

Columbus McKinnon Corporation
(the “Company”)

Compensation and Succession Committee Charter

(revised as of 2/15/10)

1. Organization

- a. The Company’s Board of Directors (the “Board”), by resolution dated January 8, 1996, established the Compensation and Nomination/Succession Committee (the “Committee”), later re-established as the Compensation and Succession Committee on March 24, 2003. The Board adopted this Committee charter on that date, and last amended it on January 19, 2009.
- b. This charter governs the operations of the Compensation and Succession Committee (the “Committee”). The Committee shall be appointed by the Board of Directors, with one member designated as Chairperson of the Committee, and shall comprise at least three directors, each of whom is independent of the Company, Company management, and other directors.
- c. Members of the Committee shall be considered independent if they have no relationship or attribute that may interfere with the exercise of their independence from the Company, Company management or other directors.
- d. All members of the Committee at all times during their tenure on the Committee must meet the definitions of:
 - i. A “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities and Exchange Act of 1934, as amended;
 - ii. An “outside director” within the meaning Section 162(m) of the Internal Revenue Code of 1986, as amended; and
 - iii. An “independent director” within the meaning of the The Nasdaq Stock Market, Inc.’s rules and regulations.
- e. In appointing members to the Committee, the Board shall consider attributes such as the following:
 - i. Whether an individual has sufficient time to commit to service on the Committee;
 - ii. Whether an individual has experience with setting compensation policies, procedures, and programs and in the review and administration of executive and director compensation programs;
 - iii. Whether an individual has a strong understanding of financial and non-financial performance measurement; and
 - iv. Whether an individual brings skills and abilities not otherwise possessed by other Committee members that would aid the Committee in the execution of its duties and responsibilities.

2. Statement of Policy and Responsibilities

The Committee's basic responsibility with respect to **Compensation** matters is to assure that the Chief Executive Officer ("CEO") and all other executive officers of the Company are compensated effectively in a manner consistent with the compensation philosophy and strategy of the Company (attached hereto as Exhibit A). The Committee shall also produce an annual report on executive compensation for inclusion in the Company's proxy materials in order to communicate to shareholders the Company's compensation policies and the reasoning behind such policies as required by applicable rules and regulations.

The Committee's basic responsibility with respect to **Succession** matters is to assure that appropriate succession plans have been made and pursued, and are currently valid with respect to all Company key management positions.

3. Principal Functions

The following functions are set forth herein as a guide with the understanding that the Committee should supplement them as it deems appropriate.

The following shall be the principal recurring functions of the Committee in carrying out its responsibilities for **Compensation** matters:

Review and make recommendations to the Board of Directors with respect to the Company's compensation philosophy and strategy (the "Compensation Philosophy"), Exhibit A.

Review the list of peer companies to which the Company shall compare itself for compensation purposes.

In furtherance of the compensation strategy, (i) review and approve the Company's compensation goals and objectives, (ii) evaluate the performance of the Company's executive officers and other associates in light of those goals and objectives, and (iii) set comparison levels for the Company's executive officers and other associates based on such evaluations and on their respective contributions to the Company's growth, profitability, and financial well-being.

Based upon an annual performance evaluation of the CEO and the Chief Financial Officer ("CFO") and with reference to current comparable industry and company size survey information, review and recommend to the Board the individual elements of total compensation for the CEO and CFO.

Based upon an annual performance evaluation of the executive officers of the Company other than the CEO and CFO and with reference to current comparable industry and company size survey information, review and approve the individual elements of total compensation as recommended by management for such officers.

Communicate in the annual Committee Report on Executive Compensation included in the Proxy Statement to shareholders those matters that are required by current applicable law.

Review and approve material changes to the Company's basic salary and wage structure, aggregate annual increases, and on-going administration of the compensation program consistent with the current compensation strategy.

Assure that the Company's annual incentive program and the long-term, equity-based incentive program are administered in a manner consistent with the Company's current compensation strategy as to participation, target annual incentive awards, Company financial goals, awards paid to Officers, and total funds reserved for payment under compensation plans.

Review and recommend for consideration by the Board of Directors all management requested grants and other actions with respect to restricted stock, stock options, and other equity-based compensation.

Review and recommend for consideration by the shareholders and/or the Board of Directors, as appropriate, all new equity-related incentive plans.

Review the Company's employee benefit programs and recommend material changes for consideration by the shareholders and/or the Board of Directors, as appropriate.

If appropriate, hire experts in the field of compensation to assist the Committee with its responsibilities.

Review annually for the CEO, CFO and other executive officers, (i) employment agreements, severance arrangements, and change in control agreements, where appropriate, and (ii) any special or supplemental benefits.

Review annually whether any employee compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the company.

Such other responsibilities as may be assigned to the Committee, from time to time, by the Board of Directors or as designated in plan documents.

The following shall be the principal recurring processes of the Committee in carrying out its responsibilities for **Succession** matters.

Review and recommend for consideration by the Board of Directors, at least annually, the validity and acceptability of the specific Succession plans of the Company as they relate to the executive officers of the Company.

Review and recommend for consideration by the Board of Directors, at least annually, the process employed by the Company in preparing current Succession plans for all key management positions within the Company and ensure that plans are being diligently pursued; provide assurance to the Board of Directors that the process is appropriate.

4. Other Matters

The Committee has full authority to engage the services of external resources, including compensation consultants, as deemed appropriate and necessary (each a "third-party service provider"). If the Committee utilizes a third-party service provider in executing its duties, the Committee shall have the sole authority to retain and terminate the third-party service provider, including the sole authority to approve the third-party service provider's fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors.

The Committee has full authority to form, and delegate specific responsibilities to, ad hoc sub-committees, as deemed appropriate, it being understood that the Committee shall retain primary responsibility therefore.

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any changes to the Board of Directors.

The Committee shall annually review its own performance.

5. Meetings

The Committee shall meet as often as necessary to perform its functions and to carry out its responsibilities. The Committee customarily conducts four regularly scheduled meetings each year, which have both a general and executive session. Meetings may be called by the Chairman of the Committee or by management of the Company. All meetings shall be held pursuant to the by-laws of the Company, and written minutes of each meeting will be filed with the Company records. Executives, management representatives, third-party service providers, and others, as needed and requested by the Committee, may attend the general and executive session portions of each meeting. However, it is the Committee's intent to maintain regular executive sessions at which executives, management representatives, third-party service providers, and other non-Committee members generally will be excluded. The Company's Vice President – Human Resources will be the management liaison to the Committee and the Company's Corporate Secretary will act as the Committee Secretary unless otherwise designated by the Committee during a meeting. The Committee Secretary will keep minutes of all Committee meetings, which will be distributed to all Board members. Company management will prepare a preliminary agenda for regularly scheduled meetings. The Committee Chairman will make the final decision regarding the agenda for regularly scheduled meetings and shall develop the agenda for special meetings based on the information supplied by the party(ies) requesting the special meeting. Reports of the Committee meetings shall be made to the Board of Directors at its next regularly scheduled meeting.

Exhibit A

Columbus McKinnon Corporation (the “Company”) Compensation Philosophy

Overall Philosophy

Align the compensation system of the Company with shareholder interests, the interests of other stakeholders, and the objectives of the Company by attracting, retaining, and motivating the most qualified people for all Company positions.

Specific Objectives

The compensation system should seek to achieve fairness, internal equity, competitive parity, and compliance with all appropriate regulatory bodies.

The compensation system may include all elements – base pay, annual incentives, long-term equity based incentives, and employee benefits – as appropriate for the various responsibility levels within the Company.

Aggregate compensation should target median (50th percentile) levels compared with current comparable industry and company size survey information, as tempered by experience, performance, and individual circumstances. The company will provide the opportunity to earn above target median levels by rewarding superior performance.

The compensation system should provide a mix of current and long-term, as well as fixed and variable pay, as appropriate for the various responsibility levels within the Company with reference to general practice as shown in applicable survey data as a guide. The aggregate target median will be achieved by targeting median levels of base salary, annual bonus, and long-term incentives.