

COLUMBUS MCKINNON CORP  
Form 10-Q  
January 25, 2013

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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, 2012

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.

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

Accelerated filer   
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 January 18, 2013 was: 19,498,879 shares.

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COLUMBUS MCKINNON CORPORATION  
December 31, 2012

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## Part I. Financial Information

## Item 1. Condensed Consolidated Financial Statements (Unaudited)

COLUMBUS McKINNON CORPORATION  
CONDENSED CONSOLIDATED BALANCE SHEETS

|  | December<br>31, 2012 | March 31, 2012 |
|--|----------------------|----------------|
|  | (unaudited)          |                |
|  | (In thousands)       |                |
| <b>ASSETS:</b>   |                      |                |
| Current assets:  |                      |                |
| Cash and cash equivalents  | \$ 111,937           | \$ 89,473      |
| Trade accounts receivable  | 78,710               | 88,642         |
| Inventories  | 101,531              | 108,055        |
| Prepaid expenses and other   | 9,111                | 10,449         |
| Total current assets   | 301,289              | 296,619        |
| Property, plant, and equipment, net  | 60,765               | 61,709         |
| Goodwill   | 106,061              | 106,435        |
| Other intangibles, net   | 14,281               | 15,791         |
| Marketable securities  | 23,699               | 25,393         |
| Deferred taxes on income   | 3,033                | 2,824          |
| Other assets   | 6,614                | 6,636          |
| Total assets   | \$515,742            | \$ 515,407     |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>   |                      |                |
| Current liabilities:   |                      |                |
| Notes payable to banks   | \$-                  | \$ 112         |
| Trade accounts payable   | 30,310               | 40,991         |
| Accrued liabilities  | 51,603               | 61,713         |
| Current portion of long-term debt  | 1,108                | 1,093          |
| Total current liabilities  | 83,021               | 103,909        |
| Senior debt, less current portion  | 2,881                | 3,749          |
| Subordinated debt  | 148,345              | 148,140        |
| Other non-current liabilities  | 92,035               | 99,143         |
| Total liabilities  | 326,282              | 354,941        |
| Shareholders' equity:  |                      |                |
| Voting common stock; 50,000,000 shares authorized; 19,498,879 and 19,400,526 shares issued and outstanding | 194                  | 193            |
| Additional paid in capital   | 191,945              | 189,260        |
| Retained earnings  | 52,162               | 25,895         |
| ESOP debt guarantee  | (657 )               | (975 )         |
| Accumulated other comprehensive loss   | (54,184 )            | (53,907 )      |
| Total shareholders' equity   | 189,460              | 160,466        |
| Total liabilities and shareholders' equity   | \$515,742            | \$ 515,407     |

See accompanying notes.



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

|   | Three Months Ended                    |                      | Nine Months Ended       |                      |
|---|---------------------------------------|----------------------|-------------------------|----------------------|
|   | December<br>31,<br>2012               | December 31,<br>2011 | December<br>31,<br>2012 | December 31,<br>2011 |
|   | (In thousands, except per share data) |                      |                         |                      |
| Net sales   | \$153,225                             | \$ 142,750           | \$452,710               | \$ 432,373           |
| Cost of products sold   | 109,428                               | 104,147              | 322,687                 | 318,897              |
| Gross profit  | 43,797                                | 38,603               | 130,023                 | 113,476              |
| Selling expenses  | 16,390                                | 15,980               | 49,204                  | 47,515               |
| General and administrative expenses                           | 12,725                                | 11,605               | 39,448                  | 33,956               |
| Restructuring charges   | -                                     | (1,467 )             | -                       | (1,037 )             |
| Amortization of intangibles                                   | 493                                   | 485                  | 1,481                   | 1,515                |
|   | 29,608                                | 26,603               | 90,133                  | 81,949               |
| Income from operations  | 14,189                                | 12,000               | 39,890                  | 31,527               |
| Interest and debt expense                                     | 3,413                                 | 3,590                | 10,418                  | 10,651               |
| Investment income   | (354 )                                | (275 )               | (1,017 )                | (824 )               |
| Foreign currency exchange loss (gain)                         | 293                                   | (97 )                | 147                     | 121                  |
| Other expense (income), net                                   | 65                                    | (1,399 )             | (429 )                  | (1,880 )             |
| Income from continuing operations before income tax expense   | 10,772                                | 10,181               | 30,771                  | 23,459               |
| Income tax expense  | 1,193                                 | 1,666                | 4,504                   | 5,898                |
| Income from continuing operations                             | 9,579                                 | 8,515                | 26,267                  | 17,561               |
| Income from discontinued operations - net of tax              | -                                     | -                    | -                       | 409                  |
| Net income  | 9,579                                 | 8,515                | 26,267                  | 17,970               |
| Retained earnings (accumulated deficit) - beginning of period | 42,583                                | 8,383                | 25,895                  | (1,072 )             |
| Retained earnings - end of period                             | \$52,162                              | \$ 16,898            | \$52,162                | \$ 16,898            |
| Average basic shares outstanding                              | 19,451                                | 19,313               | 19,406                  | 19,256               |
| Average diluted shares outstanding                            | 19,697                                | 19,488               | 19,620                  | 19,526               |
| Basic income per share:                                       |                                       |                      |                         |                      |
| Income from continuing operations                             | \$0.49                                | \$ 0.44              | \$1.35                  | \$ 0.91              |
| Income from discontinued operations                           | -                                     | -                    | -                       | 0.02                 |
| Net income  | \$0.49                                | \$ 0.44              | \$1.35                  | \$ 0.93              |
| Diluted income per share:                                     |                                       |                      |                         |                      |
| Income from continuing operations                             | \$0.49                                | \$ 0.44              | \$1.34                  | \$ 0.90              |
| Income from discontinued operations                           | -                                     | -                    | -                       | 0.02                 |
| Net income  | \$0.49                                | \$ 0.44              | \$1.34                  | \$ 0.92              |

See accompanying notes.





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

|  | Three Months Ended |          | Nine Months Ended |           |
|--|--------------------|----------|-------------------|-----------|
|  | December           | December | December          | December  |
|  | 31,                | 31,      | 31,               | 31,       |
|  | 2012               | 2011     | 2012              | 2011      |
|  | (In thousands)     |          |                   |           |
| Net income   | \$9,579            | \$ 8,515 | \$26,267          | \$ 17,970 |
| Other comprehensive income (loss), net of tax:   |                    |          |                   |           |
| Foreign currency translation adjustments   | 2,604              | (3,597 ) | (40 )             | (8,047 )  |
| Change in derivatives qualifying as hedges, net of deferred tax (benefit) expense of (\$89), (\$3), (\$158), and \$3 * | (138 )             | (36 )    | (326 )            | 36        |
| Adjustments:   |                    |          |                   |           |
| Unrealized holding gain arising during the period, net of deferred taxes of \$0 *                                      | 194                | 610      | 489               | 198       |
| Reclassification adjustment for (loss) gain included in net income, net of deferred tax expense of \$0 *               | (253 )             | 32       | (400 )            | 157       |
| Net change in unrealized gain (loss) on investments  | (59 )              | 642      | 89                | 355       |
| Total other comprehensive income (loss)  | 2,407              | (2,991 ) | (277 )            | (7,656 )  |
| Comprehensive income   | \$11,986           | 5,524    | \$25,990          | \$ 10,314 |

\* The zero net deferred tax benefit related to the change in derivatives for our domestic subsidiaries qualifying as hedges, unrealized holding gains and losses, and reclassification adjustments during the three and nine months ended December 31, 2012 and 2011 is due to the related deferred tax asset valuation allowance.

See accompanying notes.

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

|   | Nine Months Ended |              |
|---|-------------------|--------------|
|   | December          |              |
|   | 31,               | December 31, |
|   | 2012              | 2011         |
|   | (In thousands)    |              |
| <b>OPERATING ACTIVITIES:</b>  |                   |              |
| Net income  | \$26,267          | \$ 17,970    |
| Adjustments to reconcile net income to net cash provided by operating activities: |                   |              |
| Income from discontinued operations   | -                 | (409 )       |
| Depreciation and amortization   | 9,116             | 8,609        |
| Deferred income taxes and related valuation allowance                             | 153               | 378          |
| Gain on sale of real estate/investments   | (431 )            | (1,909 )     |
| Gain on re-measurement of investment  | -                 | (850 )       |
| Stock-based compensation  | 2,474             | 2,246        |
| Amortization of deferred financing costs  | 226               | 289          |
| Changes in operating assets and liabilities:                                      |                   |              |
| Trade accounts receivable   | 9,330             | (775 )       |
| Inventories   | 4,129             | (14,011 )    |
| Prepaid expenses and other  | (345 )            | 2,440        |
| Other assets  | 415               | 332          |
| Trade accounts payable  | (8,835 )          | 927          |
| Accrued and non-current liabilities   | (16,212 )         | (1,774 )     |
| Net cash provided by operating activities   | 26,287            | 13,463       |
| <b>INVESTING ACTIVITIES:</b>  |                   |              |
| Proceeds from sale of marketable securities                                       | 4,907             | 5,747        |
| Purchases of marketable securities  | (2,724 )          | (4,503 )     |
| Capital expenditures  | (7,139 )          | (10,464 )    |
| Purchase of businesses  | -                 | (3,356 )     |
| Proceeds from sale of assets  | 2,357             | 1,971        |
| Net cash used for investing activities from continuing operations                 | (2,599 )          | (10,605 )    |
| Net cash provided by investing activities from discontinued operations            | -                 | 409          |
| Net cash used for investing activities  | (2,599 )          | (10,196 )    |
| <b>FINANCING ACTIVITIES:</b>  |                   |              |
| Proceeds from exercise of stock options   | 232               | 1,733        |
| Net payments under lines-of-credit  | (52 )             | (238 )       |
| Repayment of debt   | (592 )            | (488 )       |
| Payment of deferred financing costs   | (684 )            | -            |
| Change in ESOP guarantee  | 318               | 324          |
| Net cash (used for) provided by financing activities                              | (778 )            | 1,331        |
| Effect of exchange rate changes on cash   | (446 )            | (2,704 )     |
| Net change in cash and cash equivalents   | 22,464            | 1,894        |
| Cash and cash equivalents at beginning of period                                  | 89,473            | 80,139       |
| Cash and cash equivalents at end of period  | \$ 111,937        | \$ 82,033    |

Supplementary cash flow data:

|                                   |          |           |
|-----------------------------------|----------|-----------|
| Interest paid                     | \$10,227 | \$ 10,202 |
| Income taxes paid, net of refunds | \$3,591  | \$ 5,272  |

See accompanying notes.

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COLUMBUS MCKINNON CORPORATION  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)  
December 31, 2012

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, 2012, the results of its operations for the three and nine month periods ended December 31, 2012 and December 31, 2011, and cash flows for the nine months ended December 31, 2012 and December 31, 2011, have been included. Results for the period ended December 31, 2012 are not necessarily indicative of the results that may be expected for the year ending March 31, 2013. The balance sheet at March 31, 2012 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, 2012.

The Company is a leading designer, marketer and manufacturer of material handling products and services which efficiently and safely move, lift, position and secure material. Key products include hoists, rigging tools, cranes, 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. During the three and nine months ended December 31, 2012, approximately 54% and 56% of sales were to customers in the U.S., respectively.

2. Divestitures

Income from discontinued operations presented in the condensed consolidated statements of operations and retained earnings for the three and nine month period ending December 31, 2011 includes payments received on a note receivable related to the Company's fiscal 2002 disposal of Automatic Systems, Inc. The note was collected in full during the three months ended June 30, 2012.

During the nine months ended December 31, 2012 the Company sold certain assets of the Gaffey division of Crane Equipment and Service, Inc. The sale of the Gaffey assets did not have a material effect on the Company's financial statements for the three and nine months ended December 31, 2012 and therefore was not reclassified as a discontinued operation.

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. The Company uses quoted prices in an inactive market when valuing its Subordinated Debt, represented by the 7 7/8% Notes and, consequently, the fair value is based on Level 2 inputs. The carrying values of the Company's senior debt and notes payable to banks approximate fair value based on current market interest rates for debt instruments of similar credit standing and, consequently, their fair values are based on Level 2 inputs. As of December 31, 2012, the Company's assets and liabilities measured or disclosed at fair value on recurring bases were as follows (in thousands):

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| Description                                   | Fair value measurements at reporting date using |  |   |  |
|---|---|--|---|--|
|   | At<br>December<br>31,<br>2012                   | Quoted prices in<br>active markets<br>for<br>identical assets<br>(Level 1) | Significant<br>other<br>observable<br>inputs<br>(Level 2) | Significant<br>unobservable<br>inputs<br>(Level 3) |
| Assets/(Liabilities) measured at fair value:  |   |  |   |  |
| Marketable securities                         | \$23,699  | \$ 23,699  | \$ -  | \$ -   |
| Derivative liabilities                        | (742 )  | -  | (742 )  | -  |
| Other equity investments                      | 1,176   | 1,176  | -   | -  |
| Assets/(Liabilities) disclosed at fair value: |   |  |   |  |
| Subordinated debt                             | \$(160,875 )                                    | \$ -   | \$ (160,875 )   | \$ -   |
| Senior debt                                   | (3,989 )  | -  | (3,989 )  | -  |

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 certain 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 three or nine month periods ended December 31, 2012.

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## 4. Inventories

Inventories consisted of the following (in thousands):

|                               | December<br>31,<br>2012 | March 31,<br>2012 |
|-------------------------------|-------------------------|-------------------|
| At cost - FIFO basis:         |                         |                   |
| Raw materials                 | \$ 58,095               | \$ 59,252         |
| Work-in-process               | 11,579                  | 18,952            |
| Finished goods                | 52,793                  | 49,315            |
|                               | 122,467                 | 127,519           |
| LIFO cost less than FIFO cost | (20,936)                | (19,464)          |
| Net inventories               | \$ 101,531              | \$ 108,055        |

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 and fixed income 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 income (loss) in the shareholders' equity section of the balance sheet unless unrealized losses are deemed to be other than temporary. In such instances, 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 nine months ended December 31, 2012 or December 31, 2011.

The following is a summary of available-for-sale securities at December 31, 2012 (in thousands):

|                       | Cost     | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair<br>Value |
|-----------------------|----------|------------------------------|-------------------------------|----------------------------|
| Marketable securities | \$21,385 | \$ 2,320                     | \$ 6                          | \$ 23,699                  |





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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, 2012 are as follows (in thousands):

|  | Aggregate<br>Fair Value | Unrealized<br>Losses |
|--|-------------------------|----------------------|
| Securities in a continuous loss position for less than 12 months | \$1,125                 | \$6                  |
| Securities in a continuous loss position for more than 12 months | -                       | -                    |
|  | \$1,125                 | \$6                  |

Net realized gains related to sales of marketable securities were \$147,000 and \$31,000, in the three-month periods ended December 31, 2012 and December 31, 2011, respectively and \$399,000 and \$152,000 for the nine month periods then ended, respectively.

The following is a summary of available-for-sale securities at March 31, 2012 (in thousands):

|                       | Cost     | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Estimated<br>Fair Value |
|-----------------------|----------|------------------------------|-------------------------------|-------------------------|
| Marketable securities | \$23,183 | \$ 2,249                     | \$ 39                         | \$25,393                |

## 6. Goodwill and Intangible Assets

Goodwill is not amortized but is tested for impairment at least annually or when indicators of impairment are identified, 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 reviewed regularly, 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, 2012 and March 31, 2012.

When we evaluate the potential for goodwill impairment, we assess a range of qualitative factors including, but not limited to, macroeconomic conditions, industry conditions, the competitive environment, changes in the market for our products and services, regulatory and political developments, entity specific factors such as strategy and changes in key personnel and overall financial performance. If, after completing this assessment, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value, we proceed to a two-step impairment test.

In accordance with ASC Topic 350-20-35-3, the assessment of goodwill for impairment 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.

We performed our qualitative assessment including consideration of relevant events and circumstances impacting each of our reporting units during the fourth quarter of fiscal year 2012 and determined it was not more likely than not that

the fair value of each of our reporting units was less than its applicable carrying value. Accordingly, we did not perform the two-step goodwill impairment test for any of our reporting units.

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Future impairment indicators, such as declines in forecasted cash flows, may cause additional significant impairment charges. Impairment indicators could be based on such factors as 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, 2012 is as follows (in thousands):

|                              |            |
|------------------------------|------------|
| Balance at April 1, 2012     | \$ 106,435 |
| Currency translation         | (374 )     |
| Balance at December 31, 2012 | \$ 106,061 |

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.

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

|                        | December 31, 2012     |                          |          | March 31, 2012        |                          |          |
|------------------------|-----------------------|--------------------------|----------|-----------------------|--------------------------|----------|
|                        | Gross Carrying Amount | Accumulated Amortization | Net      | Gross Carrying Amount | Accumulated Amortization | Net      |
| Trademark              | \$5,720               | \$ (1,332 )              | \$4,388  | \$5,783               | \$ (1,109 )              | \$4,674  |
| Customer relationships | 14,605                | (5,723 )                 | 8,882    | 14,808                | (4,693 )                 | 10,115   |
| Other                  | 1,378                 | (367 )                   | 1,011    | 1,267                 | (265 )                   | 1,002    |
| Total                  | \$21,703              | \$ (7,422 )              | \$14,281 | \$21,858              | \$ (6,067 )              | \$15,791 |

Based on the current amount of identifiable intangible assets, the estimated amortization expense for each of the fiscal years 2013 through 2017 is expected to be in a range of \$1,700,000 to \$1,900,000.

## 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 loss (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 and retained earnings.

The Company has foreign currency forward agreements and cross-currency swaps 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 \$4,554,000 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 recorded foreign currency liabilities due to changes in foreign exchange rates at the settlement date. The notional amount of those derivatives is \$2,803,000 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 and sales, including multi-year contracts related to capital project sales, denominated in a foreign currency. The notional amount of those derivatives is \$9,392,000 and all contracts mature within twenty one months of December 31, 2012.

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. The Company has derivative contracts with three different counterparties as of December 31, 2012.

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The following is the effect of derivative instruments on the condensed consolidated statement of operations for the three months ended December 31, 2012 and 2011 (in thousands):

| December 31, | Derivatives Designated as<br>Cash Flow Hedges | (Loss)/Gain<br>Recognized (1) | Location of<br>Gain/(Loss)<br>Recognized in Income<br>on Derivatives | (Loss)/Gain<br>Reclassified<br>(2) |
|--------------|---|-------------------------------|--|------------------------------------|
| 2012         | Foreign exchange contracts                    | \$ (128 )                     | Cost of products sold  | \$ 10                              |
| 2011         | Foreign exchange contracts                    | \$ 36                         | Cost of products sold  | \$ 75                              |

(1) Recognized in Other Comprehensive Loss (AOCL) on Derivatives (Effective Portion)

(2) Reclassified from AOCL into Income (Effective Portion)

| December 31, | Derivatives<br>Not<br>Designated as<br>Hedging<br>Instruments | Location of Gain<br>Recognized in<br>Income on<br>Derivatives | Gain Recognized<br>in Income on<br>Derivatives |
|--------------|---|---|--|
| 2012         | Foreign exchange<br>contracts                                 | Foreign currency<br>exchange gain (loss)                      | \$ (276 )                                      |
| 2011         | Foreign exchange<br>contracts                                 | Foreign currency<br>exchange gain                             | \$ (1 )  |

The following is the effect of derivative instruments on the condensed consolidated statement of operations for the nine months ended December 31, 2012 and 2011 (in thousands):

| December 31, | Derivatives Designated as<br>Cash Flow Hedges | (Loss)/Gain<br>Recognized (3) | Location of<br>Gain/(Loss)<br>Recognized in Income<br>on Derivatives | Gain Reclassified<br>(4) |
|--------------|---|-------------------------------|--|--------------------------|
| 2012         | Foreign exchange contracts                    | \$ (201 )                     | Cost of products sold  | \$ 125                   |
| 2011         | Foreign exchange contracts                    | \$ 171                        | Cost of products sold  | \$ 138                   |

(3) Recognized in AOCL on Derivatives (Effective Portion)

(4) Reclassified from AOCL into Income (Effective Portion)

| December 31, | Derivatives<br>Not<br>Designated as<br>Hedging<br>Instruments | Location of Gain<br>Recognized in<br>Income on<br>Derivatives | Gain Recognized<br>in Income on<br>Derivatives |
|--------------|---|---|--|
| 2012         | Foreign exchange<br>contracts                                 | Foreign currency<br>exchange gain                             | \$ 258   |
| 2011         | Foreign exchange<br>contracts                                 | Foreign currency<br>exchange gain                             | \$ 987   |

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As of December 31, 2012, 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, 2012 (in thousands):

| Derivatives Designated as Hedging Instruments     | Balance Sheet Location | Fair Value of Asset (Liability) |
|---|------------------------|---------------------------------|
| Foreign exchange contracts                        | Other Assets           | \$ 2                            |
| Foreign exchange contracts                        | Accrued Liabilities    | \$ (516 )                       |
| Derivatives Not Designated as Hedging Instruments |                        |                                 |
| Derivatives Not Designated as Hedging Instruments | Balance Sheet Location | Fair Value of Asset (Liability) |
| Foreign exchange contracts                        | Other Assets           | \$ 9                            |
| Foreign exchange contracts                        | Accrued Liabilities    | \$ (237 )                       |

## 8. Debt

The Company entered into a fifth amended, restated and expanded revolving credit facility dated October 19, 2012 (New Revolving Credit Facility). The New Revolving Credit Facility provides availability up to a maximum of \$100,000,000 and has an initial term ending October 31, 2017.

Provided there is no default, the Company may request an increase in the availability of the New Revolving Credit Facility by an amount not exceeding \$75,000,000, subject to lender approval. The unused portion of the New Revolving Credit Facility totaled \$88,530,000 net of outstanding borrowings of \$0 and outstanding letters of credit of \$11,470,000 as of December 31, 2012. The outstanding letters of credit at December 31, 2012 consisted of \$2,362,000 in commercial letters of credit and \$9,108,000 of standby letters of credit. Interest on the revolver is payable at varying Eurodollar rates based on LIBOR plus an applicable margin of 100 basis points or at a Base Rate (equivalent to a fluctuating rate per annum equal to the higher of (a) the Federal Funds Rate plus 1/2 of 1% and (b) the rate of interest in effect for such day as publicly announced from time to time by Bank of America as its "prime rate.") plus 0 basis points. The applicable margin is determined based on the pricing grid in the New Revolving Credit Facility which varies based on the Company's total leverage ratio at December 31, 2012. The New Revolving Credit Facility is secured by all U.S. inventory, receivables, equipment, real property, subsidiary stock (limited to 65% of non-U.S. subsidiaries) and intellectual property.

The corresponding credit agreement associated with the New 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, 2012. Key financial covenants include a minimum fixed charge coverage ratio of 1.25x, a maximum total leverage ratio, net of cash, of 3.50x and maximum annual capital expenditures of \$30,000,000.

At March 31, 2012, the Company had entered into an amended, restated and expanded revolving credit facility dated December 31, 2009. The Revolving Credit Facility provided availability up to a maximum of \$85,000,000 and had an initial term ending December 31, 2013. The Revolving Credit Facility was replaced by the New Revolving Credit Facility on October 19, 2012.

On January 25, 2011, the Company issued \$150,000,000 principal amount of 7 7/8% Senior Subordinated Notes due 2019 in a private placement pursuant to Rule 144A under the Securities Act of 1933, as amended (Unregistered 7 7/8% Notes). The offering price of the Unregistered 7 7/8% Notes was 98.545% of par after adjustment for original

issue discount.

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Provisions of the Unregistered 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 Unregistered 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 Unregistered 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 Unregistered 7 7/8% Notes may require the Company to repurchase all or a portion of such holder's Unregistered 7 7/8% Notes at a purchase price equal to 101% of the principal amount thereof. The Unregistered 7 7/8% Notes are guaranteed by certain existing and future U.S. subsidiaries and are not subject to any sinking fund requirements.

On June 2, 2011 the Company exchanged \$150,000,000 of its outstanding Unregistered 7 7/8% Notes due 2019 for a like principal amount of its 7 7/8% Notes due 2019, registered under the Securities Act of 1933, as amended (7 7/8% Notes). All of the Unregistered 7 7/8% Senior Subordinated Notes due 2019 were exchanged in the transaction. The 7 7/8% Notes contain identical terms and provisions as the Unregistered 7 7/8% Notes.

The Company's Notes payable to banks consist primarily of draws against unsecured non-U.S. lines of credit. The Company's other senior debt consists primarily of capital lease obligations.

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, 2012, unsecured credit lines totaled approximately \$8,126,000, of which \$0 was drawn. In addition to the above facilities, one of our foreign subsidiaries has a credit line secured by a parent company guarantee. This credit line provides availability of up to \$963,000, of which \$0 was drawn as of December 31, 2012.

Refer to the Company's consolidated financial statements included in its annual report on Form 10-K for the year ended March 31, 2012 for further information on its debt arrangements.

#### 9. 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<br>December 31, 2012 |          | Nine Months Ended<br>December 31, 2011 |          |
|--------------------------------|---|----------|--|----------|
|                                | 2012                                    | 2011     | 2012                                   | 2011     |
| Service costs                  | \$623                                   | \$846    | \$1,869                                | \$2,537  |
| Interest cost                  | 2,481                                   | 2,507    | 7,443                                  | 7,521    |
| Expected return on plan assets | (2,803 )                                | (2,689 ) | (8,410 )                               | (8,065 ) |
| Net amortization               | 1,558                                   | 1,004    | 4,675                                  | 3,012    |
| Curtailement (see below)       | -                                       | -        | -                                      | 1,172    |
| Net periodic pension cost      | \$1,859                                 | \$1,668  | \$5,577                                | \$6,177  |

The Company currently plans to contribute approximately \$10,400,000 to its pension plans in fiscal 2013.





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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<br>December 31, 2012 |       | Nine Months Ended<br>December 31, 2011 |       |
|----------------------------------|---|-------|--|-------|
|                                  | 2012                                    | 2011  | 2012                                   | 2011  |
| Interest cost                    | \$78                                    | \$120 | \$234                                  | \$359 |
| Amortization of plan net losses  | 36                                      | 82    | 107                                    | 246   |
| Net periodic postretirement cost | \$114                                   | \$202 | \$341                                  | \$605 |

During the nine months ended December 31, 2011, the Company completed negotiations with one of its labor unions which resulted in an amendment to one of its pension plans. The Company recorded within cost of products sold for the nine months ended December 31, 2011 a curtailment charge of \$1,172,000 resulting from the amendment.

For additional information on the Company's defined benefit pension and postretirement benefit plans, refer to the consolidated financial statements included in the Company's annual report on Form 10-K for the year ended March 31, 2012.

#### 10. Earnings Per Share

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

|  | Three months ended<br>December 31, |          | Nine Months Ended<br>December 31, |           |
|--|------------------------------------|----------|-----------------------------------|-----------|
|  | 2012                               | 2011     | 2012                              | 2011      |
| Numerator for basic and diluted earnings per share:  |                                    |          |                                   |           |
| Net income   | \$9,579                            | \$ 8,515 | \$26,267                          | \$ 17,970 |
| Denominators:  |                                    |          |                                   |           |
| Weighted-average common stock outstanding – denominator for basic EPS                                    | 19,451                             | 19,313   | 19,406                            | 19,256    |
| Effect of dilutive employee stock options and other share-based awards                                   | 246                                | 175      | 214                               | 270       |
| Adjusted weighted-average common stock outstanding and assumed conversions – denominator for diluted EPS | 19,697                             | 19,488   | 19,620                            | 19,526    |

Stock options and performance shares amounting to 275,000 and 448,000 common shares for the three month periods ended December 31, 2012 and 2011, respectively were not included in the computation of diluted earnings per share because they were antidilutive. Stock options and performance shares amounting to 275,000 and 215,000 common shares for the nine month periods ended December 31, 2012, and 2011, respectively were not included in the computation of diluted earnings per share respectively, because they were antidilutive.

On July 26, 2010, the shareholders of the Company approved the 2010 Long Term Incentive Plan ("LTIP"). The Company grants share based compensation to eligible participants under the LTIP. The total number of shares of common stock with respect to which awards may be granted under the plan is 1,250,000 including shares not previously authorized for issuance under any of the Prior Stock Plans and any shares not issued or subject to outstanding awards under the Prior Stock Plans.



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During the first nine months of fiscal 2013 and 2012, a total of 30,798 and 165,544 shares of common stock were issued upon the exercising of stock options related to the Company's stock option plans. During the fiscal year ended March 31, 2012, 49,254 shares of restricted stock vested and were issued.

Refer to the Company's consolidated financial statements included in its Form 10-K for the year ended March 31, 2012 for further information on its earnings per share and stock plans.

11. Loss Contingencies

Like many industrial manufacturers, the Company is involved in asbestos-related litigation. In continually evaluating costs relating to its estimated asbestos-related liability, the Company reviews, among other things, the incidence of past and recent claims, the historical case dismissal rate, the mix of the claimed illnesses and occupations of the plaintiffs, its recent and historical resolution of the cases, the number of cases pending against it, the status and results of broad-based settlement discussions, and the number of years such activity might continue. Based on this 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 \$8,000,000 and \$13,000,000 using actuarial parameters of continued claims for a period of 18 to 30 years from December 31, 2012. 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 \$10,700,000, which has been reflected as a liability in the consolidated financial statements as of December 31, 2012. The recorded liability does not consider the impact of any potential favorable federal legislation. 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 settlement costs and legal fees of approximately \$2,000,000 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 effect on the financial condition of the Company or its liquidity, although the effect of any future liabilities recorded could be material to earnings in a future period.

The Company is also involved in other unresolved legal actions that arise in the normal course of business. The most prevalent of these unresolved actions involve disputes related to product design, manufacture and performance liability. The Company's estimation of its product-related aggregate liability that is probable and estimable, in accordance with U.S. generally accepted accounting principles approximates \$6,400,000, which has been reflected as a liability in the consolidated financial statements as of December 31, 2012. In some cases, we cannot reasonably estimate a range of loss because there is insufficient information regarding the matter. Management believes that the potential additional costs for claims will not have a material effect on the financial condition of the Company or its liquidity, although the effect of any future liabilities recorded could be material to earnings in a future period.

The total asbestos-related and product-related liability approximates \$17,100,000 at December 31, 2012 and \$20,500,000 at March 31, 2012. The decrease in these liabilities primarily resulted from the Company's implementation of a defensive strategy that is beginning to yield a higher dismissal rate than in the past year.

12. Restructuring Charges

The Company did not incur any restructuring costs during the three and nine months ended December 31, 2012. The Company incurred \$430,000 in restructuring costs for the nine months ended December 31, 2011 primarily related to workforce reductions at one of its European facilities.

During the three and nine months period ended December 31, 2011 the Company recognized a net gain of \$1,467,000 on the sale of one of its previously closed manufacturing facilities. These net gains were recorded as a credit to restructuring expense in both periods.

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## 13. Income Taxes

Income tax expense as a percentage of income from continuing operations before income tax expense was 11% and 16% for the three month periods ended December 31, 2012 and 2011, respectively and 15% and 25% for the nine-month periods then ended, 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. We estimate that the effective tax rate related to continuing operations will be approximately 13% to 17% for fiscal 2013 based on the forecasted jurisdictional mix of taxable income.

During the fiscal year ended March 31, 2011, the Company recorded a non-cash charge of \$42,983,000 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 and three of the Company's international subsidiaries was necessary. 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. 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.

## 14. Summary Financial Information

The following information (in thousands) sets forth the condensed consolidating summary financial information of the parent and guarantors, which guarantee the 7 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, 2012                    | Parent     | Guarantors | Non<br>Guarantors | Eliminations  | Consolidated |
|--|------------|------------|-------------------|---------------|--------------|
| Current assets:                            |            |            |                   |               |              |
| Cash and cash equivalents                  | \$ 67,255  | \$ -       | \$ 44,682         | \$ -          | \$ 111,937   |
| Trade accounts receivable                  | 37,475     | 3,803      | 37,432            | -             | 78,710       |
| Inventories                                | 29,851     | 16,343     | 55,337            | -             | 101,531      |
| Other current assets                       | 4,402      | 534        | 4,175             | -             | 9,111        |
| Total current assets                       | 138,983    | 20,680     | 141,626           | -             | 301,289      |
| Property, plant, and equipment, net        | 34,199     | 11,791     | 14,775            | -             | 60,765       |
| Goodwill and other intangibles, net        | 40,960     | 31,025     | 48,357            | -             | 120,342      |
| Intercompany                               | (184 )     | 63,175     | (61,728 )         | (1,263 )      | -            |
| Other assets                               | 6,400      | 783        | 26,163            | -             | 33,346       |
| Investment in subsidiaries                 | 203,753    | -          | -                 | (203,753 )    | -            |
| Total assets                               | \$ 424,111 | \$ 127,454 | \$ 169,193        | \$ (205,016 ) | \$ 515,742   |
| Current liabilities                        |            |            |                   |               |              |
|  | 34,755     | 11,374     | 38,155            | (1,263 )      | 83,021       |
| Long-term debt, less current portion       |            |            |                   |               |              |
|  | 148,345    | 1,731      | 1,150             | -             | 151,226      |
| Other non-current liabilities              | 51,551     | 6,782      | 33,702            | -             | 92,035       |
| Total liabilities                          | 234,651    | 19,887     | 73,007            | (1,263 )      | 326,282      |
| Shareholders' equity                       | 189,460    | 107,567    | 96,186            | (203,753 )    | 189,460      |
| Total liabilities and shareholders' equity | \$ 424,111 | \$ 127,454 | \$ 169,193        | \$ (205,016 ) | \$ 515,742   |



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For the Three months ended December 31, 2012

|   | Parent   | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|---|----------|------------|-------------------|--------------|--------------|
| Net sales   | \$63,278 | \$34,323   | \$68,439          | \$(12,815 )  | \$153,225    |
| Cost of products sold   | 44,711   | 27,904     | 49,628            | (12,815 )    | 109,428      |
| Gross profit  | 18,567   | 6,419      | 18,811            | -            | 43,797       |
| Selling, general and administrative expenses                          | 9,732    | 4,866      | 14,517            | -            | 29,115       |
| Amortization of intangibles   | 26       | -          | 467               | -            | 493          |
|   | 9,758    | 4,866      | 14,984            | -            | 29,608       |
| Income from operations  | 8,809    | 1,553      | 3,827             | -            | 14,189       |
| Interest and debt expense   | 3,863    | (532 )     | 82                | -            | 3,413        |
| Other (income) and expense, net                                       | (991 )   | (180 )     | 1,175             | -            | 4            |
| Income before income tax expense and equity in income of subsidiaries | 5,937    | 2,265      | 2,570             | -            | 10,772       |
| Income tax expense (benefit)  | 250      | (80 )      | 1,023             | -            | 1,193        |
| Equity in income from continuing operations of subsidiaries           | 3,892    | -          | -                 | (3,892 )     | -            |
| Net income  | \$9,579  | \$2,345    | \$1,547           | \$(3,892 )   | \$9,579      |

For the Nine Months Ended December 31, 2012

|   | Parent    | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|---|-----------|------------|-------------------|--------------|--------------|
| Net sales   | \$180,008 | \$117,522  | \$195,625         | \$(40,445 )  | \$452,710    |
| Cost of products sold   | 128,941   | 97,740     | 136,451           | (40,445 )    | 322,687      |
| Gross profit  | 51,067    | 19,782     | 59,174            | -            | 130,023      |
| Selling, general and administrative expenses                          | 30,061    | 15,997     | 42,594            | -            | 88,652       |
| Restructuring charges   | -         | -          | -                 | -            | -            |
| Amortization of intangibles   | 73        | -          | 1,408             | -            | 1,481        |
|   | 30,134    | 15,997     | 44,002            | -            | 90,133       |
| Income from operations  | 20,933    | 3,785      | 15,172            | -            | 39,890       |
| Interest and debt expense   | 9,961     | 152        | 305               | -            | 10,418       |
| Other (income) and expense, net                                       | (1,161 )  | (164 )     | 26                | -            | (1,299 )     |
| Income before income tax expense and equity in income of subsidiaries | 12,133    | 3,797      | 14,841            | -            | 30,771       |
| Income tax (benefit) expense  | 17        | -          | 4,487             | -            | 4,504        |
| Equity in income from continuing operations of subsidiaries           | 14,151    | -          | -                 | (14,151 )    | -            |
| Net income  | \$26,267  | \$3,797    | \$10,354          | \$(14,151 )  | \$26,267     |



IndexFor the Three Months Ended December 31,  
2012

|  | Parent  | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|--|---------|------------|-------------------|--------------|--------------|
| Net income   | \$9,579 | \$2,345    | \$1,547           | \$ (3,892 )  | \$ 9,579     |
| Other comprehensive income (loss), net of tax:   |         |            |                   |              |              |
| Foreign currency translation adjustments   | -       | -          | 2,604             | -            | 2,604        |
| Change in derivatives qualifying as hedges, net of deferred tax expense                  | (161 )  | -          | 23                | -            | (138 )       |
| Adjustments:   |         |            |                   |              |              |
| Unrealized holding gain arising during the period, net of deferred tax expense           | -       | -          | 194               | -            | 194          |
| Reclassification adjustment for gain included in net income, net of deferred tax expense | -       | -          | (253 )            | -            | (253 )       |
| Total adjustments  | -       | -          | (59 )             | -            | (59 )        |
| Total other comprehensive income   | (161 )  | -          | 2,568             | -            | 2,407        |
| Comprehensive income   | \$9,418 | \$2,345    | \$4,115           | \$ (3,892 )  | \$ 11,986    |

For the Nine Months Ended December 31,  
2012

|  | Parent   | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|--|----------|------------|-------------------|--------------|--------------|
| Net income   | \$26,267 | \$3,797    | \$10,354          | \$ (14,151 ) | \$ 26,267    |
| Other comprehensive income (loss), net of tax:   |          |            |                   |              |              |
| Foreign currency translation adjustments   | -        | -          | (40 )             | -            | (40 )        |
| Change in derivatives qualifying as hedges, net of deferred tax expense                  | (118 )   | -          | (208 )            | -            | (326 )       |
| Adjustments:   |          |            |                   |              |              |
| Unrealized holding gain arising during the period, net of deferred tax expense           | -        | -          | 489               | -            | 489          |
| Reclassification adjustment for gain included in net income, net of deferred tax expense | -        | -          | (400 )            | -            | (400 )       |
| Total adjustments  | -        | -          | 89                | -            | 89           |
| Total other comprehensive income (loss)  | (118 )   | -          | (159 )            | -            | (277 )       |
| Comprehensive income   | \$26,149 | \$3,797    | \$10,195          | \$ (14,151 ) | \$ 25,990    |

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For the Nine Months Ended December 31, 2012

|  | Parent    | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|--|-----------|------------|-------------------|--------------|--------------|
| Operating activities:                                |           |            |                   |              |              |
| Net cash provided by (used for) operating activities | \$ 15,908 | \$(1,715 ) | \$ 12,094         | \$ -         | \$ 26,287    |
| Investing activities:                                |           |            |                   |              |              |
| Purchase of marketable securities, net               | -         | -          | 2,183             | -            | 2,183        |
| Capital expenditures                                 | (4,683 )  | (445 )     | (2,011 )          | -            | (7,139 )     |
| Proceeds from sale of assets                         | -         | 2,357      | -                 | -            | 2,357        |
| Net cash (used for) provided by investing activities | (4,683 )  | 1,912      | 172               | -            | (2,599 )     |
| Financing activities:                                |           |            |                   |              |              |
| Proceeds from stock options exercised                | 232       | -          | -                 | -            | 232          |
| Net payments under lines-of-credit                   | -         | -          | (52 )             | -            | (52 )        |
| Other  | (160 )    | (202 )     | (596 )            | -            | (958 )       |
| Net cash provided by (used for) financing activities | 72        | (202 )     | (648 )            | -            | (778 )       |
| Effect of exchange rate changes on cash              | -         | -          | (446 )            | -            | (446 )       |
| Net change in cash and cash equivalents              | 11,297    | (5 )       | 11,172            | -            | 22,464       |
| Cash and cash equivalents at beginning of period     | 55,958    | 5          | 33,510            | -            | 89,473       |
| Cash and cash equivalents at end of period           | \$ 67,255 | \$-        | \$ 44,682         | \$ -         | \$ 111,937   |

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| As of March 31, 2012                       | Parent    | Guarantors | Non<br>Guarantors | Eliminations  | Consolidated |
|--|-----------|------------|-------------------|---------------|--------------|
| Current assets:                            |           |            |                   |               |              |
| Cash and cash equivalents                  | \$55,958  | \$5        | \$33,510          | \$ -          | \$ 89,473    |
| Trade accounts receivable                  | 44,375    | 5,579      | 38,688            | -             | 88,642       |
| Inventories                                | 29,161    | 20,087     | 61,347            | (2,540 )      | 108,055      |
| Prepaid expenses                           | 5,398     | 502        | 4,004             | 545           | 10,449       |
| Total current assets                       | 134,892   | 26,173     | 137,549           | (1,995 )      | 296,619      |
| Property, plant, and equipment, net        | 32,679    | 13,050     | 15,980            | -             | 61,709       |
| Goodwill and other intangibles, net        | 40,906    | 31,025     | 50,295            | -             | 122,226      |
| Intercompany                               | (41,502 ) | 102,471    | (61,149 )         | 180           | -            |
| Other non-current assets                   | 6,449     | 784        | 27,620            | -             | 34,853       |
| Investment in subsidiaries                 | 228,138   | -          | -                 | (228,138 )    | -            |
| Total assets                               | \$401,562 | \$173,503  | \$170,295         | \$ (229,953 ) | \$ 515,407   |
| Current liabilities                        |           |            |                   |               |              |
| Long-term debt, less current portion       | \$37,480  | \$18,772   | \$49,472          | \$ (1,815 )   | \$ 103,909   |
| Other non-current liabilities              | 148,140   | 1,961      | 1,788             | -             | 151,889      |
| Total liabilities                          | 55,476    | 6,842      | 36,825            | -             | 99,143       |
| Shareholders' equity                       | 241,096   | 27,575     | 88,085            | (1,815 )      | 354,941      |
| Total liabilities and shareholders' equity | 160,466   | 145,928    | 82,210            | (228,138 )    | 160,466      |
|  | \$401,562 | \$173,503  | \$170,295         | \$ (229,953 ) | \$ 515,407   |

## For the Three months ended December 31, 2011

|   | Parent   | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|---|----------|------------|-------------------|--------------|--------------|
| Net sales   | \$55,631 | \$34,900   | \$65,124          | \$ (12,905 ) | \$ 142,750   |
| Cost of products sold   | 40,354   | 30,007     | 46,691            | (12,905 )    | 104,147      |
| Gross profit  | 15,277   | 4,893      | 18,433            | -            | 38,603       |
| Selling, general and administrative expenses                          | 9,357    | 5,004      | 13,224            | -            | 27,585       |
| Amortization of intangibles   | 28       | -          | 457               | -            | 485          |
|   | 7,918    | 5,004      | 13,681            | -            | 26,603       |
| Income from operations  | 7,359    | (111 )     | 4,752             | -            | 12,000       |
| Interest and debt expense   | 2,862    | 642        | 86                | -            | 3,590        |
| Other (income) and expense, net                                       | (180 )   | 15         | (1,606 )          | -            | (1,771 )     |
| Income before income tax expense and equity in income of subsidiaries | 4,677    | (768 )     | 6,272             | -            | 10,181       |
| Income tax expense  | (807 )   | -          | 2,473             | -            | 1,666        |
| Equity in income from continuing operations of subsidiaries           | 3,031    | -          | -                 | (3,031 )     | -            |
| Net income  | \$8,515  | \$(768 )   | \$3,799           | \$(3,031 )   | \$ 8,515     |

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For the Nine Months Ended December 31, 2011

|  | Parent     | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|--|------------|------------|-------------------|--------------|--------------|
| Net sales  | \$ 159,172 | 121,760    | 191,495           | (40,054 )    | \$ 432,373   |
| Cost of products sold  | 118,157    | 105,425    | 135,369           | (40,054 )    | 318,897      |
| Gross profit   | 41,015     | 16,335     | 56,126            | -            | 113,476      |
| Selling, general and administrative expenses   | 26,150     | 14,756     | 40,565            | -            | 81,471       |
| Restructuring charges  | (1,455 )   | -          | 418               | -            | (1,037 )     |
| Amortization of intangibles  | 82         | -          | 1,433             | -            | 1,515        |
|  | 24,777     | 14,756     | 42,416            | -            | 81,949       |
| Income from operations   | 16,238     | 1,579      | 13,710            | -            | 31,527       |
| Interest and debt expense  | 9,340      | 1,048      | 263               | -            | 10,651       |
| Other (income) and expense, net  | (586 )     | 33         | (2,030 )          | -            | (2,583 )     |
| Income from continuing operations before<br>income tax expense and equity in income of<br>subsidiaries | 7,484      | 498        | 15,477            | -            | 23,459       |
| Income tax expense   | 557        | 169        | 5,172             | -            | 5,898        |
| Equity in income from continuing operations<br>of subsidiaries   | 10,634     | -          | -                 | (10,634 )    | -            |
| Income from continuing operations  | 17,561     | 329        | 10,305            | (10,634 )    | 17,561       |
| Gain from discontinued operations  | 409        | -          | -                 | -            | 409          |
| Net income   | \$ 17,970  | 329        | 10,305            | (10,634 )    | \$ 17,970    |

For the Three Months Ended December 31,  
2011

|   | Parent   | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|---|----------|------------|-------------------|--------------|--------------|
| Net income  | \$ 8,515 | \$(768 )   | \$ 3,799          | \$(3,031 )   | \$ 8,515     |
| Other comprehensive income (loss), net of<br>tax:   |          |            |                   |              |              |
| Foreign currency translation adjustments  | -        | -          | (3,597 )          | -            | (3,597 )     |
| Change in derivatives qualifying as hedges,<br>net of deferred tax expense                  | (82 )    | -          | 46                | -            | (36 )        |
| Adjustments:  |          |            |                   |              |              |
| Unrealized holding loss arising during the<br>period, net of deferred tax expense           | -        | -          | 610               | -            | 610          |
| Reclassification adjustment for gain included<br>in net income, net of deferred tax expense | -        | -          | 32                | -            | 32           |
| Total adjustments   | -        | -          | 642               | -            | 642          |
| Total other comprehensive income (loss)   | (82 )    | -          | (2,909 )          | -            | (2,991 )     |
| Comprehensive income (loss)   | \$ 8,433 | \$(768 )   | \$ 890            | \$(3,031 )   | \$ 5,524     |

IndexFor the Nine Months Ended December 31,  
2011

|  | Parent   | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|--|----------|------------|-------------------|--------------|--------------|
| Net income   | \$17,970 | \$329      | \$10,305          | \$(10,634)   | \$17,970     |
| Other comprehensive income (loss), net of tax:   |          |            |                   |              |              |
| Foreign currency translation adjustments   | -        | -          | (8,047)           | -            | (8,047)      |
| Change in derivatives qualifying as hedges, net of deferred tax expense                  | (10)     | -          | 46                | -            | 36           |
| Adjustments:   |          |            |                   |              |              |
| Unrealized holding loss arising during the period, net of deferred tax expense           | -        | -          | 198               | -            | 198          |
| Reclassification adjustment for gain included in net income, net of deferred tax expense | -        | -          | 157               | -            | 157          |
| Total adjustments  | -        | -          | 355               | -            | 355          |
| Total other comprehensive income (loss)  | (10)     | -          | (7,646)           | -            | (7,656)      |
| Comprehensive income   | \$17,960 | \$329      | \$2,659           | \$(10,634)   | \$10,314     |

For the Nine Months Ended December 31, 2011

|  | Parent   | Guarantors | Non<br>Guarantors | Eliminations | Consolidated |
|--|----------|------------|-------------------|--------------|--------------|
| Operating activities:  |          |            |                   |              |              |
| Net cash provided by (used for) operating activities                   | \$8,044  | \$2,942    | \$2,477           | \$-          | \$13,463     |
| Investing activities:  |          |            |                   |              |              |
| Purchase of marketable securities, net                                 | -        | -          | 1,244             | -            | 1,244        |
| Capital expenditures   | (8,553)  | (702)      | (1,209)           | -            | (10,464)     |
| Proceeds from sale of real estate, net                                 | 1,971    | -          | -                 | -            | 1,971        |
| Purchase of business, net of cash acquired                             | -        | -          | (3,356)           | -            | (3,356)      |
| Net cash provided by investing activities from discontinued operations | 409      | -          | -                 | -            | 409          |
| Net cash used for investing activities                                 | (6,173)  | (702)      | (3,321)           | -            | (10,196)     |
| Financing activities:  |          |            |                   |              |              |
| Proceeds from stock options exercised                                  | 1,733    | -          | -                 | -            | 1,733        |
| Net payments under lines-of-credit                                     | -        | -          | (238)             | -            | (238)        |
| Other  | 324      | (177)      | (311)             | -            | (164)        |
| Net cash provided by (used for) financing activities                   | 2,057    | (177)      | (549)             | -            | 1,331        |
| Effect of exchange rate changes on cash                                | -        | -          | (2,704)           | -            | (2,704)      |
| Net change in cash and cash equivalents                                | 3,928    | 2,063      | (4,097)           | -            | 1,894        |
| Cash and cash equivalents at beginning of period                       | 45,954   | 7          | 34,178            | -            | 80,139       |
| Cash and cash equivalents at end of period                             | \$49,882 | \$2,070    | \$30,081          | \$-          | \$82,033     |

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15. Effects of New Accounting Pronouncements

In October 2012, the FASB issued ASU No. 2012-04, “Technical Corrections and Improvements” which amends a wide variety of Topics in the FASB Accounting Standards Codification (“Codification”). The amendments in ASU No. 2012-04 represent changes to clarify the Codification, correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice. The adoption of ASU 2012-04 in fiscal 2013 did not have a significant impact on the Company’s condensed consolidated financial statements.

In August 2012, the FASB issued ASU No. 2012-03, “Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin (SAB) No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update)”. This update amends various SEC paragraphs pursuant to the issuance of SAB No. 114. The adoption of ASU 2012-03 did not have a significant impact on the Company’s condensed consolidated financial statements.

In July 2012, the FASB issued ASU No. 2012-02, which updated the guidance in ASC Topic 350, Intangibles – Goodwill and Other. The amendments in this Update will allow an entity to first assess qualitative factors to determine whether it is necessary to perform a quantitative impairment test. Under these amendments, an entity would not be required to calculate the fair value of an indefinite-lived intangible asset unless the entity determines, based on qualitative assessment, that it is not more likely than not, the indefinite-lived intangible asset is impaired. The amendments include a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The amendments are not expected to have an impact on our financial condition or results of operations.

In June 2011, the FASB issued ASU No. 2011-05, Presentation of Comprehensive Income (“ASU 2011-05”), effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The issuance of ASU 2011-5 is intended to improve the comparability, consistency and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. The guidance in ASU 2011-5 supersedes the presentation options in ASC Topic 220 and facilitates convergence of U.S. generally accepted accounting principles and International Financial Reporting Standards by eliminating the option to present components of other comprehensive income as part of the statement of changes in stockholders’ equity and requiring that all nonowner changes in stockholders’ equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The adoption of ASU 2011-05 in fiscal 2013 did not have a significant impact on the Company’s condensed consolidated financial statements.

In May 2011 the FASB issued ASU No. 2011-04, Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and International Financial Reporting Standards (“IFRS”) (“ASU 2011-04”). ASU 2011-04 represents the converged guidance of the FASB and the International Accounting Standards Board (the “Boards”) on fair value measurements. The collective efforts of the Boards and their staffs, reflected in ASU 2011-04, have resulted in common requirements for measuring fair value and for disclosing information about fair value measurements, including a consistent meaning of the term “fair value.” The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and IFRS. The amendments in this ASU are required to be applied prospectively, and are effective for interim and annual periods beginning after December 15, 2011. The adoption of ASU 2011-04 in fiscal 2013 did not have a significant impact on the Company’s 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 and secure material. Key products include hoists, actuators, cranes and rigging tools. The Company is focused on serving commercial and industrial applications that require the safety and quality provided by the Company's 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 137-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 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 managed through many business cycles and our solid cash flow profile has helped us grow and expand globally. We stand with a capital structure which includes sufficient cash reserves, significant revolver availability with an expiration of October 31, 2017, fixed-rate long-term debt which expires in 2019 and a solid cash flow business profile.

Additionally our revenue base is now more geographically diverse than at any time in our Company's history, with approximately 44% derived from customers outside the U.S. for the nine months ended December 31, 2012. We believe this will help balance the impact of changes that will occur in local economies as well as benefit the Company from growth in emerging markets. As in the past, we monitor both U.S. and Eurozone Industrial Capacity Utilization statistics as indicators of anticipated demand for our product. Since their June 2009 trough, these statistics have improved over the last several years but have recently declined in the Eurozone. 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, foreign currency exchange rates and activity of end-user markets around the globe.

From a strategic perspective, we are investing in global markets and new products as we focus on our greatest opportunities for growth. We maintain a strong North American market share with significant leading market positions in hoists, lifting and sling chain, forged attachments and actuators. We seek to maintain and enhance our market share by focusing our sales and marketing activities toward select North American and global market sectors including energy, construction, entertainment, mining and food processing.

Regardless of the economic climate and point in the economic cycle, we constantly explore ways to increase our operating margins as well as further improve our productivity and competitiveness. We have specific initiatives related to improved customer satisfaction, reduction of defects, shortened lead times, improved inventory turns and 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. In addition to "Lean," we are working to achieve these strategic initiatives through product simplification, the creation of centers of excellence, and improved supply chain management.



We continuously monitor market prices of steel. We purchase approximately \$30,000,000 to \$40,000,000 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 year as a result of higher scrap and alloy surcharges.

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

We operate in a highly competitive and global business environment. We face a variety of opportunities in those markets and geographies, including trends toward increased utilization of the global labor force and the expansion of market opportunities in Asia and other emerging markets. While we continue to execute our long-term growth strategy, we are supported by our solid capital structure, including our cash position and flexible cost base. We are also aggressively addressing costs and restructuring opportunities to enhance future margin opportunities.

Results of Operations

Three and Nine Months Ended December 31, 2012 and December 31, 2011

Net sales in the fiscal 2013 quarter ended December 31, 2012 were \$153,225,000, up \$10,475,000 or 7.3% from the fiscal 2012 quarter ended December 31, 2011 net sales of \$142,750,000. Net sales for the nine month period ended December 31, 2012 were \$452,710,000, up \$20,337,000 or 4.7% from the nine months ended December 31, 2011 net sales of \$432,373,000. For the three months ended December 31, 2012 net sales were positively impacted \$6,491,000 by volume and mix of products sold, \$4,922,000 by two additional shipping days and \$3,757,000 by price increases. Sales for the quarter were negatively impacted by \$2,647,000 due to net acquisition and divestiture activity and \$2,048,000 due to foreign currency translation. For the nine months ended December 31, 2012 net sales were positively impacted \$25,203,000 by volume and mix of products sold, \$12,895,000 by price increases, and \$2,581,000 by one additional shipping day. Net sales were negatively impacted \$4,026,000 by net acquisition and divestiture activity and \$16,316,000 by the impact of currency translation.

Gross profit in the fiscal 2013 quarter ended December 31, 2012 was \$43,797,000, an increase of \$5,194,000 or 13.5% from the fiscal 2012 quarter ended December 31, 2011 gross profit of \$38,603,000. Gross profit margin increased to 28.6% in the fiscal 2013 quarter from 27.0% in the fiscal 2012 quarter. Gross profit in the nine month period ended December 31, 2012 was \$130,023,000, up \$16,547,000 or 14.6% from the nine month period ended December 31, 2011 gross profit of \$113,476,000. Gross profit margin for the nine month period ending December 31, 2012 increased to 28.7% compared to 26.2% for the nine month period ending December 31, 2011.

For the quarter ended December 31, 2012 the increase in gross profit was due to \$3,757,000 in price increases, \$2,571,000 in increased volume and the impact of product sales mix, \$840,000 from net acquisition and divestiture activity, and \$586,000 of lower product liability expense, offset by material inflation of \$1,496,000 and unfavorable productivity of \$479,000. The translation of foreign currencies had a \$585,000 negative impact on gross profit in the fiscal 2013 quarter. For the nine months ended December 31, 2012 the increase in gross profit was due to \$12,895,000 in price increases, \$6,383,000 in increased volume and the impact of product sales mix, \$4,303,000 in increased productivity, \$1,874,000 from net acquisition and divestiture activity and \$1,456,000 of lower product liability expense offset by material inflation of \$5,244,000. The translation of foreign currencies had a \$5,120,000 negative impact on gross profit in fiscal 2013.

Selling expenses were \$16,390,000 and \$15,980,000 for the three months ended December 31, 2012 and 2011, respectively. Selling expenses were \$49,204,000 and \$47,515,000 for the nine months ended December 31, 2012 and 2011, respectively. For the three and nine months ended December 31, 2012 the increase was consistent with the overall increase in sales volume along with increased selling costs in developing new markets. Additionally, foreign currency translation had a \$383,000 and \$2,485,000 positive impact on selling expenses for the three and nine months ended December 31, 2012, respectively. As a percentage of consolidated net sales, selling expenses were 10.7% and 11.2% for the three months ended December 31, 2012 and 2011, respectively and 10.9% and 11.0% for the nine

month periods then ended, respectively.

General and administrative expenses were \$12,725,000 and \$11,605,000 for the three month periods ended December 31, 2012 and 2011, respectively. General and administrative expenses were \$39,448,000 and \$33,956,000 for the nine months ended December 31, 2012 and 2011. For the three months ended December 31, 2012, the increase in general and administrative expense was primarily the result of higher pension costs and investments for growth in the Asia Pacific region as well as general inflationary increases. For the nine months ended December 31, 2012 the increase in general and administrative expenses was primarily the result of investments in the Company's ERP system implementation, increased benefit costs including pension, group health, and relocation, as well as general inflationary increases. Foreign currency translation had a \$169,000 and \$1,199,000 favorable impact on general and administrative expense for the three and nine month periods ended December 31, 2012. As a percentage of consolidated net sales, general and administrative expenses were 8.3% and 8.1% for the three month periods ended December 31, 2012 and 2011, respectively and 8.7% and 7.9% for the nine month periods then ended, respectively.

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The Company did not incur any restructuring costs during the three and nine months ended December 31, 2012. The Company incurred \$430,000 in restructuring costs for the nine months ended December 31, 2011 primarily related to workforce reductions at one of its European facilities.

During the three and nine months period ended December 31, 2011 the Company recognized a net gain of \$1,467,000 on the sale of one of its previously closed manufacturing facilities. These net gains were recorded as a credit to restructuring expense in both periods.

There were no significant changes in amortization of intangibles for the three and nine months ended December 31, 2012 compared to the three and nine months ended December 31, 2011 other than the impact of foreign currency translation. Amortization of intangibles was \$493,000 and \$485,000 for the three months ended December 31, 2012 and 2011, respectively and \$1,481,000 and \$1,515,000 for the nine month periods then ended, respectively.

Interest and debt expense was \$3,413,000 and \$3,590,000 for the three months ended December 31, 2012 and 2011, respectively and \$10,418,000 and \$10,651,000 for the nine month periods then ended, respectively.

Income tax expense as a percentage of income from continuing operations before income tax expense was 11% and 16% for the three month periods ended December 31, 2012 and 2011, respectively and 15% and 25% for the nine-month periods then ended, respectively. 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. We estimate that the effective tax rate related to continuing operations will be approximately 13% to 17% for fiscal 2013 based on the forecasted jurisdictional mix of taxable income. This percentage could change if conditions are met to reverse the deferred tax asset valuation allowance.

## Liquidity and Capital Resources

Cash and cash equivalents totaled \$111,937,000 at December 31, 2012, an increase of \$22,464,000 from the March 31, 2012 balance of \$89,473,000.

### Cash flow provided by operating activities

Net cash provided by operating activities was \$26,287,000 for the nine months ended December 31, 2012 compared with net cash provided by operating activities of \$13,463,000 for the nine months ended December 31, 2011. The net cash provided by operating activities for the nine months ended December 31, 2012 consisted of \$26,267,000 in net income, which was largely due to higher gross profit, and a decrease in inventories and trade accounts receivable of \$4,129,000 and \$9,330,000 respectively, offset by a decrease in trade accounts payable and accrued and non-current liabilities of \$8,835,000 and \$16,212,000 respectively. The reduction in accrued and non-current liabilities was due to payment of the annual incentive compensation as well as a net decrease in customer deposits and sales rebates earned in fiscal year 2012 and paid in fiscal 2013.

Net cash provided by operating activities was \$13,463,000 for the nine months ended December 31, 2011. The net cash provided by operating activities for the nine months ended December 31, 2011 was primarily the result of net income from continuing operations of \$17,970,000 offset largely by an increase in inventories of \$14,011,000. The increase in inventory was primarily to meet increasing sales volume and expected future customer demand.

### Cash flow provided by investing activities

Net cash used by investing activities was \$2,599,000 for the nine months ended December 31, 2012 compared with net cash used by investing activities of \$10,196,000 for the nine months ended December 31, 2011. The net cash used

by investing activities for the nine months ended December 31, 2012 primarily consisted of \$7,139,000 in capital expenditures (of which \$2,174,000 relates to implementation of our global ERP system) partially offset by \$2,357,000 in proceeds from the sale of assets and \$2,183,000 in net proceeds from the sale of marketable equity securities.

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Net cash used by investing activities was \$10,196,000 for the nine months ended December 31, 2011. The net cash used by investing activities for the nine months ended December 31, 2011 was primarily the result of \$10,464,000 in capital expenditures (of which \$4,651,000 related to the implementation of our global ERP system).

Cash flow provided by financing activities

Net cash used by financing activities was \$778,000 for the nine months ended December 31, 2012 compared with net cash provided by financing activities of \$1,331,000 for the nine months ended December 31, 2011. The net cash provided by financing activities for the nine months ended December 31, 2011 included \$1,733,000 of proceeds from exercises of stock options.

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 and effective working capital utilization. No material restrictions exist in accessing cash held by our non-U.S. subsidiaries. Additionally we expect to meet our U.S. funding needs without repatriating non-U.S. cash and incurring the incremental U.S. taxes. As of December 31, 2012, \$44,413,000 of cash and cash equivalents were held by foreign subsidiaries.

The Company entered into a fifth amended, restated and expanded revolving credit facility on October 19, 2012 (New Revolving Credit Facility). The New Revolving Credit Facility provides availability up to a maximum of \$100,000,000 and expires October 31, 2017.

The unused portion of the Revolving Credit Facility totalled \$88,530,000, net of outstanding borrowings of \$0 and outstanding letters of credit of \$11,470,000, as of December 31, 2012. The outstanding letters of credit at December 31, 2012 consisted of \$2,362,000 in commercial letters of credit and \$9,108,000 of standby letters of credit.

Provided there is no default, the Company may request an increase in the availability of the New Revolving Credit Facility by an amount not exceeding \$75,000,000, subject to lender approval. Interest on the revolver is payable at varying Eurodollar rates based on LIBOR plus an applicable margin of 100 basis points or at a Base Rate (equivalent to a fluctuating rate per annum equal to the higher of (a) the Federal Funds Rate plus 1/2 of 1% and (b) the rate of interest in effect for such day as publicly announced from time to time by Bank of America as its "prime rate.") plus 0 basis points. The applicable margin is determined based on the pricing grid in the New Revolving Credit Facility which varies based on the Company's total leverage ratio at December 31, 2012. The New Revolving Credit Facility is secured by all U.S. inventory, receivables, equipment, real property, subsidiary stock (limited to 65% of non-U.S. subsidiaries) and intellectual property.

The corresponding credit agreement associated with the New Revolving Credit Facility places certain debt covenant restrictions on the Company, including certain financial requirements and restrictions on dividend payments, with which we are in compliance as of December 31, 2012. Key financial covenants include a minimum fixed charge coverage ratio of 1.25x, a maximum total leverage ratio, net of cash, of 3.50x and maximum annual capital expenditures of \$30,000,000.

As of March 31, 2012, we had an amended, restated and expanded revolving credit facility dated December 31, 2009 (Revolving Credit Facility). The Revolving Credit Facility provided availability up to a maximum of \$85,000,000. The Revolving Credit Facility was replaced by the New Revolving Credit Facility on October 19, 2012.

During the fourth quarter of fiscal year 2011, the Company refinanced its 8 7/8% Notes through the issuance of \$150,000,000 principal amount of 7 7/8% Senior Subordinated Notes due 2019 in a private placement pursuant to Rule 144A under the Securities Act of 1933, as amended ("Unregistered 7 7/8% Notes"). The proceeds from the sale of

the Unregistered 7 7/8% Notes were 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 Unregistered 7 7/8% Notes was 98.545% after adjustment for the original issue discount. Provisions of the Unregistered 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 Unregistered 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 Unregistered 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 Unregistered 7 7/8% Notes may require us to repurchase all or a portion of such holder's Unregistered 7 7/8% Notes at a purchase price equal to 101% of the principal amount thereof. The Unregistered 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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During the first quarter of fiscal year 2012, the Company exchanged its \$150,000,000 outstanding Unregistered 7 7/8% Notes for a like principal amount of 7 7/8% Senior Subordinated Notes due 2019 registered under the Securities Act of 1933, as amended ("7 7/8% Notes"). All of the Unregistered 7 7/8% Notes were exchanged in the transaction. The 7 7/8% Notes contain identical terms and provisions as the Unregistered 7 7/8% Notes.

Our capital lease obligations related to property and equipment leases amounted to \$3,989,000 at December 31, 2012. 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, 2012, significant unsecured credit lines totaled approximately \$8,126,000, of which \$0 was drawn. In addition to the above facilities, one of our foreign subsidiaries has a credit line secured by a parent company guarantee. This credit line provides availability of up to \$963,000, of which \$0 was drawn as of December 31, 2012.

## Capital Expenditures

In addition to keeping our current equipment and plants properly maintained, we are committed to replacing, enhancing and upgrading our property, plant and equipment to support new product development, improve productivity and customer responsiveness, reduce production costs, increase flexibility to respond effectively to market fluctuations and changes, meet environmental requirements, enhance safety and promote ergonomically correct work stations. Consolidated capital expenditures for the nine months ended December 31, 2012 and December 31, 2011 were \$7,139,000 and \$10,464,000, respectively. We expect capital spending for fiscal 2013 to be approximately \$12,000,000 to \$15,000,000 compared with \$13,765,000 in fiscal 2012.

## Inflation and Other Market Conditions

Our costs are affected by inflation in the U.S. economy and, to a lesser extent, in non-U.S. economies including those of Europe, Canada, Mexico, South America, and Asia Pacific. 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 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.

## 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, poor indicators of operating performance, or a sale or disposition of a significant portion of a reporting unit.

We test goodwill at the reporting unit level, which is one level below our operating segment. 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 had goodwill totalling \$9,807,000 and \$96,254,000 at December 31, 2012, respectively.

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When we evaluate the potential for goodwill impairment, we assess a range of qualitative factors including, but not limited to, macroeconomic conditions, industry conditions, the competitive environment, changes in the market for our products and services, regulatory and political developments, entity specific factors such as strategy and changes in key personnel and overall financial performance. If, after completing this assessment, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value, we proceed to a two-step impairment test.

In order to perform the two-step impairment test, we use the discounted cash flow method to estimate the fair value of each of our reporting units. The discounted cash flow method incorporates various assumptions, the most significant being projected revenue growth rates, operating profit margins and cash flows, the terminal growth rate and the discount rate. Management projects revenue growth rates, operating margins and cash flows based on each reporting unit's current business, expected developments and operational strategies over a five-year period. In estimating the terminal growth rate, we consider our historical and projected results, as well as the economic environment in which our reporting units operate. The discount rates utilized for each reporting unit reflect management's assumptions of marketplace participants' cost of capital and risk assumptions, both specific to the reporting unit and overall in the economy.

We currently do not believe that it is more likely than not that the fair value of each of our reporting units is less than that its applicable carrying value. Additionally, 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 One 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 be impaired.

### Deferred Tax Asset Valuation Allowance

During the fiscal year ended March 31, 2011, the Company recorded a non-cash charge of \$42,983,000 included within its provision for income taxes. The balance of the valuation allowance at March 31, 2012 was \$53,325,000. This charge related to the Company's determination that a full valuation allowance against its deferred tax assets generated in the U.S. was necessary. The deferred tax assets relate principally to liabilities related to employee benefit plans, insurance reserves, U.S. tax credits, and U.S. net operating loss ("NOL") carryforwards. The U.S. NOL 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 future profitability. 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 recording of this non-cash charge does not impact the Company's ability to realize the economic benefit of its deferred tax assets (including those related to NOL carryforwards) amounting to \$58,226,000 on a gross basis at March 31, 2012 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.

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### 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 October 2012, the FASB issued ASU No. 2012-04, “Technical Corrections and Improvements” which amends a wide variety of Topics in the FASB Accounting Standards Codification (“Codification”). The amendments in ASU No. 2012-04 represent changes to clarify the Codification, correct unintended application of guidance, or make minor improvements to the Codification that are not expected to have a significant effect on current accounting practice. The adoption of ASU 2012-04 in fiscal 2013 did not have a significant impact on the Company’s condensed consolidated financial statements.

In August 2012, the FASB issued ASU No. 2012-03, “Technical Amendments and Corrections to SEC Sections: Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin (SAB) No. 114, Technical Amendments Pursuant to SEC Release No. 33-9250, and Corrections Related to FASB Accounting Standards Update 2010-22 (SEC Update)”. This update amends various SEC paragraphs pursuant to the issuance of SAB No. 114. The adoption of ASU 2012-03 did not have a significant impact on the Company’s condensed consolidated financial statements.

In July 2012, the FASB issued ASU No. 2012-02, which updated the guidance in ASC Topic 350, Intangibles – Goodwill and Other. The amendments in this Update will allow an entity to first assess qualitative factors to determine whether it is necessary to perform a quantitative impairment test. Under these amendments, an entity would not be required to calculate the fair value of an indefinite-lived intangible asset unless the entity determines, based on qualitative assessment, that it is not more likely than not, the indefinite-lived intangible asset is impaired. The amendments include a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted. The amendments are not expected to have an impact on our financial condition or results of operations.

In June 2011, the FASB issued ASU No. 2011-05, Presentation of Comprehensive Income (“ASU 2011-05”), effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. The issuance of ASU 2011-5 is intended to improve the comparability, consistency and transparency of financial reporting and to increase the prominence of items reported in other comprehensive income. The guidance in ASU 2011-5 supersedes the presentation options in ASC Topic 220 and facilitates convergence of U.S. generally accepted accounting principles and International Financial Reporting Standards by eliminating the option to present components of other comprehensive income as part of the statement of changes in stockholders’ equity and requiring that all nonowner changes in stockholders’ equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The adoption of ASU 2011-05 in fiscal 2013 did not have a significant impact on the Company’s condensed consolidated financial statements.

In May 2011 the FASB issued ASU No. 2011-04, Fair Value Measurements (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in US GAAP and International Financial Reporting Standards (“IFRS”) (“ASU 2011-04”). ASU 2011-04 represents the converged guidance of the FASB and the International Accounting Standards Board (the “Boards”) on fair value measurements. The collective efforts of the Boards and their staffs, reflected in ASU 2011-04, have resulted in common requirements for measuring fair value and

for disclosing information about fair value measurements, including a consistent meaning of the term “fair value.” The Boards have concluded the common requirements will result in greater comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with GAAP and IFRS. The amendments in this ASU are required to be applied prospectively, and are effective for interim and annual periods beginning after December 15, 2011. The adoption of ASU 2011-04 in fiscal 2013 did not have a significant impact on the Company’s 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 2012.

Item 4. Controls and Procedures

As of December 31, 2012, 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, 2012, 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, 2012.

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

Item 3. Defaults upon Senior Securities – none.

Item 4. Mine Safety Disclosures – Not applicable

Item 5. Other Information – none.

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.

Exhibit 101\* The following financial statements from the Company's Quarterly Report on Form 10-Q for the quarter and nine months ended December 31, 2012, formatted in XBRL, as follows:

- (i) Condensed Consolidated Balance Sheets for December 31, 2012 and March 31, 2012;
- (ii) Condensed Consolidated Statements of Operations and Retained Earnings (Accumulated Deficit) for the three and nine months ended December 31, 2012 and 2011;
- (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended December 31, 2012 and 2011;
- (iv) Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended December 31, 2012 and 2011; and
- (v) Notes to Consolidated Condensed Financial Statements for the nine months ended December 31, 2012.

\*Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.





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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 25, 2013

/s/ GREGORY P. RUSTOWICZ  
Gregory P. Rustowicz  
Chief Financial Officer  
(Principal Financial Officer)

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