ending June 30, 2011 and thereafter (iv) pre-approve a specific, potential acquisition and (v) pre-approve a specific, potential divestiture.

On January 10, 2011 the Company commenced a cash tender offer and consent solicitation for all of its 8 7/8% Notes. The 8 7/8% Notes amounted to \$124,855,000 at December 31, 2010 and are due November 1, 2013. The tender offer is scheduled to expire on February 7, 2011. The total consideration paid for each note validly tendered by January 24, 2011 was \$1,026 (including a \$30 consent payment) per \$1,000 principal amount of notes plus accrued and unpaid interest. After January 24, 2011 the tender price reverted to \$996 per \$1,000.

Cash outlays related to the tender may include \$2,616,000 of accrued interest and \$3,246,000 tender or redemption premium. In addition the Company will write off unamortized capitalized financing fees of \$785,000 related to the 8 7/8% Notes. Expenses related to the tender or redemption premium and write off of unamortized capitalized financing fees will be recorded in the quarter ended March 31, 2011 and are expected to approximate \$4,000,000. The Company will fund the tender offer and consent payments, and related costs, with proceeds from a private placement of senior subordinated notes.

New Senior Subordinated 7 7/8% Notes (7 7/8% Notes) were issued on January 25, 2011 in the amount of \$150,000,000. The offering price of the notes was 98.545% of par.

Provisions of the 7 7/8% Notes include, without limitation, restrictions on indebtedness, asset sales, and dividends and other restricted payments. Until February 1, 2014, the Company may redeem up to 35% of the outstanding 7 7/8% Notes at a redemption price of 107.875% with the proceeds of equity offerings, subject to certain restrictions. On or after February 1, 2015, the 7 7/8% Notes are redeemable at the option of the Company, in whole or in part, at a redemption price of 103.938%, reducing to 101.969% and 100% on February 1, 2016 and February 1, 2017, respectively and are due February 1, 2019. In the event of a Change of Control (as defined in the indenture for such notes), each holder of the 7 7/8% Notes may require the Company to repurchase all or a portion of such holder's 7 7/8% Notes at a purchase price equal to 101% of the principal amount thereof. The 7 7/8% Notes are guaranteed by certain existing and future U.S. subsidiaries and are not subject to any sinking fund requirements. The notes have not been, and will not be, registered under the Securities Act of 1933.

The Company received net proceeds of approximately \$147,817,000 on issuance of the 7 7/8% Notes after deduction of \$2,183,000 of original issue discount. In addition, cash outlays related to the offering include \$3,075,000 for estimated offering costs which the Company expects to record as capitalized financing fees and amortize to interest expense through the maturity date.

The carrying amount of the Company's revolving credit facility, notes payable to banks and other senior debt approximate their fair values based on current market rates. The Company's 8 7/8% Notes, which have a carrying value of \$124,855,000 at December 31, 2010, have an approximate fair value of \$126,728,000 based on quoted market prices.

The Company's Notes payable to banks consist primarily of secured and unsecured international lines of credit. The Company's Senior debt consists primarily of any borrowings under the Company's Revolving Credit Facility as well as capital lease obligations.

Unsecured and uncommitted lines of credit are available to meet short-term working capital needs for certain of the Company's 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 the Company's subsidiaries and the local bank at the time of each specific transaction. As of December 31, 2010, significant unsecured credit lines totalled approximately \$4,214,000, of which \$517,000 was drawn.

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Refer to the Company's consolidated financial statements included in its annual report on Form 10-K for the year ended March 31, 2010 for further information on its debt arrangements.

9. Restructuring Charges

Beginning in fiscal 2010, as part of the business reorganization plan, the Company initiated strategic consolidation of its North American hoist and rigging operations. The process included the closure of two manufacturing facilities and the significant downsizing of a third facility. The closures and downsizing resulted in a reduction of approximately 500,000 square feet of manufacturing space and generation of annual savings estimated at approximately \$13,000,000 to \$15,000,000. Restructuring charges recorded in the quarter ended December 31, 2010 relate to the continuation of the consolidation of the North American hoist and rigging operations. Charges recorded in the nine months ended December 31, 2010 included a write off of production supplies in the amount of \$411,000 and other facility related costs of \$1,955,000, offset by a gain in the sale of a closed facility in the amount of \$419,000.

Also, in fiscal 2010, the Company consolidated its North American sales force and offered certain of its employees an incentive to voluntarily retire early. Charges recorded in the nine months ended December 31, 2009 consisted of two benefits: a paid leave of absence of \$3,826,000 and an enhanced pension benefit of \$2,012,000. Restructuring charges recorded in the quarter ended December 31, 2009 included \$3,037,000 in expense for severance costs related to salaried and union workforce reductions and \$579,000 of other facility related costs. Charges recorded in the nine months ended December 31, 2009 included non-cash fixed asset impairment charges of \$950,000, other facility related costs of \$724,000, expenses for severance costs related to salaried and union workforce reductions of \$4,218,000, and pension plan curtailment charges of \$418,000.

Restructuring reserves were \$217,000 as of December 31, 2010, consisting primarily of accrued severance costs.

The following provides a reconciliation of the activity related to restructuring reserves (in thousands):

| | |
|----------------------------------|----------|
| Reserve at April 1, 2010 | \$ 2,755 |
| Restructuring charges | 1,947 |
| Cash payments | (4,074) |
| Write-off of production supplies | (411) |
| Reserve at December 31, 2010 | \$ 217 |

10. Net Periodic Benefit Cost

The following table sets forth the components of net periodic pension cost for the Company's defined benefit pension plans (in thousands):

| | Three months ended | | Nine months ended | |
|--------------------------------|--------------------|-------------------|-------------------|-------------------|
| | December 31, 2010 | December 31, 2009 | December 31, 2010 | December 31, 2009 |
| Service costs | \$986 | \$983 | \$2,957 | \$2,948 |
| Interest cost | 2,492 | 2,432 | 7,476 | 7,294 |
| Expected return on plan assets | (2,470) | (1,717) | (7,408) | (5,150) |
| Net amortization | 912 | 1,168 | 2,736 | 3,506 |
| Net periodic pension cost | \$1,920 | \$2,866 | \$5,761 | \$8,598 |

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The following table sets forth the components of net periodic postretirement benefit cost for the Company's defined benefit postretirement plans (in thousands):

| | Three months ended | | Nine months ended | |
|----------------------------------|----------------------|----------------------|----------------------|----------------------|
| | December 31, 2010 | December 31, 2009 | December 31, 2010 | December 31, 2009 |
| Service costs | \$- | \$- | \$- | \$1 |
| Interest cost | 128 | 144 | 383 | 432 |
| Amortization of plan net losses | 86 | 73 | 258 | 218 |
| Net periodic postretirement cost | \$214 | \$217 | \$641 | \$651 |

The Company currently plans to contribute approximately \$7,200,000 to its pension plans in fiscal 2011.

For additional information on the Company's defined benefit pension and postretirement benefit plans, refer to Note 12 in the consolidated financial statements included in the Company's annual report on Form 10-K for the year ended March 31, 2010.

11. Income Taxes

Income tax expense (benefit) as a percentage of (loss) income from continuing operations before income tax expense (benefit) was 10,915.8%, (26.8%), 3,840.7% and (23.7%) in the fiscal 2011 and 2010 quarters and the nine months ended December 31, 2010 and December 31, 2009, respectively. Typically these percentages vary from the U.S. statutory rate primarily due to varying effective tax rates at the Company's foreign subsidiaries, and the jurisdictional mix of taxable income for these subsidiaries.

During the third quarter ended December 31, 2010, the Company recorded a non-cash charge of \$39,700,000 (or \$2.09 per basic and diluted share for the quarter and nine months ended December 31, 2010) included within its provision for income taxes. This charge relates to the Company's determination that a full valuation allowance against its deferred tax assets generated in the U.S. is necessary. The deferred tax assets relate principally to liabilities related to employee benefit plans and insurance reserves and U.S. net operating loss carryforwards. The U.S. net operating loss carryforwards have been generated primarily as a result of restructuring costs in fiscal years 2010 and 2011. Accounting rules require a reduction of the carrying amounts of deferred tax assets by a valuation allowance if, based on the available and objectively verifiable evidence, it is more likely than not that such assets will not be realized. The existence of cumulative losses for a certain threshold period is a significant form of negative evidence used in the assessment. During the third quarter ended December 31, 2010, the Company determined that it would be in a three-year cumulative pretax loss position in the U.S. at March 31, 2011 primarily due to restructuring-related charges incurred in the U.S. to-date in fiscal 2011, despite our expectations of profitability for the remainder of fiscal 2011. If a cumulative loss threshold is met, the accounting rules indicate that forecasts of future profitability are generally not sufficient positive evidence to overcome the presumption that a valuation allowance is necessary.

The unusual relationship of income tax expense (benefit) as a percentage of (loss) income from continuing operations before income taxes is due primarily to the valuation allowance recorded during the period.

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12. Earnings Per Share

The following table sets forth the computation of basic and diluted earnings per share (in thousands):

| | Three months ended | | Nine months ended | |
|---|----------------------|----------------------|----------------------|----------------------|
| | December 31, 2010 | December 31, 2009 | December 31, 2010 | December 31, 2009 |
| Numerator for basic and diluted earnings per share: | | | | |
| Net loss | \$(39,639) | \$(2,344) | \$(38,493) | \$(7,473) |
| Denominators: | | | | |
| Weighted-average common stock outstanding – denominator for basic EPS | 19,082 | 18,980 | 19,050 | 18,952 |
| Effect of dilutive employee stock options and awards | - | - | - | - |
| Adjusted weighted-average common stock outstanding and assumed conversions – denominator for diluted EPS | \$19,082 | \$18,980 | \$19,050 | \$18,952 |

On July 26, 2010 the Company adopted its 2010 Long Term Incentive Plan (the “Plan”). 1,250,000 shares of the Company’s common stock are available under the Plan. The Plan permits the award of stock options, both nonqualified stock options (“NQSOs”) and incentive stock options (“ISOs”), SARs, restricted stock, restricted stock units, deferred stock units, performance shares, performance share units, performance units, other stock-based awards, Covered Employee annual incentive awards, and cash-based awards.

During the first nine months of fiscal 2011 and 2010, a total of 4,125 and 32,375 shares of stock were issued upon the exercising of stock options related to the Company’s stock option plans. During the fiscal year ended March 31, 2010, 29,800 shares of restricted stock vested and were issued.

For the quarter and nine months ended December 31, 2010 and 2009, 244,302, 218,679, 215,657 and 184,253, respectively, in options, performance shares and restricted stock were not included in the denominator for diluted EPS because their effects were anti-dilutive.

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13. Summary Financial Information

The following information (in thousands) sets forth the condensed consolidating summary financial information of the parent and guarantors, which guarantee 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 December 31, 2010 | Parent | Guarantors | Guarantors | Eliminations | Consolidated |
|--|------------|------------|------------|---------------|--------------|
| Current assets: | | | | | |
| Cash and cash equivalents | \$ 16,057 | \$ 10 | \$ 30,023 | \$ - | \$ 46,090 |
| Trade accounts receivable | 39,113 | 38 | 31,153 | - | 70,304 |
| Inventories | 29,400 | 21,604 | 49,247 | (2,100) | 98,151 |
| Other current assets | (4,741) | 497 | 16,177 | 600 | 12,533 |
| Total current assets | 79,829 | 22,149 | 126,600 | (1,500) | 227,078 |
| Property, plant, and equipment, net | 28,912 | 12,073 | 16,688 | - | 57,673 |
| Goodwill and other intangibles, net | 40,963 | 31,026 | 50,449 | - | 122,438 |
| Intercompany | (58,264) | 130,256 | (72,857) | 865 | - |
| Other assets | 1,591 | 2,030 | 26,528 | - | 30,149 |
| Investment in subsidiaries | 237,476 | - | - | (237,476) | - |
| Total assets | \$ 330,507 | \$ 197,534 | \$ 147,408 | \$ (238,111) | \$ 437,338 |
| Current liabilities | | | | | |
| Current liabilities | 28,350 | 16,516 | 43,058 | (635) | 87,289 |
| Long-term debt, less current portion | | | | | |
| Long-term debt, less current portion | 124,855 | 2,298 | 2,745 | - | 129,898 |
| Other non-current liabilities | 25,320 | 8,576 | 34,273 | - | 68,169 |
| Total liabilities | 178,525 | 27,390 | 80,076 | (635) | 285,356 |
| Shareholders' equity | 151,982 | 170,144 | 67,332 | (237,476) | 151,982 |
| Total liabilities and shareholders' equity | \$ 330,507 | \$ 197,534 | \$ 147,408 | \$ (238,111) | \$ 437,338 |

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For the Three months ended December 31, 2010

| | Parent | Guarantors | Non Guarantors | Eliminations | Consolidated |
|--|-------------|------------|-------------------|--------------|--------------|
| Net sales | \$45,886 | \$35,982 | \$56,635 | \$ (9,807) | \$ 128,696 |
| Cost of products sold | 39,543 | 29,478 | 39,881 | (9,557) | 99,345 |
| Gross profit | 6,343 | 6,504 | 16,754 | (250) | 29,351 |
| Selling, general and administrative expenses | 7,190 | 6,000 | 12,609 | - | 25,799 |
| Restructuring charges | 150 | - | - | - | 150 |
| Amortization of intangibles | 29 | 1 | 422 | - | 452 |
| | 7,369 | 6,001 | 13,031 | - | 26,401 |
| Income (loss) from operations | (1,026) | 503 | 3,723 | (250) | 2,950 |
| Interest and debt expense | 3,146 | 61 | 74 | - | 3,281 |
| Other (income) and expense, net | 156 | 50 | (176) | - | 30 |
| Income (loss) before income tax expense | (4,328) | 392 | 3,825 | (250) | (361) |
| Income tax expense (benefit) | 38,352 | (41) | 1,139 | (44) | 39,406 |
| Equity in income from continuing operations of subsidiaries | 2,913 | - | - | (2,913) | - |
| Income (loss) from continuing operations | (39,767) | 433 | 2,686 | (3,119) | (39,767) |
| Income from discontinued operations | 128 | - | - | - | 128 |
| Net income (loss) | \$(39,639) | \$433 | \$2,686 | \$ (3,119) | \$ (39,639) |

For the Nine months ended December 31, 2010

| | Parent | Guarantors | Non Guarantors | Eliminations | Consolidated |
|--|-------------|------------|-------------------|--------------|--------------|
| Net sales | \$145,257 | \$107,036 | \$156,204 | \$ (28,402) | \$ 380,095 |
| Cost of products sold | 122,603 | 87,439 | 109,748 | (28,302) | 291,488 |
| Gross profit | 22,654 | 19,597 | 46,456 | (100) | 88,607 |
| Selling, general and administrative expenses | 23,733 | 16,685 | 35,656 | - | 76,074 |
| Restructuring charges | 1,910 | - | 37 | - | 1,947 |
| Amortization of intangibles | 86 | 2 | 1,227 | - | 1,315 |
| | 25,729 | 16,687 | 36,920 | - | 79,336 |
| (Loss) income from operations | (3,075) | 2,910 | 9,536 | (100) | 9,271 |
| Interest and debt expense | 8,861 | 796 | 228 | - | 9,885 |
| Other (income) and expense, net | (1,027) | 17 | (640) | - | (1,650) |
| (Loss) income before income tax expense | (10,909) | 2,097 | 9,948 | (100) | 1,036 |
| Income tax (benefit) expense | 36,312 | 714 | 2,712 | 52 | 39,790 |
| Equity in income from continuing operations of subsidiaries | 8,467 | - | - | (8,467) | - |
| Income (loss) from continuing operations | (38,754) | 1,383 | 7,236 | (8,619) | (38,754) |
| Gain from discontinued operations | 261 | - | - | - | 261 |
| Net income (loss) | \$(38,493) | \$1,383 | \$7,236 | \$ (8,619) | \$ (38,493) |

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For the Nine months ended December 31, 2010

| | Parent | Guarantors | Non Guarantors | Eliminations | Consolidated |
|---|-------------|------------|-------------------|--------------|--------------|
| Operating activities: | | | | | |
| Net cash (used) provided by operating activities | \$(14,597) | \$2,177 | \$(4,589) | \$ - | \$ (17,009) |
| Purchase of marketable securities, net | - | - | 6,486 | - | 6,486 |
| Capital expenditures | (5,723) | (1,414) | (1,722) | - | (8,859) |
| Proceeds from sale of real estate | 1,182 | - | - | - | 1,182 |
| Net cash (used) provided by investing activities from continuing operations | (4,541) | (1,414) | 4,764 | - | (1,191) |
| Net cash provided by investing activities from discontinued operations | 261 | - | - | - | 261 |
| Net cash (used) provided by investing activities | (4,280) | (1,414) | 4,764 | - | (930) |
| Financing activities: | | | | | |
| Proceeds from stock options exercised | - | 4 | - | - | 4 |
| Net payments under revolving line-of-credit agreements | - | (154) | (971) | - | (1,125) |
| Other | 1,112 | (778) | - | - | 334 |
| Net cash provided (used) by financing activities | 1,112 | (928) | (971) | - | (787) |
| Effect of exchange rate changes on cash | - | 151 | 697 | - | 848 |
| Net change in cash and cash equivalents | (17,765) | (14) | (99) | - | (17,878) |
| Cash and cash equivalents at beginning of period | 33,081 | 24 | 30,863 | - | 63,968 |
| Cash and cash equivalents at end of period | \$ 15,316 | \$ 10 | \$ 30,764 | \$ - | \$ 46,090 |

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| As of March 31, 2010 | Parent | Guarantors | Guarantors | Eliminations | Consolidated |
|--|-----------|------------|------------|---------------|--------------|
| Current assets: | | | | | |
| Cash and cash equivalents | \$33,081 | \$24 | \$30,863 | \$ - | \$ 63,968 |
| Trade accounts receivable | 38,316 | 64 | 31,838 | - | 70,218 |
| Inventories | 26,023 | 16,057 | 39,742 | (2,000) | 79,822 |
| Prepaid expenses | 3,432 | 874 | 11,056 | 652 | 16,014 |
| Total current assets | 100,852 | 17,019 | 113,499 | (1,348) | 230,022 |
| Property, plant, and equipment, net | 27,330 | 11,998 | 17,778 | - | 57,106 |
| Goodwill and other intangibles, net | 41,013 | 31,028 | 52,124 | - | 124,165 |
| Intercompany | (79,763) | 153,190 | (76,594) | 3,167 | - |
| Other non-current assets | 37,319 | 1,255 | 31,630 | - | 70,204 |
| Investment in subsidiaries | 248,915 | - | - | (248,915) | - |
| Total assets | \$375,666 | \$214,490 | \$138,437 | \$ (247,096) | \$ 481,497 |
| Current liabilities | | | | | |
| Long-term debt, less current portion | \$38,157 | \$13,176 | \$37,833 | \$ 1,819 | \$ 90,985 |
| Other non-current liabilities | 124,855 | 2,475 | 3,491 | - | 130,821 |
| Total liabilities | 25,376 | 9,083 | 37,954 | - | 72,413 |
| Shareholders' equity | 188,388 | 24,734 | 79,278 | 1,819 | 294,219 |
| Total liabilities and shareholders' equity | 187,278 | 189,756 | 59,159 | (248,915) | 187,278 |
| | \$375,666 | \$214,490 | \$138,437 | \$ (247,096) | \$ 481,497 |

For the Three months ended December 31, 2009

| | Parent | Guarantors | Non Guarantors | Eliminations | Consolidated |
|---|------------|------------|-------------------|--------------|--------------|
| Net sales | \$48,717 | \$28,878 | \$48,800 | \$ (7,424) | \$ 118,971 |
| Cost of products sold | 41,231 | 23,748 | 34,591 | (7,424) | 92,146 |
| Gross profit | 7,486 | 5,130 | 14,209 | - | 26,825 |
| Selling, general and administrative expenses | 10,556 | 3,176 | 11,530 | - | 25,262 |
| Restructuring charges | 3,502 | - | 114 | - | 3,616 |
| Amortization of intangibles | 29 | - | 461 | - | 490 |
| | 14,087 | 3,176 | 12,105 | - | 29,368 |
| (Loss) income from operations | (6,601) | 1,954 | 2,104 | - | (2,543) |
| Interest and debt expense | 2,929 | 117 | 211 | - | 3,257 |
| Other (income) and expense, net | (249) | (1,087) | (1,078) | - | (2,414) |
| (Loss) income from continuing operations before income tax (benefit) expense and equity in income of subsidiaries | (9,281) | 2,924 | 2,971 | - | (3,386) |
| Income tax (benefit) expense | (1,665) | 116 | 640 | - | (909) |
| Equity in income from continuing operations of subsidiaries | 5,139 | - | - | (5,139) | - |
| Income (loss) from continuing operations | (2,477) | 2,808 | 2,331 | (5,139) | (2,477) |
| Income from discontinued operations - | 133 | - | - | - | 133 |
| Net income (loss) | \$(2,344) | \$2,808 | \$2,331 | \$(5,139) | \$(2,344) |

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For the Nine months ended December 31, 2009

| | Parent | Guarantors | Non Guarantors | Eliminations | Consolidated |
|---|------------|------------|-------------------|--------------|--------------|
| Net sales | \$ 143,453 | \$ 87,692 | \$ 141,946 | \$ (19,878) | \$ 353,213 |
| Cost of products sold | 118,303 | 70,933 | 99,549 | (19,878) | 268,907 |
| Gross profit | 25,150 | 16,759 | 42,397 | - | 84,306 |
| Selling, general and administrative expenses | 30,645 | 9,959 | 33,932 | - | 74,536 |
| Restructuring charges | 11,597 | - | 551 | - | 12,148 |
| Amortization of intangibles | 85 | 2 | 1,321 | - | 1,408 |
| | 42,327 | 9,961 | 35,804 | - | 88,092 |
| (Loss) income from operations | (17,177) | 6,798 | 6,593 | - | (3,786) |
| Interest and debt expense | 8,751 | 415 | 835 | - | 10,001 |
| Other (income) and expense, net | (528) | (1,090) | (2,021) | - | (3,639) |
| (Loss) income from continuing operations before income tax (benefit) expense and equity in income of subsidiaries | (25,400) | 7,473 | 7,779 | - | (10,148) |
| Income tax (benefit) expense | (6,501) | 2,196 | 1,896 | - | (2,409) |
| Equity in income from continuing operations of subsidiaries | 11,160 | - | - | (11,160) | - |
| (Loss) income from continuing operations | (7,739) | 5,277 | 5,883 | (11,160) | (7,739) |
| Gain from discontinued operations | 266 | - | - | - | 266 |
| Net (loss) income | \$(7,473) | \$5,277 | \$5,883 | \$(11,160) | \$(7,473) |

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For the Nine months ended December 31, 2009

| | Parent | Guarantors | Non Guarantors | Eliminations | Consolidated |
|---|------------|------------|-------------------|--------------|--------------|
| Operating activities: | | | | | |
| Net cash provided (used) by operating activities | \$ 18,098 | \$(1,475) | \$ 11,679 | \$(11,160) | \$ 17,142 |
| Investing activities: | | | | | |
| Sale of marketable securities, net | -- | - | 75 | - | 75 |
| Capital expenditures | -(4,229) | (802) | (885) | - | (5,916) |
| Investment in subsidiaries | -(11,160) | - | - | 11,160 | - |
| Proceeds from sale of assets | - | 2,407 | 973 | - | 3,380 |
| Net cash (used) provided by investing activities from continuing operations | -(15,389) | 1,605 | 163 | - | (2,461) |
| Net cash provided by investing activities from discontinued operations | -266 | - | - | - | 266 |
| Net cash (used) provided by investing activities | -(15,123) | 1,605 | 163 | - | (2,195) |
| Proceeds from stock options exercised | -201 | - | - | - | 201 |
| Net payments under revolving line-of-credit agreements | -- | (82) | (4,094) | - | (4,176) |
| Other | -89 | 69 | - | - | 158 |
| Net cash provided (used) by financing activities | -290 | (13) | (4,094) | - | (3,817) |
| Effect of exchange rate changes on cash | -- | (119) | 787 | - | 668 |
| Net change in cash and cash equivalents | -3,265 | (2) | 8,535 | - | 11,798 |
| Cash and cash equivalents at beginning of period | -24,115 | 30 | 15,091 | - | 39,236 |
| Cash and cash equivalents at end of period | \$ 27,380 | \$ 28 | \$ 23,626 | \$ - | \$ 51,034 |

14. Loss Contingencies

Like many industrial manufacturers, the Company is involved in asbestos-related litigation. In continually evaluating costs associated with 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 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 including related legal costs to range between \$7,300,000 and \$17,000,000 using actuarial parameters of continued claims for a period of 18 to 30 years from the end of the current fiscal year. 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 \$10,600,000, which has been reflected as a liability in the condensed consolidated financial statements

as of December 31, 2010. This liability will 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 \$500,000 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.

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15. Shareholder Rights Plan

On May 19, 2009 the Company announced that its Board of Directors had adopted a Shareholder Rights Plan, pursuant to which a dividend distribution was declared of one preferred share purchase right to each outstanding common share of the Company. Subject to limited exceptions, the rights will be exercisable if a person or group acquires 20% or more of the Company's common shares or announces a tender offer for 20% or more of the common shares. Under certain circumstances, each right will entitle shareholders to buy one one-thousandth of a share of the newly created series A junior participating preferred shares of the Company at an exercise price of \$80.00 per share.

16. New Accounting Standards

In December 2010, the FASB issued Accounting Standards Update No. 2010-28, When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts (Topic 350)—Intangibles—Goodwill and Other (ASU 2010-28). ASU 2010-28 amends the criteria for performing Step 2 of the goodwill impairment test for reporting units with zero or negative carrying amounts and requires performing Step 2 if qualitative factors indicate that it is more likely than not that a goodwill impairment exists. The Company will adopt ASU 2010-28 in fiscal 2012 and any impairment to be recorded upon adoption, if any, will be recognized as an adjustment to the Company's beginning retained earnings. The Company is currently evaluating the impact of the pending adoption of ASU 2010-28 on its condensed consolidated financial statements.

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

Executive Overview

We are a leading worldwide designer, manufacturer, and marketer of material handling products, systems and services which efficiently and safely move, lift, position, or secure material. Key products include hoists, actuators, cranes, and lifting and rigging tools. The Company is focused on commercial and industrial applications that require the safety and quality provided by its superior design and engineering know-how.

Founded in 1875, we have grown to our current size and leadership position through organic growth and acquisitions. We developed our leading market position over our 135-year history by emphasizing technological innovation, manufacturing excellence and superior after-sale service. In addition, acquisitions significantly broadened our product lines and services and expanded our geographic reach, end-user markets and customer base. Ongoing initiatives include improving our productivity and increasing penetration of the Asian, Latin American, and European, marketplaces. In accordance with our strategy, we have been investing in our directed sales and marketing activities, new product development, and "Lean" efforts across the Company. Shareholder value will be enhanced through continued emphasis on improvement of the fundamentals including market expansion, a high degree of customer satisfaction, new product development, manufacturing efficiency, cost containment, and efficient capital investment.

Over the course of our history, we have resiliently withstood many business cycles and our strong cash flow profile has helped us to grow and expand globally. We currently stand with a strong capital structure which includes sufficient cash reserves, significant revolver availability with an expiration of December 2013, recently issued fixed-rate long-term debt which expires in 2019 and a strong cash flow business profile. We believe our liquidity strength and operational cost management actions have enabled us to withstand the 2008-2010 downturn. During fiscal 2010 we initiated projects to strategically reorganize our North America hoist and rigging operations; those projects were essentially completed during the first quarter of fiscal 2011. The projects included the closure of two manufacturing facilities and the significant downsizing of a third facility. The closures and downsizing resulted in a reduction of approximately 500,000 square feet of manufacturing space and will generate annual savings estimated at approximately \$13,000,000 - \$15,000,000. Savings in the quarter were offset by restructuring-related pre-tax costs, primarily at the Company's forging facility, of \$1,300,000, of which \$1,150,000 was in cost of goods sold. The Company expects restructuring-related costs in the next several quarters to be minimal. On a consolidated basis, restructuring costs included \$5,950,000 in the nine months ended December 31, 2010 (\$1,947,000 reflected as restructuring charges and \$4,003,000 reflected in costs of products sold).

Additionally, our revenue base now is more geographically diverse than in our Company's history, with over 48% derived outside the U.S., which we believe will help to balance the impact of changes that will occur in different global economies at different times. As in the past, we monitor Industrial Capacity Utilization in developed countries as an indicator of anticipated demand for our product. This U.S. statistic weakened significantly between September 2008 and June 2009, but has since consistently improved for each of the nine months ended December 31, 2010 by a total of over 300 basis points. In addition, we continue to monitor the potential impact of other global and U.S. trends, including industrial production, energy costs, steel price fluctuations, interest rates, currency exchange and activity in a variety of end-user markets around the globe.

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We constantly explore ways to improve our operating margins as well as further improve our productivity and competitiveness, regardless of the point in the economic cycle. The integration of our forging operations continues to progress at a slower than expected pace. We have made numerous changes and have invested in equipment and people resources to address the lower than expected performance and are also temporarily outsourcing certain operations to alleviate some of the constraint. Additionally, we have specific initiatives related to improved customer satisfaction, reduction of defects, shortened lead times, improved inventory turns, on-time deliveries, reduction of warranty costs, and improved working capital utilization. The initiatives are being driven by the continued implementation of our Lean efforts which are fundamentally changing our manufacturing and business processes to be more responsive to customer demand and improving on-time delivery and productivity.

We continuously monitor market prices of steel. We purchase approximately \$25,000,000 to \$35,000,000 of steel annually in a variety of forms including rod, wire, bar, structural and others. Generally, as we experience fluctuations in our costs, we reflect them as price increases or surcharges to our customers with the goal of being margin neutral. Some of our steel costs have increased during this quarter primarily with regards to forged bar as the result of higher scrap and alloy surcharges. Accordingly, we have price increases scheduled during our fiscal 2011 fourth quarter.

We are also looking for opportunities for revenue growth via strategic acquisitions, alliances or joint ventures. The focus of our acquisition strategy centers on opportunities for international market penetration and product line expansion in alignment with our existing core product offering.

We operate in a highly competitive and global business environment, effectively managing through a global economic cycle. We have a variety of opportunities in those markets and geographies, including trends toward increased utilization of the industrial base and the expansion of market opportunities in Asia and other emerging markets. While we continue to execute our long-term growth strategy, we have weathered this cycle with our strong capital structure, including a solid cash position and flexible cost base, aggressively addressing costs and restructuring to enhance future margin opportunities.

Results of Operations

Three Months and Nine Months Ended December 31, 2010 and December 31, 2009

Net sales in the fiscal 2011 quarter ended December 31, 2010 were \$128,696,000, up \$9,725,000 or 8.2% from the fiscal 2010 quarter ended December 31, 2009 net sales of \$118,971,000. Net sales for the nine months ended December 31, 2010 were \$380,095,000, up \$26,882,000 or 7.6% from the nine months ended December 31, 2009 net sales of \$353,213,000. For the quarterly period, net sales were positively impacted \$1,439,000 by price increases and \$11,852,000 by increased volume and negatively impacted \$3,094,000 by foreign currency translation and \$472,000 by the October 2009 American Lifts divestiture. For the nine month period, sales were positively impacted by \$2,316,000 of price increases and \$35,274,000 by increased sales volume associated with the global economic recovery and negatively impacted by \$8,013,000 due to foreign currency translation and \$2,695,000 by the American Lifts divestiture.

Gross profit in the fiscal 2011 quarter ended December 31, 2010 was \$29,351,000, up \$2,526,000 or 9.4% from the fiscal 2010 quarter ended December 31, 2009 gross profit of \$26,825,000. Gross profit margin increased to 22.8% in the fiscal 2011 third quarter from 22.5% compared to the same period in fiscal 2010. Gross profit in the nine months ended December 31, 2010 was \$88,607,000, up \$4,301,000 or 5.1% from the nine months ended December 31, 2009 gross profit of \$84,306,000. Gross profit margin decreased to 23.3% in the nine months ended December 31, 2010 from 23.9% in the nine months ended December 31, 2009. The decline in gross profit margin was due mostly to challenges with the integration of our forging facilities as well as resulting delays in the realization of cost savings from that project. The translation of foreign currencies had an \$887,000 and \$2,520,000 unfavorable impact on gross

profit for the quarter and nine month periods, respectively.

Selling expenses were \$15,524,000 and \$15,791,000 in the fiscal quarters ended December 31, 2010 and December 31, 2009, respectively. Selling expenses for the nine months ended fiscal 2011 and 2010 were \$46,219,000 and \$47,873,000, respectively. Decreases in the current quarter and the first nine months of the current fiscal year reflect cost reduction initiatives implemented in fiscal 2010. Additionally, foreign currency translation had a \$521,000 and \$1,129,000 of favorable impact on selling expenses for the three and nine months ended December 31, 2010, respectively. As a percentage of consolidated net sales, selling expenses were 12.1% and 13.3% for the fiscal year third quarter 2011 and 2010, respectively. As a percentage of consolidated net sales, selling expenses were 12.2% and 13.6% for the nine months ended fiscal year 2011 and 2010, respectively.

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General and administrative expenses were \$10,275,000, \$9,471,000, \$29,855,000, and \$26,663,000 in the fiscal 2011 and 2010 third quarters and the nine-month periods then ended, respectively. The increase in general and administrative expenses for the quarter and nine month periods ended December 31, 2010 were primarily due to increased investments in our Asian and European management and sales teams partially offset by cost reduction activities. Additionally, foreign currency translation had a \$319,000 and 805,000 favorable impact on general and administrative expenses for the three and nine months ended December 31, 2010. As a percentage of consolidated net sales, general and administrative expenses were 8.0%, 8.0%, 7.9% and 7.5% in the fiscal 2011 and 2010 quarters and the nine-month periods, respectively.

Restructuring charges were \$150,000, \$3,616,000, \$1,947,000, and \$12,148,000 in the fiscal 2011 and 2010 third quarters and the nine month periods then ended, respectively. These restructuring costs were for termination benefits related to factory consolidation expenses, workforce reductions in our North American sales force reorganization, and salaried workforce reductions.

There were no significant changes in either amortization of intangibles or interest and debt expense for the three and nine months ended December 31, 2010 compared to the three and nine months ended December 31, 2009. Amortization of intangibles was \$452,000, \$490,000, \$1,315,000, and \$1,408,000 in the fiscal 2011 and 2010 third quarters and the nine month periods then ended, respectively. Interest and debt expense was \$3,281,000, \$3,257,000, \$9,885,000, and \$10,001,000 in the fiscal 2011 and 2010 third quarters and the nine month periods then ended, respectively.

Investment income did not fluctuate significantly in the periods presented, and was \$317,000, \$361,000, \$1,020,000, and \$966,000 in the fiscal 2011 and 2010 third quarters and the nine months then ended, respectively.

Income tax expense (benefit) as a percentage of (loss) income from continuing operations before income tax expense (benefit) was 10,915.8%, (26.8)%, 3,840.7% and (23.7)% in the fiscal 2011 and 2010 third quarters and the nine months ended December 31, 2010 and December 31, 2009, respectively. The unusual percentages experienced during the quarter and year to date periods ending December 31, 2010 are related to the recording of a deferred tax asset valuation allowance in the amount of \$39,700,000. Additional discussion regarding this can be found in the section below entitled "Deferred Tax Asset Valuation Allowance." The percentages also vary from the U.S. statutory rate due to varying effective tax rates at our foreign subsidiaries, the jurisdictional mix of taxable income forecasted for these subsidiaries, and the impact of U.S. state franchise taxes unrelated to income.

Income from discontinued operations, net of tax, was \$128,000, \$133,000, \$261,000, and \$266,000 in the fiscal 2011 and 2010 third quarters and the nine months then ended, respectively.

Liquidity and Capital Resources

Cash and cash equivalents totaled \$46,090,000 at December 31, 2010, a decrease of \$17,878,000 from the March 31, 2010 balance of \$63,968,000.

Net cash used for operating activities from continuing operations was \$17,009,000 for the nine months ended December 31, 2010 compared with net cash provided by operating activities from continuing operations of \$17,142,000 for the nine months ended December 31, 2009. The net cash used for operating activities from continuing operations for the nine months ended December 31, 2010 was primarily the result of \$26,922,000 of cash used for changes in operating assets and liabilities, which was driven by a \$18,251,000 increase in inventories, a \$5,254,000 decrease in accrued and non-current liabilities, a \$2,836,000 increase in prepaid expenses, and a \$1,363,000 decrease in accounts payable. These were partially offset by a \$514,000 decrease in accounts receivable. The positive effect on cash from non-cash charges included \$39,846,000 for deferred income taxes, which related primarily to the recording

of a valuation allowance on our deferred tax assets, \$8,257,000 for depreciation and amortization, and \$1,347,000 for stock-based compensation. These were largely offset by a net loss from continuing operations of \$38,493,000. Net cash provided by operating activities from continuing operations was \$17,142,000 for the nine months ended December 31, 2009. The net cash provided by operating activities from continuing operations for the nine months ended December 31, 2009 was primarily the result of \$18,761,000 of cash provided by changes in operating assets and liabilities, which was driven by a \$15,672,000 decrease in accounts receivable and a \$15,721,000 decrease in inventory. These were partially offset by a \$10,783,000 decrease in accounts payable and a \$3,769,000 decrease in accrued and non-current liabilities. The fiscal 2010 changes in accounts receivable, inventory, accounts payable, and accrued and non-current liabilities were primarily the result of the decline in net sales due to the continued weakness in the global economy. The positive effect on cash from non-cash charges of \$9,231,000 for depreciation and amortization and \$1,527,000 for stock-based compensation were largely offset by a net loss from continuing operations of \$7,473,000 and a \$4,054,000 non-cash benefit from deferred income taxes.

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Net cash used for investing activities from continuing operations was \$1,191,000 for the nine months ended December 31, 2010 compared with \$2,461,000 for the nine months ended December 31, 2009. The net cash used for investing activities from continuing operations for the nine months ended December 31, 2010 consisted of \$8,859,000 for capital expenditures offset by cash provided by investing activities of \$6,486,000 for the net sales of marketable securities and \$1,182,000 of proceeds from the sale of fixed assets. The net cash used for investing activities from continuing operations for the nine months ended December 31, 2009 consisted of \$5,916,000 for capital expenditures and \$75,000 for the net purchases of marketable securities partially offset by \$3,380,000 of proceeds from the sale of assets.

Net cash used for financing activities from continuing operations was \$787,000 for the nine months ended December 31, 2010 compared with \$3,817,000 for the nine months ended December 31, 2009. The net cash used for financing activities for the nine months ended December 31, 2010 consisted primarily of \$1,125,000 in net repayments under revolving lines of credit and other debt, partially offset by \$4,000 of proceeds from stock options exercised and \$334,000 from the change in ESOP debt guarantee. The net cash used for financing activities for the nine months ended December 31, 2009 consisted primarily of \$4,176,000 of net debt payments, partially offset by \$201,000 of proceeds from stock options exercised and \$158,000 from the change in ESOP debt guarantee.

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 successful execution of our current business plan which includes cost management, finalizing the facility consolidations and effective working capital utilization. This is complemented by the fact that while emerging from the last economic recession spanning 2000 - 2004, we generated positive cash flows from operating activities.

We entered into an amended, restated and expanded revolving credit facility dated December 31, 2009. The new Revolving Credit Facility provides availability up to a maximum of \$85,000,000 and expires December 31, 2013. Provided there is no default, we may, on a one-time basis, request an increase in the availability of the Revolving Credit Facility by an amount not exceeding \$65,000,000, subject to lender approval. The unused portion of the Revolving Credit Facility totalled \$70,573,000, net of outstanding borrowings of \$0 and outstanding letters of credit of \$14,427,000, as of December 31, 2010. Interest on the revolver is payable at varying Eurodollar rates based on LIBOR or prime plus a spread determined by our total leverage ratio amounting to 325 or 225 basis points, respectively, at December 31, 2010. The Revolving Credit Facility is secured by all domestic inventory, receivables, equipment, real property, subsidiary stock (limited to 65% of 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 restrictions on dividend payments, with which we were in compliance as of December 31, 2010. Key financial covenants include a minimum fixed charge coverage ratio of 1.25x, a maximum total leverage ratio, net of cash, of 4.0x and 3.75x for the quarters ending December 31, 2010 and March 31, 2011 respectively and 3.50x thereafter, and maximum annual capital expenditures of \$18,000,000 excluding capital expenditures required for a global ERP system.

Effective January 25, 2011, the Company began refinancing its 8 7/8% Notes with newly issued 7 7/8% Notes ("7 7/8% Notes") in the amount of \$150,000,000, expiring 2019. The proceeds of the 7 7/8% Notes are being used to repurchase or redeem all of the outstanding 8 7/8% Notes amounting to \$124,855,000 and to fund working capital and other corporate activities. The offering price of the notes was 98.545% after adjustment for the original issue discount. Provisions of the 7 7/8% Notes include, without limitation, restrictions on indebtedness, asset sales, and dividends and other restrictive payments. Until February 1, 2014, the Company may redeem up to 35% of the outstanding 7 7/8% Notes at a redemption price of 107.875% with the proceeds of equity offerings, subject to certain restrictions. On or after February 1, 2015, the 7 7/8% Notes are redeemable at the option of the Company, in whole

or in part, at a redemption price of 103.938%, reducing to 100% on February 1, 2017. In the event of a Change of Control (as defined in the indenture for such notes), each holder of the 7 7/8% Notes may require us to repurchase all or a portion of such holder's 7 7/8% Notes at a purchase price equal to 101% of the principal amount thereof. The 7 7/8% Notes are guaranteed by certain existing and future U.S. subsidiaries and are not subject to any sinking fund requirements.

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Our capital lease obligations related to property and equipment leases amounted to \$6,190,000 at December 31, 2010. Capital lease obligations are included in senior debt in the consolidated balance sheets.

Unsecured and uncommitted lines of credit are available to meet short-term working capital needs for certain of 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 December 31, 2010, significant unsecured credit lines totalled approximately \$4,214,000, of which \$517,000 was drawn.

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, reduce production costs, increase flexibility to respond effectively to market fluctuations and changes, meet environmental requirements, enhance safety, and promote an ergonomically correct work environment. Consolidated capital expenditures for the nine months ended December 31, 2010 and December 31, 2009 were \$8,859,000 and \$5,916,000, respectively. We expect capital spending for fiscal 2011 to be approximately \$13,000,000 to \$15,000,000 compared with \$7,245,000 in fiscal 2010. Capital expenditures for fiscal 2011 include a \$2,800,000 investment in our global enterprise resource planning system initiative as well new product development investments and ongoing maintenance.

Goodwill Impairment Testing

We test goodwill for impairment at least annually, and more frequently whenever events occur or circumstances change that indicate there may be impairment. These events or circumstances could include a significant long-term adverse change in the business climate, decreased stock price, poor indicators of operating performance, or a sale or disposition of a significant portion of a reporting unit.

The goodwill impairment test consists of comparing the fair value of a reporting unit, determined using discounted cash flows, with its carrying amount including goodwill. If the carrying amount of the reporting unit is less than the reporting unit's fair value no impairment is recognized and Step two of the goodwill impairment testing is not necessary.

We test goodwill at the reporting unit level, which is one level below our operating segment level. We identify our reporting units by assessing whether the components of our operating segment constitute businesses for which discrete financial information is available and segment management regularly reviews the operating results of those components. We also aggregate components that have similar economic characteristics into single reporting units (for example, similar products and / or services, similar long-term financial results, product processes, classes of customers, etc.). We have four reporting units, only two of which have goodwill. Our Duff Norton reporting unit and Rest of Products reporting unit have goodwill totalling \$9,800,000 and \$95,100,000 at December 31, 2010, respectively.

We currently do not believe that we have any significant impairment indicators or that any of our reporting units with goodwill are at risk of failing Step 1 of the goodwill impairment test. However if the projected long-term revenue growth rates, profit margins, or terminal rates are significantly lower, and/or the estimated weighted-average cost of capital is considerably higher, future testing may indicate impairment of one or more of the Company's reporting units and, as a result, the related goodwill may likely be impaired.

Deferred Tax Asset Valuation Allowance

During the third quarter ended December 31, 2010, the Company recorded a non-cash charge of \$39,700,000 included within its provision for income taxes. This charge relates to the Company's determination that a full valuation allowance against its deferred tax assets generated in the U.S. is necessary. The deferred tax assets relate principally to liabilities related to employee benefit plans and insurance reserves and U.S. net operating loss carryforwards. The U.S. net operating loss carryforwards have been generated primarily as a result of restructuring costs in fiscal years 2010 and 2011. Accounting rules require a reduction of the carrying amounts of deferred tax assets by a valuation allowance if, based on the available and objectively verifiable evidence, it is more likely than not that such assets will not be realized. The existence of cumulative losses for a certain threshold period is a significant form of negative evidence used in the assessment. During the third quarter ended December 31, 2010, the Company determined that it would be in a three-year cumulative pretax loss position in the U.S. at March 31, 2011 primarily due to restructuring-related charges incurred in the U.S. to-date in fiscal 2011, despite our expectations of profitability for the remainder of fiscal 2011. If a cumulative loss threshold is met, the accounting rules indicate that forecasts of future profitability are generally not sufficient positive evidence to overcome the presumption that a valuation allowance is necessary.

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The Company continues to believe that the strategic reorganization of its North American hoist and rigging operations that commenced in fiscal 2010 and which the Company substantially completed in the first quarter of fiscal 2011 will result in an estimated \$13,000,000 - \$15,000,000 in annual cost savings and such savings are ramping up during fiscal 2011. The recording of this non-cash charge does not impact the Company's ability to realize the economic benefit of its deferred tax assets and net operating loss carryforwards on future tax returns. In future periods, the allowance could be reduced or reversed based on sufficient objectively verifiable evidence indicating that it is more likely than not that a portion or all of the Company's deferred tax assets will be realized.

The Internal Revenue Code imposes limitations on a corporation's ability to utilize NOLs if it experiences an "ownership change." In general terms, an ownership change may result from transactions increasing the ownership of certain stockholders in the stock of a corporation by more than 50 percentage points over a three year period. If we were to experience an ownership change, utilization of our NOLs would be subject to an annual limitation determined by multiplying the market value of our outstanding shares of stock at the time of the ownership change by the applicable long-term tax-exempt rate. Any unused annual limitation may be carried over to later years within the allowed NOL carryforward period. The amount of the limitation may, under certain circumstances, be increased or decreased by built-in gains or losses held by us at the time of the change that are recognized in the five-year period after the change.

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 the Asia Pacific region. We have been impacted by fluctuations in steel costs, which vary by type of steel and we continue to monitor them and address our pricing policies accordingly. In addition, U.S. employee benefits costs such as health insurance and pension, as well as energy costs have exceeded general inflation levels. Otherwise, we do not believe that general inflation has had a material effect on results of operations over the periods presented primarily due to overall low inflation levels of most costs over such periods and our ability to generally pass on rising costs through price increases or surcharges. In the future, we may be further affected by inflation that we may not be able to offset with price increases or surcharges. Additionally, we are impacted by fluctuations in currency exchange rates which are primarily translational, but transactional fluctuations could also impact our financial results.

Seasonality and Quarterly Results

Quarterly results may be materially affected by the timing of large customer orders, periods of high vacation and holiday concentrations, gains or losses on early retirement of bonds, gains or losses in our portfolio of marketable securities, restructuring charges, favorable or unfavorable foreign currency translation, divestitures and acquisitions. Therefore, the operating results for any particular fiscal quarter are not necessarily indicative of results for any subsequent fiscal quarter or for the full fiscal year.

Effects of New Accounting Pronouncements

In December 2010, the FASB issued Accounting Standards Update No. 2010-28, When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts (Topic 350)—Intangibles—Goodwill and Other (ASU 2010-28). ASU 2010-28 amends the criteria for performing Step 2 of the goodwill impairment test for reporting units with zero or negative carrying amounts and requires performing Step 2 if qualitative factors indicate that it is more likely than not that a goodwill impairment exists. The Company will adopt ASU 2010-28 in fiscal 2012 and any impairment to be recorded upon adoption, if any, will be recognized as an adjustment to the Company's beginning retained earnings. The Company is currently evaluating the impact of the pending adoption of ASU 2010-28 on its condensed consolidated financial statements.

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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, facility consolidations and other restructurings, our asbestos-related liability, 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.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes in the market risks since the end of Fiscal 2010.

Item 4. Controls and Procedures

As of December 31, 2010, an evaluation was performed under the supervision and with the participation of the Company's management, including the chief executive officer and chief financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the chief executive officer and chief financial officer, concluded that the Company's disclosure controls and procedures were effective as of December 31, 2010, to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is made known to them on a timely basis, and that these disclosure controls and procedures are effective to ensure such information is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms.

There have been no changes in the Company's internal control over financial reporting during the most recent quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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Part II. Other Information

Item 1. Legal Proceedings – none.

Item 1A. Risk Factors

There have been no material changes from the risk factors as previously disclosed in the Company's Form 10-K for the year ended March 31, 2010 other than the following:

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.

In addition, like many industrial manufacturers, we are also involved in asbestos-related litigation. In continually evaluating costs relating to our 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, our recent and historical resolution of the cases, the number of cases pending against us, the status and results of broad-based settlement discussions, and the number of years such activity might continue. Based on this review, we estimate our 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 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 expect to incur asbestos liability payments of approximately \$500,000 for our fiscal year ended March 31, 2011. We believe that the potential additional costs for claims will not have a material after-tax effect on our financial condition or liquidity, although the net after-tax effect of any future liabilities recorded could be material to earnings in a future period.

Our self-insurance coverage is effected through our captive insurance subsidiary. The reserves of our captive insurance subsidiary are subject to periodic adjustments based upon actuarial evaluations, which adjustments impact our overall results of operations. These periodic adjustments can be favorable or unfavorable.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds – none.

Item 3. Defaults upon Senior Securities – none.

Item 4. Reserved

Item 5. Other Information – none.

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Item 6. Exhibits

Exhibit 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934; as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32 Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

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

COLUMBUS McKINNON CORPORATION
(Registrant)

Date: January 28, 2011

/s/ Karen L. Howard
Karen L. Howard
Vice President and Chief Financial Officer
(Principal Financial Officer)