

Columbus McKinnon Corporation
(the “Company”)

Corporate Governance and Nomination Committee Charter

Organization

The Company’s Board of Directors (the “Board”), by resolution dated March 24, 2003, established the Corporate Governance and Nomination Committee (the “Committee”).

The Board adopted this Committee Charter on March 24, 2003 and the Committee last amended it on March 23, 2010. This charter governs the operations of 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.

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.

The Board of Directors shall have the authority at any time to change the membership of the Committee and to fill vacancies in its membership, subject to such new member(s) satisfying the applicable independence requirements.

The potential rotation of the Committee Chair will be reviewed annually by the Committee, in conjunction with procedures determined by the Board of Directors.

Statement of Policy and Responsibilities

The Committee’s basic responsibilities with respect to **Corporate Governance** matters are:

to oversee, develop, and review the policies and procedures that describe the Company’s system of corporate governance;

to ascertain that such policies and procedures are consistent with the interests of the Company’s shareholders and other relevant stakeholders;

to ascertain that such policies provide an adequate and appropriate level of corporate oversight consistent with best practices for a company of similar size and situation; and

to ascertain that such governance policies and principles are complied with by the directors, officers, and employees of the Company.

The Committee's basic responsibility with respect to **Nomination** matters is to assure that the composition of the Board of Directors includes:

appropriate breadth and diversity,

an appropriate number and proportion of independent directors,

sufficient accounting and financial expertise, and

other characteristics appropriate for the current and anticipated future needs and business of the Company.

Principal Functions

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

Corporate Governance:

Through direct knowledge and with the assistance of appropriate external sources maintain a current understanding and knowledge of legal, regulatory, and relevant best practices corporate governance developments and principles.

Conduct an annual review (more frequently as circumstance indicate) of the "Board of Directors General Governance Policy," including Director compensation and benefits, and recommend changes for consideration by the Board of Directors.

On an ongoing basis, oversee an evaluation of the composition, organization, and governance of the Board and its Committees as related to current and anticipated future requirements.

Through its own efforts and observations, coordination with other directors and committees of the Board of Directors, surveys of Company management, reviews of the findings of the Internal and Independent Auditors, and such other sources as deemed appropriate, monitor compliance with Company's system of corporate governance.

On an ongoing basis, oversee, review, and reassess the Company's code of ethics and corporate governance guidelines and procedures, and recommend any proposed changes to the Board of Directors.

Nomination:

Review annually the breadth, diversity and performance of the membership of the Board of Directors; the number and proportion of members who are independent of the Company, Company management and other Directors; appropriate financial and accounting expertise; and other characteristics deemed to be appropriate for the current and anticipated future needs and business of the Company, such as business experience, education, reputation, title and responsibilities of current position, availability and track record; and recommend appropriate action for consideration by the Board of Directors.

Develop qualification criteria for Directors; carry out appropriate investigation of, and interview candidates for membership on the Board of Directors, as recommended by the Committee, the

Chairman, the CEO and/or others as designated by the Board of Directors; advise the Board of Directors of the Committee's findings; and recommend to the Board of Directors the appropriate action with respect to each prospective member's candidacy.

Other Matters

The Committee has full authority to engage the services of external resources, including executive search firms, 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 sole authority to approve the third-party service provider's fees and other retention terms. The Committee also has 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.

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, the Chairman of the Board of Directors or the Company's Chief Executive Officer. 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 General Counsel will be the management liaison to the Committee and the Company's Corporate Secretary will act as the Committee Secretary. The Committee Secretary will keep minutes of all Committee meetings, which will be distributed to all Board members. The General Counsel, in coordination with the Committee Chairman, 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.

February 18, 2010