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COLUMBUS MCKINNON CORP
Form DEF 14A
July 14, 2005

SCHEDULE 14A
(RULE 14A-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of
1934 (Amendment No. ____)

Filed by the Registrant [X]
Filed by a Party other than the Registrant []

Check the appropriate box:

[] Preliminary Proxy Statement [] Confidential, for Use of the Commission
 [X] Definitive Proxy Statement Only (as permitted by Rule 14a-6(e)(2))

COLUMBUS MCKINNON CORPORATION

(Name of Registrant as specified in its charter)

Payment of filing fee (check the appropriate box):

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COLUMBUS MCKINNON CORPORATION
140 JOHN JAMES AUDUBON PARKWAY
AMHERST, NEW YORK 14228-1197

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD AUGUST 15, 2005

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Columbus McKinnon Corporation, a New York corporation (the "Company"), will be held at the University Inn & Conference Center, 2402 North Forest Road, Amherst, New York, on August 15, 2005, at 10:00 a.m., local time, for the following purposes:

1. To elect eight Directors to hold office until the 2006 Annual Meeting and until their successors have been elected and qualified; and

2. To take action upon and transact such other business as may be properly brought before the meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed the close of business on June 24, 2005 as the record date for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting.

It is important that your shares be represented and voted at the Annual Meeting. Whether or not you plan to attend, please sign, date and return the enclosed proxy card in the enclosed postage-paid envelope or vote by telephone or using the internet as instructed on the enclosed proxy card. If you attend the Annual Meeting, you may vote your shares in person if you wish. We sincerely appreciate your prompt cooperation.

TIMOTHY R. HARVEY
Secretary

Dated: July 13, 2005

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COLUMBUS MCKINNON CORPORATION
140 JOHN JAMES AUDUBON PARKWAY
AMHERST, NEW YORK 14228-1197

PROXY STATEMENT

This Proxy Statement and the accompanying form of proxy are being furnished in connection with the solicitation by the Board of Directors of Columbus McKinnon Corporation, a New York corporation ("our Company", "we" or "us"), of proxies to be voted at the Annual Meeting of Shareholders (the "Annual Meeting") to be held at the University Inn & Conference Center, 2402 North Forest Road, Amherst, New York, on August 15, 2005, at 10:00 a.m., local time, and at any adjournment or adjournments thereof. The close of business on June 24, 2005 has been fixed as the record date for the determination of shareholders entitled to receive notice of and to vote at the meeting. At the close of business on June 24, 2005, we had outstanding 14,979,797 shares of our common stock, \$.01 par value per share, the holders of which are entitled to one vote per share on each matter properly brought before the Annual Meeting.

The shares represented by all valid proxies in the enclosed form will be voted if received in time for the Annual Meeting in accordance with the specifications, if any, made on the proxy card. If no specification is made, the proxies will be voted FOR the nominees for Director named in this Proxy Statement.

In order for business to be conducted, a quorum must be present at the Annual Meeting. A quorum is a majority of the outstanding shares of common stock entitled to vote at the Annual Meeting. Abstentions, broker non-votes and withheld votes will be counted in determining the existence of a quorum at the Annual Meeting.

Directors will be elected by a plurality of the votes cast at the Annual Meeting, meaning the eight nominees receiving the most votes will be elected. Under the law of the State of New York, our state of incorporation, only "votes cast" by the shareholders entitled to vote are determinative of the outcome of the matter subject to shareholder vote. Abstentions and broker non-votes are not counted in the vote and have no effect on the election of Directors. Unless indicated otherwise, shares represented by all valid proxies received in time for the Annual Meeting will be voted FOR the eight nominees for Director named in this proxy statement. Instructions on a proxy to withhold authority to vote for one or more of the nominees will result in those nominees receiving fewer votes but will not count as a vote against such nominees.

The execution of a proxy will not affect a shareholder's right to attend the Annual Meeting and to vote in person. A shareholder who executes a proxy may revoke it at any time before it is exercised by giving written notice to the Secretary, by appearing at the Annual Meeting and so stating, or by submitting another duly executed proxy bearing a later date.

This Proxy Statement and form of proxy are first being sent or given to shareholders on or about July 13, 2005.

PROPOSAL 1

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ELECTION OF DIRECTORS

Our Certificate of Incorporation provides that our Board of Directors shall consist of not less than three nor more than nine Directors to be elected at each annual meeting of shareholders and to serve for a term of one year or until their successors are duly elected and qualified. Our Board of Directors had been comprised of six members. On October 17, 2004, the Board of Directors elected Ms. Linda A. Goodspeed and Mr. Stephen Rabinowitz Directors of our Company, thereby increasing our Board to eight members.

Unless instructions to the contrary are received, it is intended that the shares represented by proxies will be voted for the election as Directors of Herbert P. Ladds, Jr., Timothy T. Tevens, Carlos Pascual, Richard H. Fleming, Ernest R. Verebelyi, Wallace W. Creek, Stephen Rabinowitz, and Linda A. Goodspeed, each of whom is presently a Director and, with the exception of Ms. Goodspeed and Mr. Rabinowitz, has been previously elected by our shareholders. If any of these nominees should become unavailable for election for any reason, it is intended that the shares represented by the proxies solicited herewith will be voted for such other person as the Board of Directors shall designate. The Board of Directors has no reason to believe that any of these nominees will be unable or unwilling to serve if elected to office.

The following information is provided concerning the nominees for Director:

HERBERT P. LADDS, JR. has been a Director of our Company since 1973 and was elected our Chairman of the Board of Directors in January 1998. Mr. Ladds served as our Chief Executive Officer from 1986 until his retirement in July 1998. Mr. Ladds was our President from 1982 until January 1998, our Executive Vice President from 1981 to 1982 and Vice President - Sales & Marketing from 1971 to 1980. Mr. Ladds is also a director of Utica Mutual Insurance Company and Utica Life Insurance Company.

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

CARLOS PASCUAL has been a Director of our Company since 1998. Mr. Pascual currently serves as Chairman of the Board of Directors of Xerox de Espana S.A. (Spain). From January 2000 through December 2003, Mr. Pascual was Executive Vice President and President of Developing Markets Operations for Xerox. From January 1999 to January 2000, Mr. Pascual served as Deputy Executive Officer of Xerox's Industry Solutions Operations. From August 1995 to January 1999, Mr. Pascual served as President of Xerox Corporation's United States Customer Operations. Prior thereto, he has served in various capacities with Xerox Corporation.

RICHARD H. FLEMING was appointed a Director of our Company in March 1999. In February 1999, Mr. Fleming was appointed Executive Vice President and Chief Financial Officer of USG Corporation. Prior thereto, Mr. Fleming served USG Corporation in various executive financial capacities, including Senior Vice President and Chief Financial Officer from January 1995 to February 1999 and

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Vice President and Chief Financial Officer from January 1994 to January 1995. Mr. Fleming also serves as a member of the Board of Directors for several not-for-profit entities including UCAN, the Child Welfare League of America and

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Chicago United.

ERNEST R. VEREBELYI was appointed a Director of the Company in January 2003. Mr. Verebelyi retired from Terex Corporation, a global diversified equipment manufacturer, in October 2002 where he held the position of Group President. Prior to joining Terex in 1998, he held executive, general management and operating positions at General Signal Corporation, Emerson, Hussmann Corporation and General Electric. Mr. Verebelyi also serves as a director of both The Nash Engineering Company of Trumbull, Connecticut and Fairfield Manufacturing Company, headquartered in Lafayette, Indiana.

WALLACE W. CREEK was appointed a Director of the Company in January 2003. From December 2002 through June 2004, Mr. Creek served as Senior Vice President of Finance for Collins & Aikman, a leading manufacturer of automotive components. Prior to that, Mr. Creek served as Controller of the General Motors Corporation from 1992 to 2002 and held several executive positions in finance at General Motors over a forty-three year career.

STEPHEN RABINOWITZ became a Director of the Company in October 2004. He retired in 2001 from his position as Chairman and Chief Executive Officer of General Cable Corporation, a leading manufacturer of electrical, communications and utility cable. Prior to joining General Cable as President and Chief Executive Officer in 1994, he served as President and CEO of AlliedSignal Braking Systems, and before that as President and CEO of General Electric's Electrical Distribution and Control business. He also held management positions in manufacturing operations and technology at the General Electric Company and the Ford Motor Company. Mr. Rabinowitz is also a Director of Energy Conversion Devices, Inc., JLG Industries, Inc. and the Nanosteel Company.

LINDA A. GOODSPEED became a Director of the Company in October 2004. In 2001, she joined Lennox International, Inc., a global supplier of climate control solutions, and currently serves as Executive Vice President and Chief Technology Officer of that company. Prior to that, Ms. Goodspeed served as President and Chief Operating Officer of PartMiner, Inc., a global supplier of electronic components. She has also held management positions in product management and development, research and development and design engineering at General Electric Appliances, Nissan North America, Inc. and the Ford Motor Company.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH OF THE DIRECTOR NOMINEES.

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CORPORATE GOVERNANCE

GENERAL CORPORATE GOVERNANCE POLICY

Our Board of Directors believes that its overriding responsibility is to offer guidance and the benefit of its collective experience to help our

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management understand the risks confronting, and opportunities available to, our Company. In furtherance of this responsibility, our Board of Directors has adopted a General Corporate Governance Policy setting forth certain policies, guidelines and procedures it deems important to the successful satisfaction of this responsibility. These policies and procedures include guidelines as to the eligibility, independence, evaluation, education, compensation and indemnification of our Directors, as well as with respect to specific transactions requiring the prior formal approval of our Board of Directors. A copy of our General Corporate Governance Policy is posted on the Investor Relations section of the Company's website at WWW.CMWORKS.COM.

One of the guidelines contained within our General Corporate Governance Policy provides that, unless waived by the Board of Directors, no Director may stand for re-election after his or her 72nd birthday. Our Board of Directors, after giving due consideration to his experience and long term service with our Company, waived this requirement to enable Mr. Ladds to seek re-election as a Director at the Annual Meeting.

BOARD OF DIRECTORS INDEPENDENCE

Our Board of Directors has determined that each of its current members, other than Mr. Tevens and Mr. Ladds, is independent within the meaning of the NASDAQ Stock Market, Inc. listing standards as currently in effect.

BOARD OF DIRECTORS MEETINGS AND ATTENDANCE

The Board of Directors and its committees meet regularly throughout the year and also hold special meetings and act by written consent from time to time, as appropriate. All Directors are expected to attend each meeting of the Board of Directors and the committees on which he or she serves, and are also invited, but not required, to attend the Annual Meeting. Agendas for meetings of the Board of Directors generally include executive sessions for the independent Directors to meet without management Directors present. During the year ended March 31, 2005, our Board of Directors held six meetings. Each Director attended at least 75% of the aggregate number of meetings of our Board of Directors and meetings held by all committees of our Board of Directors on which he or she served. All Directors attended the 2004 Annual Meeting.

AUDIT COMMITTEE

Our Board of Directors has a standing Audit Committee comprised of Mr. Fleming, as Chairman, and Messrs. Pascual, Verebelyi and Creek. Each member of our Audit Committee is independent as defined under Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and under the NASDAQ Stock Market, Inc. rules currently in effect. In addition, pursuant to the requirements of Section 407 of the Sarbanes-Oxley Act of 2002, our Board of Directors has determined that each of Messrs. Fleming, Pascual, Verebelyi and Creek qualifies as an "audit committee financial expert." The duties of our Audit Committee consist of (i) appointing or replacing our independent auditors,

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(ii) pre-approving all auditing and permitted non-audit services provided to us by our independent auditors, (iii) reviewing with our independent auditors and our management the scope and results of our annual audited financial statements, our quarterly financial statements and significant financial reporting issues and judgments made in connection with the preparation of our financial statements, (iv) reviewing our management's assessment of the effectiveness of our internal controls, as well as our independent auditors' report on this assessment, (v) reviewing insider and affiliated party transactions and (vi)

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establishing procedures for the receipt, retention and treatment of complaints received by us regarding accounting or internal controls. The Audit Committee is governed by a written charter approved by the Board of Directors which was amended in March 2004. A copy of this charter is posted on the Investor Relations section of the Company's website at www.cmworks.com. Our Audit Committee held 15 meetings in fiscal 2005.

COMPENSATION AND SUCCESSION COMMITTEE

Our Compensation and Succession Committee consists of Mr. Pascual, as Chairman, and Messrs. Fleming, Verebelyi and Creek, all of whom are independent directors. The principal functions of this Committee are to (i) review and make recommendations to our Board of Directors with respect to our compensation strategy, (ii) evaluate the performance of our executive officers in light of our compensation goals and objectives, (iii) evaluate the performance of our chief executive officer and chief financial officer and review and establish their compensation, (iv) administer and make recommendations for grants and awards to our employees under our incentive compensation programs and (v) review and make recommendations with respect to our succession plans for all key management positions and provide assurance to our Board of Directors that our process in preparing our succession plans is appropriate. The Compensation and Succession Committee is governed by a written charter approved by the Board of Directors which is posted on the Investor Relations section of the Company's website at WWW.CMWORKS.COM. Our Compensation and Succession Committee held three meetings in fiscal 2005.

CORPORATE GOVERNANCE AND NOMINATION COMMITTEE

Our Corporate Governance and Nomination Committee is responsible for (i) evaluating the composition, organization and governance of our Board of Directors and its committees, (ii) monitoring compliance with our system of corporate governance and (iii) developing criteria for and investigating and making recommendations with respect to candidates for membership on our Board of Directors. This Committee is chaired by Mr. Creek and also includes Messrs. Pascual, Fleming and Verebelyi. Each of these members is an independent director. Our Governance and Nomination Committee does not solicit direct nominations from our shareholders, but will give due consideration to written recommendations for nominees from our shareholders for election as Directors that are submitted in accordance with our by-laws. See the information contained herein under the heading "Shareholders' Proposals." Generally, a shareholder who wishes to nominate a candidate for Director must give us prior written notice thereof, which notice must be personally delivered or mailed via registered first class mail, return receipt requested, to our Secretary and must be received by our Secretary not less than 60 days nor more than 90 days prior to the first anniversary of the date our proxy statement was first mailed to shareholders in connection with our previous year's Annual Meeting. If such nomination is given in connection with a special meeting for the election of Directors, it must be received no later than the tenth day following the day on which the date of the special meeting is publicly announced or disclosed. The shareholder's recommendation for nomination must contain the following information as to each nominee for Director: the nominee's name, age, business

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address and residence address; the nominee's principal occupation or employment for the previous five years; the number of shares of our common stock owned by such candidate; and any other information relating to the nominee that is required to be disclosed in solicitations of proxies for elections of directors

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pursuant to Regulation 14A under the Exchange Act. A shareholder's recommendation must also set forth: such shareholder's name and address as they appear on our books and records; the number of shares of each class of our capital stock that are beneficially owned and held of record by such shareholder; any material interest of such shareholder in such nomination; any other information that is required to be provided by such shareholder pursuant to Regulation 14A under the Exchange Act in his or her capacity as a proponent to a shareholder proposal; and a signed consent from each nominee recommended by such shareholder that such nominee is willing to serve as a Director if elected. Any nomination not made in strict accordance with the foregoing provisions will be disregarded at the direction of our Chairman of the Board. The Corporate Governance and Nomination Committee is governed by a written charter approved by the Board of Directors which is posted on the Investor Relations section of the Company's website at WWW.CMWORKS.COM. Our Corporate Governance and Nomination Committee held five meetings in fiscal 2005.

CODE OF ETHICS

Our Board of Directors adopted a Code of Ethics which governs all of our Directors, officers and employees, including our Chief Executive Officer and other executive officers. This Code of Ethics is posted on the Corporate Information section of the Company's website at WWW.CMWORKS.COM. The Company will disclose on its website any amendment to this Code of Ethics or waiver of a provision of this Code of Ethics, including the name of any person to whom the waiver was granted.

DIRECTOR COMPENSATION

We pay an annual retainer of \$100,000 to our Chairman of the Board and an annual retainer of \$18,000 to each of our other outside Directors. Directors who are also our employees do not receive an annual retainer. Committee chairmen each receive an additional annual retainer of \$3,000, except for the chairman of the Audit Committee who receives an additional annual retainer of \$5,000. In addition, each of our non-employee Directors (other than our Chairman of the Board) also receives a fee of \$1,500 for each Board of Directors and committee meeting attended and is reimbursed for any reasonable expenses incurred in attending such meetings.

DIRECTORS' AND OFFICERS' INDEMNIFICATION INSURANCE

Effective April 1, 2005, we placed our directors and officers indemnification insurance coverage with the Cincinnati Insurance Company, RLI Insurance Company and Federal Insurance Company for a term of one year at a cost of \$265,903. The total insurance coverage is \$25,000,000, with Cincinnati Insurance Company providing coverage of \$10,000,000, RLI Insurance Company providing coverage of \$5,000,000 and Federal Insurance Company providing \$10,000,000 of "Side A" coverage. This insurance provides coverage to our executive officers and directors individually where exposures exist for which we are unable to provide direct indemnification.

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CONTACTING THE BOARD OF DIRECTORS

Although we do not have a formal policy regarding communications with our Board of Directors, shareholders may communicate with our Board of Directors by writing to: Board of Directors, Columbus McKinnon Corporation, 140 John James Audubon Parkway, Amherst, New York 14228-1197. Shareholders who would like their

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submission directed to a particular Director may so specify and the communication will be forwarded, as appropriate.

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OUR DIRECTORS AND EXECUTIVE OFFICERS

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth certain information regarding our Directors and executive officers:

| NAME | AGE | POSITION |
|------|-----|----------|
|------|-----|----------|

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| | | |
|-------------------------|-----|---|
| ----- | --- | ----- |
| Herbert P. Ladds, Jr. | 72 | Chairman of the Board |
| Timothy T. Tevens | 49 | President, Chief Executive Officer and Director |
| Carlos Pascual (1) | 59 | Director |
| Richard H. Fleming (1) | 58 | Director |
| Ernest R. Verebelyi (1) | 57 | Director |
| Wallace W. Creek (1) | 66 | Director |
| Stephen Rabinowitz | 62 | Director |
| Linda A. Goodspeed | 43 | Director |
| Derwin R. Gilbreath | 57 | Vice President and Chief Operating Officer |
| Robert R. Friedl | 50 | Vice President - Finance and Chief Financial Officer |
| Ned T. Libroek | 52 | Vice President - Sales |
| Karen L. Howard | 43 | Vice President and Treasurer |
| Joseph J. Owen | 44 | Vice President and Hoist Group Leader |
| Robert H. Myers, Jr. | 62 | Vice President - Human Resources |
| Timothy R. Harvey | 54 | General Counsel and Secretary |
| ----- | | |

(1) Messrs. Pascual, Fleming, Verebelyi and Creek each serve on our Audit Committee, Compensation and Succession Committee and Corporate Governance and Nomination Committee.

All of our officers are elected annually at the first meeting of our Board of Directors following the Annual Meeting of Shareholders and serve at the discretion of our Board of Directors. There are no family relationships between any of our officers or Directors. Recent business experience of our Directors is set forth above under "Election of Directors." Recent business experience of our executive officers who are not also Directors is as follows:

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DERWIN R. GILBREATH was appointed Vice President and Chief Operating Officer in February 2005. From September 2003 to February 2005, he served as President of Gilbreath Furniture Inc. From 1994 to August 2002, Mr. Gilbreath served in various capacities, most recently as Chief Operating Officer of the Metalworking Solutions and Services Group of Kennametal, Inc. Prior to joining Kennametal in 1994, he served in senior operations management positions at General Signal Corporation and NL Industries.

ROBERT R. FRIEDL was elected Vice President - Finance and Chief Financial Officer in March 2004. He was President of Friedl Associates from November 2001 to February 2004, and from May 2000 until August 2001, he served as Senior Vice

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President and Chief Financial Officer of Specialty Equipment Companies (acquired by United Technologies Corporation in November 2000). He joined The Manitowoc Company in 1988, holding a number of senior financial positions including the office of Chief Financial Officer from 1992 to September 1999. Prior to joining Manitowoc, Mr. Friedl held management positions in telecommunications companies and in public accounting. Mr. Friedl is a certified public accountant with a M.S. degree in Taxation.

NED T. LIBROCK was elected Vice President in November 1995. Mr. Librock has been employed by us since 1990 in various sales management capacities. Prior to his employment with us, Mr. Librock was employed by Dynabrade Inc., a manufacturer of power tools, as Director of Sales and Marketing.

KAREN L. HOWARD currently holds the offices of Vice President and Treasurer, having first been elected Vice President in January 1997 and then to the additional office of Treasurer in August 2004. From January 1997 to August 2004, Ms. Howard served as Vice President - Controller. From June 1995 to January 1997, Ms. Howard was employed by us in various financial and accounting capacities. Previously, Ms. Howard was employed by Ernst & Young LLP as a certified public accountant.

JOSEPH J. OWEN was appointed Vice President - Strategic Integration in August 1999 and served in that capacity until June 2005 when he assumed the position of Vice President and Hoist Group Leader. From April 1997 to August 1999, Mr. Owen was employed by us as Corporate Director - Materials Management. Prior to joining us, Mr. Owen was employed by Ernst & Young LLP in various management consulting capacities.

ROBERT H. MYERS, JR. has been employed by us since 1959. In October of 2001, Mr. Myers was appointed Vice President - Human Resources. Prior to October 2001, Mr. Myers served for eight years as Corporate Manager of Environmental Systems. Prior to that, Mr. Myers served as Human Resources Director of our CM Hoist Division.

TIMOTHY R. HARVEY has been with us since 1996, initially serving as Manager - Legal Affairs until his appointment as Secretary in October 2003. He also serves as our General Counsel. Prior to 1996, Mr. Harvey was engaged in the private practice of law in Buffalo, New York.

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COMPENSATION OF EXECUTIVE OFFICERS

The following table sets forth the cash compensation as well as certain other compensation paid during the fiscal years ended March 31, 2003, 2004 and 2005 for our Chief Executive Officer and our other four most highly compensated executive officers. The amounts shown include compensation for services in all compensation capacities.

SUMMARY COMPENSATION TABLE

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| NAME AND PRINCIPAL POSITION | FISCAL YEAR | ANNUAL COMPENSATION | | | LONG-TERM COMP | SECUR |
|--|-------------|---------------------|-----------|---------------------------|-----------------------------|------------|
| | | SALARY | BONUS | OTHER ANNUAL COMPENSATION | RESTRICTED STOCK AWARDS (1) | UNDE OP SA |
| Timothy T. Tevens, President and Chief Executive Officer | 2005 | \$472,500 | \$631,851 | \$ 13,254 (4) | \$ -- | 12 |
| | 2004 | 472,500 | -- | -- | -- | |
| | 2003 | 492,827 | 66,620 | -- | -- | |
| Robert R. Friedl, Vice President and Chief Financial Officer | 2005 | 275,000 | 220,640 | 73,391 (5) | -- | 4 |
| | 2004 | -- | -- | -- | -- | |
| | 2003 | -- | -- | -- | -- | |
| Ned T. Librock, Vice President - Sales | 2005 | 235,019 | 189,154 | 7,384 (6) | -- | 4 |
| | 2004 | 231,280 | -- | 279 (6) | -- | |
| | 2003 | 230,577 | 31,015 | 23,874 (6) | -- | |
| Karen L. Howard, Vice President and Treasurer | 2005 | 196,500 | 157,662 | 5,492 (7) | -- | 2 |
| | 2004 | 196,500 | -- | -- | -- | |
| | 2003 | 196,135 | 18,796 | -- | -- | |
| Joseph J. Owen, Vice President and Hoist Group Leader | 2005 | 194,250 | 155,857 | 5,412 (8) | -- | 3 |
| | 2004 | 194,250 | -- | -- | -- | |
| | 2003 | 193,894 | 26,062 | 37,640 (8) | -- | |

(1) Mr. Tevens was granted 2,488 shares of restricted common stock on June 10, 1999, which had a value on such date of \$61,900. The restrictions on 2,488 of Mr. Tevens' restricted shares of common stock lapsed on June 9, 2004, on which date such shares had a value of \$13,062. As of March 31, 2005, Mr. Tevens no longer owned any shares of restricted common stock. Mr. Librock was granted 1,386 shares of restricted common stock on June 10, 1999, on which date had a value of \$34,500, and 11,900 shares of restricted common stock on July 22, 1996, on which date had a value of \$178,500. The restrictions on 1,386 shares of Mr. Librock's restricted common stock lapsed on June 9, 2004, on which date such shares had a value of \$7,276.50. The restrictions on 11,900 shares of Mr. Librock's restricted common stock lapsed on July 21, 2001, on which date such shares had a value of \$121,737. As of March 31, 2005, Mr. Librock no longer owned any shares of restricted common stock. Ms. Howard was granted 1,031 shares of restricted common stock on June 10, 1999, which had a value on such date of \$25,650. The restrictions on the 1,031 shares of restricted common stock lapsed on June 9, 2004, on which date such shares had a value of \$5,412.75. Ms. Howard was also granted 8,500 shares of restricted common stock on August 17, 1998, which had a value on such date of \$196,563. The restrictions on these shares of restricted common stock lapsed on August 16, 2003, on which date such shares had a value of \$32,215. As of March 31, 2005, Ms. Howard no longer owned any shares of restricted common stock. Mr. Owen was granted 1,016 shares of restricted common stock on June 10, 1999, which had a value on such date of \$25,300, and 5,000 shares of restricted common stock on April 14, 1997, which had a value on such date of \$95,000. The restrictions on 1,016 of Mr. Owen's restricted common stock lapsed on June 9, 2004, on which date such shares had a value of \$5,334. The restrictions on 5,000 of Mr. Owen's restricted shares of common stock lapsed on April 12, 2002, on

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which date such shares had a value of \$67,500. As of March 31, 2005, Mr. Owen no longer owned any shares of restricted common stock. We do not pay

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dividends on our outstanding shares of restricted common stock. In the event we declare any dividends on our common stock in the future, we would provide additional compensation to holders of our restricted common stock in lieu of such dividends.

- (2) Consists of the number of shares underlying options granted in fiscal 2005 to Messrs. Tevens, Friedl, Librock, Ms. Howard and Mr. Owen pursuant to our Incentive Stock Option Plan in the amounts of 125,000, 40,000, 40,000, 20,000 and 30,000, respectively.
- (3) Consists of: (i) the value of shares of common stock allocated in fiscal 2005 under our Employee Stock Ownership Plan, or ESOP, to accounts for Messrs. Tevens, Librock, Ms. Howard and Mr. Owen in the amount of \$1,936, \$1,936, \$1,856 and \$1,835, respectively, (ii) premiums for group term life insurance policies insuring the lives of Messrs. Tevens, Friedl and Librock, Ms. Howard and Mr. Owen in the amount of \$111 each and (iii) our matching contributions under our 401(k) plan for Messrs. Friedl and Librock, Ms. Howard and Mr. Owen in the amount of \$1,663, \$1,214, \$1,473 and \$1,456 respectively.
- (4) Represents tax reimbursement payments we made to Mr. Tevens in fiscal 2005 to offset the income tax effects of the expiration of the restrictions on 2,488 shares of restricted common stock granted to him in fiscal 2000 and released in fiscal 2005. See footnote (1) above.
- (5) Represents payments made to Mr. Friedl in fiscal 2005 for relocation expenses in the amount of \$ 63,391 and miscellaneous reimbursements for \$10,000.
- (6) Represents tax reimbursement payments we made to Mr. Librock in fiscal 2005 to offset the income tax effects of the expiration of the restrictions on 1,386 shares of restricted common stock granted to him in fiscal 2000 and released in fiscal 2005. It also represents tax reimbursement payments we made to him in fiscal 2003 and fiscal 2004 to offset the income tax effects of the expiration of the restrictions on 11,900 shares of restricted common stock granted to him in fiscal 1997 and released in fiscal 2002. See footnote (1) above.
- (7) Represents tax reimbursement payments we made to Ms. Howard in fiscal 2005 to offset the income tax effects of the expiration of the restrictions on 1,031 shares of restricted common stock granted to her in fiscal 2000 and released in fiscal 2005. See footnote (1) above.
- (8) Represents tax reimbursement payments we made to Mr. Owen in fiscal 2003 to offset the income tax effects of the expiration of the restrictions on 5,000 shares of restricted common stock granted to him in fiscal 1998 and released in fiscal 2003 and the 1,016 shares of restricted stock granted to him in fiscal 2000 and released in fiscal 2005. See footnote (1) above.

EMPLOYEE PLANS

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EMPLOYEE STOCK OWNERSHIP PLAN. We maintain our ESOP for the benefit of substantially all of our domestic non-union employees. The ESOP is intended to be an employee stock ownership plan within the meaning of Section 4975(e)(7) of the Internal Revenue Code of 1986, as amended and an eligible individual account plan within the meaning of Section 407(d)(3) of the Internal Revenue Code. From 1988 through 1998, the ESOP has purchased from us 1,373,549 shares of common stock for the aggregate sum of approximately \$10.5 million. The proceeds of certain institutional loans were used to fund such purchases. The ESOP's loans are secured by our common stock which is held by the ESOP and such loans are guaranteed by us. The ESOP acquired 479,900 shares of our common stock in October 1998 for the aggregate sum of approximately \$7.7 million. The proceeds of a loan we made to the ESOP were used to fund the purchase.

On a quarterly basis, we make a contribution to the ESOP in an amount determined by our Board of Directors. In fiscal 2005, our cash contribution was approximately \$0.87 million. The ESOP's trustees use the entire contribution to make payments of principal and interest on the ESOP's loans.

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Common stock not allocated to ESOP participants is recorded in an ESOP suspense account and is held as collateral for repayment of the ESOP's loans. As payments of principal and interest are received by the lenders, these shares are released from the ESOP suspense account annually and are then allocated to the ESOP participants in the same proportion as a participant's compensation for such year bears to the total compensation of all participants.

An ESOP participant becomes fully vested in all amounts allocated to him or her after five years of service. The shares of our common stock held by the participants in the ESOP are voted by the participants in the same manner as any other shares of our common stock.

In general, common stock allocated to a participant's account is distributed upon his or her termination of employment, normal retirement or death. The distribution is made in whole shares of common stock with a cash payment in lieu of any fractional shares.

Messrs. Friedl, Myers and Harvey and Ms. Howard serve as trustees of the ESOP. As of March 31, 2005, the ESOP owned 1,080,485 shares of our common stock. Common stock allocated pursuant to the ESOP to Messrs. Tevens and Librock, Ms. Howard and Mr. Owen as of March 31, 2005 is 142 shares, 142 shares, 136 shares and 134 shares, respectively.

PENSION PLAN. We have a non-contributory, defined benefit Pension Plan which provides certain of our employees with retirement benefits. As defined in the Pension Plan, a participant's annual pension benefit at age 65 is equal to the product of (i) 1% of the participant's final average earnings, as calculated by the terms of the Pension Plan, plus 0.5% of that part, if any, of final average earnings in excess of such participant's "social security covered compensation," as such term is defined in the Pension Plan, multiplied by (ii) such participant's years of credited service, limited to 35 years. Plan benefits are not subject to reduction for social security benefits.

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The following table illustrates the estimated annual benefits upon retirement under our Pension Plan if the plan remains in effect and assuming that an eligible employee retires at age 65. However, because of changes in tax laws or future adjustments to the provisions of our Pension Plan, actual pension benefits could differ significantly from the amounts set forth in the table.

| FINAL AVERAGE ----- EARNINGS ----- | Years of Service | | | | |
|---|------------------|----------|----------|----------|----------|
| | 15 -- | 20 -- | 25 -- | 30 -- | 35 -- |
| 125,000 | 22,162 | 29,549 | 36,936 | 44,323 | 51,710 |
| 150,000 | 27,787 | 37,049 | 46,311 | 55,573 | 64,835 |
| 175,000 | 33,412 | 44,549 | 55,686 | 66,823 | 77,960 |
| 200,000 | 39,037 | 52,049 | 65,061 | 78,073 | 91,085 |
| 250,000 | 41,287 | 55,049 | 68,811 | 82,573 | 96,335 |
| 300,000 | 41,287 | 55,049 | 68,811 | 82,573 | 96,335 |
| 350,000 | 41,287 | 55,049 | 68,811 | 82,573 | 96,335 |
| 400,000 | 41,287 | 55,049 | 68,811 | 82,573 | 96,335 |
| 450,000 | 41,287 | 55,049 | 68,811 | 82,573 | 96,335 |
| 500,000 | 41,287 | 55,049 | 68,811 | 82,573 | 96,335 |

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A portion of the annual benefit for plan participants is determined by their final average earnings in excess of "social security covered compensation," as such term is defined in our Pension Plan. Since this amount can vary depending on the eligible employee's year of birth, all pension amounts shown above have been calculated using Mr. Tevens' year of birth and his social security covered compensation of \$79,512. Our Pension Plan excludes final average earnings in excess of \$210,000.

If Messrs. Tevens, Friedl and Librock, Ms. Howard and Mr. Owen remain our employees until they reach age 65, the years of credited service under the Pension Plan for each of them would be 31, 14, 29, 33 and 30, respectively.

NON-QUALIFIED STOCK OPTION PLAN. In October 1995, we adopted our Non-Qualified Stock Option Plan and reserved, subject to certain adjustments, an aggregate of 250,000 shares of our common stock for issuance thereunder. Under the terms of our Non-Qualified Plan, options may be granted by our Compensation and Succession Committee to our officers and other key employees as well as to non-employee directors and advisors. In fiscal 2005, we did not grant any options to purchase shares of our common stock under our Non-Qualified Plan.

INCENTIVE STOCK OPTION PLAN. Our Incentive Stock Option Plan, which was adopted in October 1995 and amended in 2002, authorizes our Compensation and Succession Committee to grant to our officers and other key employees stock options that are intended to qualify as "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code. Our Incentive Plan reserved, subject to certain adjustments, an aggregate of 1,750,000 shares of common stock to be issued thereunder. Options granted under the Incentive Plan become exercisable over a four-year period at the rate of 25% per year commencing one year from the date of grant at an exercise price of not less than 100% of the fair market value of our common stock on the date of grant. Any option granted thereunder may be exercised not earlier than one year and not

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later than ten years from the date the option is granted. In the event of certain extraordinary transactions, including a change in control, the vesting of such options would automatically accelerate. In fiscal 2005, we granted options to purchase 709,500 shares of our common stock under the Incentive Plan.

RESTRICTED STOCK PLAN. Our Restricted Stock Plan, which was adopted in October 1995 and amended in 2002, reserves, subject to certain adjustments, an aggregate of 150,000 shares of our common stock to be issued upon the grant of restricted stock awards thereunder. Under the terms of the Restricted Stock Plan, our Compensation and Succession Committee may grant to our employees restricted stock awards to purchase shares of common stock at a purchase price of not less than \$.01 per share. Shares of common stock issued under the Restricted Stock Plan are subject to certain transfer restrictions and, subject to certain exceptions, must be forfeited if the grantee's employment with us is terminated at any time prior to the date the transfer restrictions have lapsed. Grantees who remain continuously employed with us become vested in their shares five years after the date of the grant, or earlier upon death, disability, retirement or other special circumstances. The restrictions on any such stock awards automatically lapse in the event of certain extraordinary transactions, including a change in our control. In fiscal 2005, we did not award any shares of our common stock under the Restricted Stock Plan.

MANAGEMENT VARIABLE COMPENSATION PLAN. Effective April 1, 2004, we adopted our Management Variable Compensation Plan. Our executive officers and certain of our managers are eligible to participate in the Management Variable Compensation Plan. Under the Management Variable Compensation Plan, for each fiscal year,

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each executive officer is assigned a participation percentage by our Board of Directors. The actual bonus to be paid to a participant will be equal to his participation percentage times his base compensation, multiplied by a factor, which is the annual budgeted target percentage determined by the Board of Directors based on the achievement of pre-designated EBITDA levels and debt repayment. The bonus is computed and paid annually. Bonuses were paid under this plan for fiscal 2005 to Messrs. Tevens, Friedl and Librock, Ms. Howard and Mr. Owen in the amounts of \$631,851, \$220,640, \$189,154, \$157,662 and \$155,857, respectively.

401(K) PLAN. We maintain a 401(k) retirement savings plan which covers all of our non-union employees in the U.S., including our executive officers, who have completed at least 90 days of service. Eligible participants may contribute up to 30% of their annual compensation (7% for highly compensated employees), subject to an annual limitation as adjusted by the provisions of the Internal Revenue Code. Employee contributions are matched by us in an amount equal to 50% of the employee's salary reduction contributions, as such term is defined in the 401(k) Plan. Our matching contributions are limited to 3% of the employee's base pay and vest at the rate of 20% per year. Commencing May 1, 2003, we suspended our matching contributions. Thereafter, on July 1 2004, we reinstated a matching contribution, but only to the limit of 1.5% of the employee's base pay.

CHANGE IN CONTROL AGREEMENTS

We have entered into change in control agreements with Messrs. Tevens, Friedl and Librock, Ms. Howard, Mr. Owen and certain other of our officers and employees. The change in control agreements provide for an initial term of one year, which, absent delivery of notice of termination, is automatically renewed

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annually for an additional one year term. Generally, each of the named officers is entitled to receive, upon termination of employment within 36 months of a change in control of our Company (unless such termination is because of death, disability, for cause or by an officer or employee other than for "good reason," as defined in the change in control agreements), (i) a lump sum severance payment equal to three times the sum of (A) his or her annual salary and (B) the greater of (1) the annual target bonus under the Incentive Plan in effect on the date of termination and (2) the annual target bonus under the Incentive Plan in effect immediately prior to the change in control of our Company, (ii) continued coverage for 36 months under our medical and life insurance plans, (iii) a lump sum payment equal to the actuarial equivalent of the pension payment which he or she would have accrued under our tax-qualified retirement plans had he or she continued to be employed by us for three additional years and (iv) certain other specified payments. Aggregate "payments in the nature of compensation" (within the meaning of Section 280G of the Internal Revenue Code) payable to any executive or employee under the change in control agreements is limited to the amount that is fully deductible by us under Section 280G of the Internal Revenue Code less one dollar. The events that trigger a change in control under the change in control agreements include (i) the acquisition of 20% or more of our outstanding common stock by certain persons, (ii) certain changes in the membership of our Board of Directors, (iii) certain mergers or consolidations, (iv) certain sales or transfers of substantially all of our assets and (v) the approval by our shareholders of a plan of dissolution or liquidation.

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OPTIONS GRANTED IN LAST FISCAL YEAR

The following table contains information concerning the grant of stock options in fiscal 2005 to our executives named below. The exercise price of all such options is equal to the market value of our common stock on the date of the grant.

| NAME AND PRINCIPAL POSITION ----- | OPTIONS GRANTS (1) ----- | PERCENTAGE OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR ----- | EXERCISE PRICE PER SHARE ----- | EXPIRATION DATE ---- | POTE AT A STO 5 - |
|--|--------------------------------|--|---|----------------------------|-------------------------------|
| Timothy T. Tevens, President and Chief Executive Officer | 125,000 | 17.62% | \$ 5.46 | 5/16/2014 | \$ 4 |
| Robert R. Friedl, Vice President and Chief Financial Officer | 40,000 | 5.64% | 5.46 | 5/16/2014 | 1 |
| Ned T. Libroch, Vice President - Sales | 40,000 | 5.64% | 5.46 | 5/16/2014 | 1 |

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| | | | | |
|--|--------|-------|------|-----------|
| Karen L. Howard, Vice President and Treasurer | 20,000 | 2.82% | 5.46 | 5/16/2014 |
| Joseph J. Owen Vice President and Hoist Group Leader | 30,000 | 4.23% | 5.46 | 5/16/2014 |

-
- (1) Options granted pursuant to the Incentive Plan and the Non-Qualified Plan become exercisable in cumulative annual increments of 25% beginning one year from the date of grant; however, in the event of certain extraordinary transactions, including a change of control of our Company, the vesting of such options would automatically accelerate.
 - (2) Represents the potential appreciation of the options, determined by assuming an annual compounded rate of appreciation of 5% per year over the ten-year term of the grants, as prescribed by the rules. The amounts set forth above are not intended to forecast future appreciation, if any, of the stock price. There can be no assurance that the appreciation reflected in this table will be achieved.
 - (3) Represents the potential appreciation of the options, determined by assuming an annual compounded rate of appreciation of 10% per year over the ten-year term of the grants, as prescribed by the rules. The amounts set forth above are not intended to forecast future appreciation, if any, of the stock price. There can be no assurance that the appreciation reflected in this table will be achieved.

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AGGREGATE OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION VALUES

The following table sets forth information with respect to our executives named in the Summary Compensation Table concerning the exercise of options during fiscal 2005 and unexercised options held at the end of fiscal 2005.

| NAME AND PRINCIPAL POSITION ----- | SHARES ACQUIRED ON EXERCISE ----- | VALUE REALIZED ----- | NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT FISCAL YEAR END | | A --- |
|--|--|----------------------------|--|------------------------|----------|
| | | | EXERCISABLE ----- | UNEXERCISABLE ----- | |
| Timothy T. Tevens, President and Chief Executive Officer | -- | \$ -- | 149,000 | 140,000 | \$ |
| Robert R. Friedl, Vice President and | -- | -- | 11,250 | 73,750 | |

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Chief Financial Officer

| | | | | |
|---|----|----|---------|--------|
| Ned T. Librock, Vice President - Sales | -- | -- | 119,750 | 51,250 |
| Karen L. Howard, Vice President and Treasurer | -- | -- | 119,750 | 31,250 |
| Joseph J. Owen, Vice President and Hoist Group Leader | -- | -- | 52,750 | 41,250 |
| ----- | | | | |

(1) Represents the difference between \$13.62, the closing market value of our common stock as of March 31, 2005 and the exercise prices of such options which are exercisable at an exercise price less than \$13.62.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans as of March 31, 2005, including the Non-Qualified Plan and the Incentive Plan.

| PLAN CATEGORY | NUMBER OF SECURITIES TO BE ISSUED UPON EXERCISE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS | WEIGHTED AVERAGE EXERCISE PRICE OF OUTSTANDING OPTIONS, WARRANTS AND RIGHTS | NUMB REMA ISSUA COM (EXCL REFLECT |
|---|--|--|--|
| ----- | ----- | ----- | ----- |
| Equity compensation plans | | | |
| approved by security holders | 1,802,800 | \$10.88 | |
| Equity compensation plans not approved by security holders | -- | -- | |
| Total | 1,802,800 | \$10.88 | |

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COMPENSATION AND SUCCESSION
COMMITTEE REPORT ON EXECUTIVE COMPENSATION

Compensation for our executive officers is administered by the Compensation and Succession Committee, which currently consists of four independent (non-employee) Directors. Our Board of Directors has delegated to the Compensation and Succession Committee responsibility for establishing, administering and approving the compensation arrangements of the Chief

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Executive Officer, Chief Financial Officer and other executive officers.

The following objectives, established by our Compensation and Succession Committee, are the basis for the Company's executive compensation program:

- o providing a comprehensive program with components including base salary, performance incentives and benefits that support and align with our goal of providing superior value to customers and shareholders;

- o ensuring that we are competitive and can attract and retain qualified and experienced executive officers and other key personnel; and

- o appropriately motivating our executive officers and other key personnel to seek to attain short, intermediate and long-term corporate and divisional performance goals and to manage our Company to achieve sustained long term growth.

The Compensation and Succession Committee reviews compensation policy and specific levels of compensation paid to our Chief Executive Officer, Chief Financial Officer and other executive officers and makes recommendations to our Board of Directors regarding executive compensation, policies and programs.

The Compensation and Succession Committee is assisted in these efforts, when required, by independent outside consultants and by our internal staff, who provide the Compensation and Succession Committee with relevant information and recommendations regarding compensation policies and specific compensation matters.

ANNUAL COMPENSATION PROGRAMS

Our executives' base salaries are compared to manufacturing companies included in a periodic management survey completed by outside compensation consultants and all data have been regressed to revenues equivalent to our revenues. This survey is used because it reflects companies with similar revenue and in the same industry sectors as we are. The Compensation and Succession Committee believes salaries should be targeted toward the median of the surveyed salaries reported, depending upon the relative experience and individual performance of the executive. However, given the recent difficult economic climate, salaries of some of our executives, including our Chief Executive Officer, have remained below the targeted median.

Salary adjustments are determined by four factors: (i) an assessment of the individual executive officer's performance and merit, (ii) our goal of achieving market parity with salaries of comparable executives in the competitive market, (iii) the occurrence of any promotion or other increases in responsibility of the executive and (iv) the general economic environment in which we are operating. In assessing market parity, we target groups of companies surveyed and referred to above.

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Each executive officer's corporate position is assigned a title classification reflecting evaluation of the position's overall contribution to our corporate goals and the value the labor market places on the associated job skills. A range of appropriate salaries is then assigned to that title classification. Each April, the salary ranges may be adjusted to reflect market conditions, including changes in comparison companies, inflation and supply and

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demand in the market. The midpoint of the salary range corresponds to a "market rate" salary which the Compensation and Succession Committee believes is appropriate for an experienced executive who is performing satisfactorily, with salaries in excess of the salary range midpoint appropriate for executives whose performance is superior or outstanding.

The Compensation and Succession Committee has recommended that any progression or regression within the salary range for an executive officer will depend upon a formal annual review of job performance, accomplishments and progress toward individual and/or overall goals and objectives for each of our segments that such executive officer oversees as well as his contributions to our overall direction. The long-term growth in shareholder value is an important factor. The results of executive officers' performance evaluations will form a part of the basis of the Compensation and Succession Committee's decision to approve, at its discretion, future adjustments in base salaries of our executive officers.

CHIEF EXECUTIVE OFFICER COMPENSATION

Compensation decisions affecting our Chief Executive Officer were based on quantitative and qualitative factors. These factors were accumulated by an external compensation consulting firm and included comparisons of our fiscal 2005 financial statistics to peer companies, strategic achievements such as acquisitions and their integration, comparisons of the base salary level to the median for comparable companies in published compensation surveys and assessments prepared internally by other members of our executive management. As a cost savings measure, Mr. Tevens voluntarily requested that his base salary be decreased by 5% to \$472,500 for fiscal 2004. The Compensation and Succession Committee determined that Mr. Tevens' base salary should remain at this level for fiscal 2005, resulting in his salary being below the median for comparable companies. For fiscal 2006, the Compensation and Succession Committee reinstated Mr. Tevens' 5% voluntary reduction and further granted him an additional 5% increase, thereby increasing his base salary for fiscal 2006 to \$525,000.

SECTION 162(M) OF INTERNAL REVENUE CODE

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for compensation in excess of \$1.0 million paid to a company's chief executive officer and any one of the four other most highly paid executive officers during its taxable year. Qualifying performance-based compensation is not subject to the deduction limit if certain requirements are met. Based upon the compensation paid to the Company's executive officers in fiscal 2005, it does not appear that the Section 162(m) limitation will have a significant impact on us in the near term. However, the Compensation and Succession Committee plans to review this matter periodically.

Carlos Pascual, Chairman
Richard H. Fleming
Ernest R. Verebelyi
Wallace W. Creek

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RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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Our Audit Committee retained Ernst & Young LLP to audit our consolidated financial statements for fiscal 2005. All services provided on our behalf by Ernst & Young LLP during fiscal 2004 and 2005 were approved in advance by our Audit Committee. The aggregate fees billed to us by Ernst & Young LLP for fiscal 2005 and 2004 are as follows:

| | FISCAL YEAR | |
|-------------------------|-------------------|----------|
| | 2005 | 2004 |
| | ----- | ----- |
| | (\$ in thousands) | |
| Audit Fees..... | \$ 1,235 | \$ 536 |
| Audit Related Fees..... | 73 | 93 |
| Tax Fees..... | 160 | 351 |
| All Other Fees..... | 4 | 26 |
| | ----- | ----- |
| Total..... | \$ 1,472 | \$ 1,006 |
| | ===== | ===== |

Our Audit Committee has selected Ernst & Young LLP, independent certified public accountants, to act as our independent auditors for fiscal 2006. We expect that a representative of Ernst & Young LLP will attend the Annual Meeting, and the representative will have an opportunity to make a statement if he or she so desires. The representative will also be available to respond to appropriate questions from shareholders.

REPORT OF THE AUDIT COMMITTEE

REVIEW OF OUR AUDITED FINANCIAL STATEMENTS

Our Audit Committee is comprised of the Directors named below, each of whom is independent as defined under Section 10A(m)(3) of the Exchange Act and under the NASDAQ Stock Market, Inc. listing standards currently in effect. In addition, pursuant to the requirements of Section 407 of the Sarbanes-Oxley Act of 2002, our Board of Directors has determined that each of Messrs. Fleming, Pascual, Verebelyi and Creek qualifies as an "audit committee financial expert."

The Audit Committee operates under a written charter which includes provisions requiring Audit Committee advance approval of all audit and non-audit services to be provided by independent public accountants. However, as a matter of course, we will not engage any outside accountants to perform any audit or non-audit services without the prior approval of the Audit Committee.

The Audit Committee has reviewed and discussed with our management our audited financial statements for the year ended March 31, 2005. The Audit Committee has also discussed with Ernst & Young LLP, our independent auditors, the matters required to be discussed by Statement on Auditing Standards No. 61, "Communication with Audit Committees."

The Audit Committee has also received and reviewed the written disclosures and the letter from Ernst & Young LLP required by Independence Standards Board

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Standard No. 1, "Independence Discussion with Audit Committees," and has discussed the independence of Ernst & Young LLP with that firm.

Based on the review and the discussions noted above, the Audit Committee recommended to our Board of Directors that our audited financial statements be included in our Annual Report on Form 10-K for the year ended March 31, 2005 for filing with the Securities and Exchange Commission.

Richard H. Fleming, Chairman
Carlos Pascual
Ernest R. Verebelyi
Wallace W. Creek

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PERFORMANCE GRAPH

The Performance Graph shown below compares the cumulative total shareholder return on our common stock based on its market price, with the total return of

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the S&P MidCap 400 Index and the Dow Jones U.S. Diversified Industrials Index. The comparison of total return assumes that a fixed investment of \$100 was invested on March 31, 2000 in our common stock and in each of the foregoing indices and further assumes the reinvestment of dividends. The stock price performance shown on the graph is not necessarily indicative of future price performance.

[ILLUSTRATION OF PERFORMANCE GRAPH]

| | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 |
|---|------|------|------|------|------|------|
| | ---- | ---- | ---- | ---- | ---- | ---- |
| Columbus McKinnon Corporation..... | 100 | 61 | 102 | 13 | 61 | 108 |
| S&P Midcap 400 Index..... | 100 | 93 | 111 | 85 | 126 | 139 |
| Dow Jones US Industrial - Diversified Index | 100 | 87 | 82 | 58 | 79 | 94 |

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COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation and Succession Committee is composed of Carlos Pascual, Richard H. Fleming, Ernest R. Verebelyi and Wallace W. Creek, each an independent Director. No interlocking relationship exists between any member of our Compensation and Succession Committee or any of our executive officers and any member of any other company's board of directors or compensation committee (or equivalent), nor has any such relationship existed in the past. No member of

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our Compensation and Succession Committee was, during fiscal 2005 or prior thereto, an officer or employee of our Company or any of our subsidiaries.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our Directors and executive officers, and persons who own more than 10% of a registered class of our equity securities, to file with the Securities and Exchange Commission and NASDAQ initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Our executive officers, Directors and greater than 10% shareholders are required to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on our review of the copies of such reports furnished to us and written representations that no other reports were required, during the fiscal year ended March 31, 2005 all Section 16(a) filing requirements applicable to our executive officers, Directors and greater than 10% beneficial owners were complied with, except that Mr. Friedl was two days late in filing one Form 4 and seven days late in filing a second Form 4 with respect to the purchase of 9,000 shares of common stock, Mr. Rabinowitz was 22 days late in filing his Form 3, Mr. Pascual was 10 days late in filing one Form 4 with respect to a purchase of 2,000 shares of common stock, Mr. Creek was one day late in filing one Form 4 with respect to the purchase of 2,000 shares of common stock and Mr. Gilbreath was 20 days late in filing his Form 3 and 12 days late in filing a Form 4 with respect to his being granted stock options.

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SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS

The following table sets forth certain information as of May 31, 2005 regarding the beneficial ownership of our Common Stock by (i) each person who is known by us to own beneficially more than 5% of our common stock; (ii) by each Director; (iii) by each of our executive officers named in the Summary Compensation Table and (iv) by all of our executive officers and Directors as a group.

| | NUMBER OF SHARES (1) | PERCENTAGE OF CLASS |
|---|-------------------------|------------------------|
| DIRECTORS, OFFICERS AND 5% SHAREHOLDERS | | |

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| | | |
|---|-----------|-------|
| Herbert P. Ladds, Jr. (2)(3) | 914,610 | 6.12 |
| Timothy T. Tevens (2)(4) | 227,546 | 1.52 |
| Carlos Pascual (2) | 5,000 | * |
| Richard H. Fleming (2) | 1,504 | * |
| Ernest R. Verebelyi (2) | 1,000 | * |
| Wallace W. Creek (2) | 8,500 | * |
| Stephen Rabinowitz (2) | 500 | * |
| Linda A. Goodspeed (2) | 500 | * |
| Derwin R. Gilbreath (2)(5) | 0 | * |
| Robert R. Friedl (2)(6) | 30,250 | * |
| Ned T. Librock (2)(7) | 154,296 | 1.03 |
| Karen L. Howard (2)(8) | 148,489 | * |
| All Directors and Executive Officers as a Group (15 persons) (9) | 1,620,320 | 10.84 |
| Columbus McKinnon Corporation Employee Stock Ownership Plan (2) | 1,080,485 | 7.23 |
| Fidelity Management & Research Co. (10) | 1,567,878 | 10.49 |
| Tontine Financial Partners LP (11) | 1,486,280 | 9.94 |

* Less than 1%.

(1) Rounded to the nearest whole share. Unless otherwise indicated in the footnotes, each of the shareholders named in this table has sole voting and investment power with respect to the shares shown as beneficially owned by such shareholder, except to the extent that authority is shared by spouses under applicable law.

(2) The business address of each of the executive officers and directors is 140 John James Audubon Parkway, Amherst, New York 14228-1197.

(3) Includes (i) 731,355 shares of common stock owned directly, (ii) 163,705 shares of common stock owned directly by Mr. Ladds' spouse, and (iii) 19,550 shares of common stock held by Mr. Ladds' spouse as trustee for the grandchildren of Mr. Ladds.

(4) Includes (i) 35,326 shares of common stock owned directly, (ii) 7,000 shares of common stock owned directly by Mr. Tevens' spouse, (iii) 50 shares of common stock owned by Mr. Tevens' son, (iv) 4,920 shares of common stock allocated to Mr. Tevens' ESOP account, (v) 134,025 shares of common stock issuable under options granted to Mr. Tevens under the Incentive Plan which are exercisable within 60 days and (vi) 46,225 shares of common stock issuable under options granted to Mr. Tevens under the Non-Qualified Plan which are exercisable within 60 days. Excludes 103,405 shares of common stock issuable under options granted to Mr. Tevens under the Incentive Plan and 5,345 shares of common stock issuable under options granted to Mr. Tevens under the Non-Qualified Plan which are not exercisable within 60 days.

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(5) Excludes 45,000 shares of common stock issuable under options granted to Mr. Gilbreath under the Incentive Plan which are not exercisable within 60 days.

(6) Includes (i) 9,000 shares of common stock owned by Mr. Friedl's spouse as custodian for Mr. Friedl's son and daughter and (ii) 21,250 shares of common stock issuable under options granted to Mr. Friedl under the Incentive Plan which are exercisable within 60 days. Excludes (i) 63,750

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shares of common stock issuable under options granted to Mr. Friedl under the Incentive Plan which are not exercisable within 60 days and (ii) 1,080,485 shares of common stock owned by the ESOP for which Mr. Friedl serves as one of four trustees and for which he disclaims any beneficial ownership..

- (7) Includes (i) 19,390 shares of common stock owned directly, (ii) 152 shares of common stock owned by Mr. Librock's son, (iii) 5,004 shares of common stock allocated to Mr. Librock's ESOP account, (iv) 112,720 shares of common stock issuable under options granted to Mr. Librock under the Incentive Plan which are exercisable within 60 days and (v) 17,030 shares of common stock issuable under options granted to Mr. Librock under the Non-Qualified Plan which are exercisable within 60 days. Excludes 40,125 shares of common stock issuable under options granted to Mr. Librock under the Incentive Plan and 1,125 shares of common stock issuable under options granted to Mr. Librock under the Non-Qualified Plan which are not exercisable within 60 days.
- (8) Includes (i) 21,796 shares of common stock owned directly, (ii) 1,943 shares allocated to Ms. Howard's ESOP account, (iii) 107,720 shares of common stock issuable under options granted to Ms. Howard under the Incentive Plan which are exercisable within 60 days and (iv) 17,030 shares of common stock issuable under options granted to Ms. Howard under the Non-Qualified Plan which are exercisable within 60 days. Excludes (i) 1,080,349 additional shares of common stock owned by the ESOP for which Ms. Howard serves as one of four trustees and for which she disclaims any beneficial ownership and (ii) 25,125 shares of common stock issuable under options granted to Ms. Howard under the Incentive Plan and 1,125 shares of common stock issuable under options granted to Ms. Howard under the Non-Qualified Plan which are not exercisable within 60 days.
- (9) Includes (i) options to purchase an aggregate of 565,300 shares of common stock issuable to certain executive officers under the Incentive Plan and Non-Qualified Plan which are exercisable within 60 days. Excludes the shares of common stock owned by the ESOP as to which Mr. Friedl, Ms. Howard, Mr. Harvey and Mr. Myers serve as trustees, except for an aggregate of 18,853 shares allocated to the respective ESOP accounts of our executive officers and (ii) options to purchase an aggregate of 364,750 shares of common stock issued to certain executive officers under the Incentive Plan and Non-Qualified Plan which are not exercisable within 60 days.
- (10) Information with respect to Fidelity Management & Research Company is based on a Schedule 13F filed with the Securities and Exchange Commission on March 31, 2005. The stated business address for Fidelity Management & Research Company is One Federal Street E14B, Boston, Massachusetts 02109.
- (11) Information with respect to Tontine Financial Partners LP is based on a Schedule 13F filed with the Securities and Exchange Commission on March 31, 2005 by a group consisting of Tontine Management, L.L.C., Tontine Partners, L.P., Tontine Capital Management, L.L.C., Tontine Associates, L.L.C. and Jeffrey L. Gendell (individually and as managing member of Tontine Management, L.L.C., Tontine Capital Management, L.L.C. and Tontine Associates, L.L.C.). Based solely upon information in this Schedule 13F, Tontine Financial Partners LP and these affiliated entities share voting power and dispositive power with respect to all of such shares of common stock. The stated business address for Tontine Financial Partners LP is 55 Railroad Avenue, 3rd Floor, Greenwich, Connecticut 06830.

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SOLICITATION OF PROXIES

The cost of solicitation of proxies will be borne by us, including expenses in connection with preparing and mailing this Proxy Statement. In addition to the use of the mail, proxies may be solicited by personal interviews or by telephone, telecommunications or other electronic means by our Directors, officers and employees at no additional compensation. Arrangements will be made with brokerage houses, banks and other custodians, nominees and fiduciaries for the forwarding of solicitation material to the beneficial owners of our common stock, and we will reimburse them for reasonable out-of-pocket expenses incurred by them in connection therewith.

OTHER MATTERS

Our management does not presently know of any matters to be presented for consideration at the Annual Meeting other than the matters described in the Notice of Annual Meeting. However, if other matters are presented, the accompanying proxy confers upon the person or persons entitled to vote the shares represented by the proxy, discretionary authority to vote such shares in respect of any such other matter in accordance with their best judgment.

SHAREHOLDERS' PROPOSALS

Proposals of shareholders intended to be presented at the 2006 Annual Meeting must be received by us by March 13, 2006 to be considered for inclusion in our Proxy Statement and form of proxy relating to that meeting. In addition, our by-laws require that notice of shareholder proposals and nominations for director be delivered to our principal executive offices not less than 60 days nor more than 90 days prior to the first anniversary of the Annual Meeting for the preceding year; provided, however, if the Annual Meeting is not scheduled to be held within a period commencing 30 days before such anniversary date and ending 30 days after such anniversary date, such shareholder notice shall be delivered by the later of (i) 60 days prior to the date of the Annual Meeting or (ii) the tenth day following the date such Annual Meeting date is first publicly announced or disclosed. The date of the 2006 Annual Meeting has not yet been established. Nothing in this paragraph shall be deemed to require us to include in our Proxy Statement and proxy relating to the 2006 Annual Meeting any shareholder proposal that does not meet all of the requirements for inclusion established by the Exchange Act, and the rules and regulations promulgated thereunder.

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OTHER INFORMATION

WE WILL PROVIDE WITHOUT CHARGE TO EACH PERSON WHOSE PROXY IS SOLICITED, ON THE WRITTEN REQUEST OF SUCH PERSON, A COPY OF OUR ANNUAL REPORT ON FORM 10-K, FOR THE FISCAL YEAR ENDED MARCH 31, 2005, FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING THE FINANCIAL STATEMENTS AND THE SCHEDULES THERETO. Such written request should be directed to Columbus McKinnon Corporation, 140 John James Audubon Parkway, Amherst, New York 14228-1197, Attention: Secretary. Each such request must set forth a good faith representation that, as of June 24, 2005, the person making the request was a beneficial owner of securities entitled to vote at the Annual Meeting.

The accompanying Notice and this Proxy Statement are sent by order of our Board of Directors.

TIMOTHY R. HARVEY
Secretary

Dated: July 13, 2005

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ANNUAL MEETING OF SHAREHOLDERS OF
COLUMBUS MCKINNON CORPORATION

August 15, 2005

PROXY VOTING INSTRUCTIONS

TO VOTE BY MAIL

PLEASE DATE, SIGN AND MAIL YOUR ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED AS
SOON AS POSSIBLE.

TO VOTE BY TELEPHONE (TOUCH-TONE PHONE ONLY)

PLEASE CALL TOLL-FREE 1-800-PROXIES AND FOLLOW THE INSTRUCTIONS. HAVE YOUR
CONTROL NUMBER AND THE PROXY CARD AVAILABLE WHEN YOU CALL.

TO VOTE BY INTERNET

PLEASE ACCESS THE WEB PAGE AT WWW.VOTEPROXY.COM AND FOLLOW THE ON-SCREEN
INSTRUCTIONS. HAVE YOUR CONTROL NUMBER AVAILABLE WHEN YOU ACCESS THE WEB PAGE.

YOUR CONTROL NUMBER IS

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PROXY
COLUMBUS MCKINNON CORPORATION
PROXY FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD AUGUST 15, 2005
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints TIMOTHY T. TEVENS and ROBERT R. FRIEDL and each or any of them, attorneys and proxies, with full power of substitution, to vote at the Annual Meeting of Shareholders of COLUMBUS MCKINNON CORPORATION (the "Company") to be held at the University Inn & Conference Center, 2402 North Forest Road, Amherst, New York, on August 15, 2005 at 10:00 a.m., local time, and any adjournment(s) thereof revoking all previous proxies, with all powers the undersigned would possess if present, to act upon the following matters and upon such other business as may properly come before the meeting or any adjournment(s) thereof.

1. ELECTION OF DIRECTORS:

FOR all nominees listed below (except as marked to the contrary below) WITHHOLD AUTHORITY to vote for all nominees listed below

- HERBERT P. LADDS, JR.
- TIMOTHY T. TEVENS
- CARLOS PASCUAL
- RICHARD H. FLEMING
- ERNEST R. VEREBELYI
- WALLACE W. CREEK
- STEPHEN RABINOWITZ
- LINDA A. GOODSPEED

Instruction: To withhold authority to vote for any individual nominee mark "FOR" all nominees above and write the name(s) of that nominee(s) with respect to whom you wish to withhold authority to vote here:

2. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" PROPOSAL NO. 1.

Dated: _____, 2005

Signature

Signature if held jointly

Please sign exactly as name appears. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full

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corporate name by President or other authorized officer. If a partnership, please sign a partnership name by authorized person. PLEASE SIGN, DATE AND MAIL THE PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.

ANNUAL MEETING OF SHAREHOLDERS OF
COLUMBUS MCKINNON CORPORATION

August 15, 2005

ESOP

PROXY VOTING INSTRUCTIONS

TO VOTE BY MAIL

PLEASE DATE, SIGN AND MAIL YOUR ENCLOSED PROXY CARD IN THE ENVELOPE PROVIDED AS SOON AS POSSIBLE.

TO VOTE BY TELEPHONE (TOUCH-TONE PHONE ONLY)

PLEASE CALL TOLL-FREE 1-800-PROXIES AND FOLLOW THE INSTRUCTIONS. HAVE YOUR CONTROL NUMBER AND THE PROXY CARD AVAILABLE WHEN YOU CALL.

TO VOTE BY INTERNET

PLEASE ACCESS THE WEB PAGE AT WWW.VOTEPROXY.COM AND FOLLOW THE ON-SCREEN INSTRUCTIONS. HAVE YOUR CONTROL NUMBER AVAILABLE WHEN YOU ACCESS THE WEB PAGE.

YOUR CONTROL NUMBER IS

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COLUMBUS MCKINNON CORPORATION
EMPLOYEE STOCK OWNERSHIP PLAN
VOTING INSTRUCTION CARD FOR ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD AUGUST 15, 2005

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The Trustees of the Columbus McKinnon Corporation Employee Stock Ownership Plan (the "ESOP") are hereby authorized to represent and to vote as designated herein the shares of the undersigned held under the ESOP at the Annual Meeting of Shareholders of COLUMBUS MCKINNON CORPORATION (the "Company") to be held at the University Inn & Conference Center, 2402 North Forest Road, Amherst, New York, on August 15, 2005 at 10:00 a.m., local time, and any adjournment(s) thereof revoking all previous voting instructions, with all powers the undersigned would possess if present, to act upon the following matters and upon such other business as may properly come before the meeting or any adjournment(s) thereof.

THE TRUSTEES MAKE NO RECOMMENDATION WITH RESPECT TO VOTING YOUR ESOP SHARES ON ANY ITEMS

1. ELECTION OF DIRECTORS:

FOR all nominees listed below (except as marked to the contrary below) WITHHOLD AUTHORITY to vote for all nominees listed below

HERBERT P. LADDS, JR.
TIMOTHY T. TEVENS
CARLOS PASCUAL
RICHARD H. FLEMING
ERNEST R. VEREBELYI
WALLACE W. CREEK
STEPHEN RABINOWITZ
LINDA A. GOODSPEED

Instruction: To withhold authority to vote for any individual nominee mark "FOR" all nominees above and write the name(s) of that nominee(s) with respect to whom you wish to withhold authority to vote here:

2. In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

WHEN PROPERLY EXECUTED, THIS VOTING INSTRUCTION WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THE TRUSTEES WILL VOTE ANY ALLOCATED ESOP SHARES "FOR" PROPOSAL NO. 1.

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Dated: _____, 2005

Signature

Please sign exactly as name appears. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. PLEASE SIGN, DATE AND MAIL THE VOTING INSTRUCTION CARD PROMPTLY USING THE ENCLOSED ENVELOPE.