MANITOWOC CO INC
Form 10-Q
August 09, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended June 30, 2007

or

o **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

1-11978

The Manitowoc Company, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin	**39-0448110**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
2400 South 44th Street, Manitowoc, Wisconsin	**54221-0066**
(Address of principal executive offices)	(Zip Code)

(920) 684-4410
(Registrant s telephone number, including area code)

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 x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer o Non-accelerated filer o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The number of shares outstanding of the Registrant s common stock, $.01 par value, as of June 30, 2007, the most recent practicable date, was 62,726,577.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

THE MANITOWOC COMPANY, INC.
Consolidated Statements of Operations
For the Three and Six Months Ended June 30, 2007 and 2006
((Unaudited) In millions, except per-share and average shares data)

	Three Months Ended June 30, 2007	2006	Six Months Ended June 30, 2007	2006
Net sales	$ 1,018.6	$ 746.2	$ 1,880.7	$ 1,379.1
Costs and expenses:				
Cost of sales	778.6	574.2	1,445.3	1,072.0
Engineering, selling and administrative expenses	100.6	86.8	194.4	165.7
Gain on sale of parts line	(3.3)		(3.3)	
Pension settlements	5.2		5.2	
Amortization expense	1.0	0.8	1.9	1.5
Total costs and expenses	882.1	661.8	1,643.5	1,239.2
Earnings from operations	136.5	84.4	237.2	139.9
Other expenses:				
Interest expense	(9.8)	(10.9)	(18.9)	(22.6)
Loss on debt extinguishment		(14.4)		(14.4)
Other income, net	5.0	1.2	4.9	0.3
Total other expense	(4.8)	(24.1)	(14.0)	(36.7)
Earnings from continuing operations before taxes	131.7	60.3	223.2	103.2
Provision for taxes on income	34.2	18.1	61.7	31.0
Earnings from continuing operations	97.5	42.2	161.5	72.2
Discontinued operations:				
Loss from discontinued operations, net of income taxes of $(0.2)				(0.3)
Net earnings	$ 97.5	$ 42.2	$ 161.5	$ 71.9
Basic earnings per share:				
Earnings from continuing operations	$ 1.56	$ 0.69	$ 2.60	$ 1.18
Loss from discontinued operations, net of income taxes				(0.01)
Net earnings	$ 1.56	$ 0.69	$ 2.60	$ 1.18
Diluted earnings per share:				
Earnings from continuing operations	$ 1.53	$ 0.67	$ 2.54	$ 1.15
Loss from discontinued operations, net of income taxes				(0.01)
Net earnings	$ 1.53	$ 0.67	$ 2.54	$ 1.15
Dividends per share	0.035	0.035	0.07	0.07
Weighted average shares outstanding - basic	62,411,828	61,406,687	62,218,823	61,076,811
Weighted average shares outstanding - diluted	63,824,536	63,150,212	63,607,050	62,752,316

See accompanying notes which are an integral part of these statements.

THE MANITOWOC COMPANY, INC.
Consolidated Balance Sheets
As of June 30, 2007 and December 31, 2006
(Unaudited)
(In millions, except share data)

	June 30, 2007	December 31, 2006
Assets		
Current Assets:		
Cash and cash equivalents	$ 126.1	$ 173.7
Marketable securities	2.5	2.4
Restricted cash	15.5	15.1
Accounts receivable, less allowances of $25.7 and $27.6, respectively	419.9	285.2
Inventories net	575.3	492.4
Deferred income taxes	100.5	97.7
Other current assets	73.7	76.2
Total current assets	1,313.5	1,142.7
Property, plant and equipment net	410.4	398.9
Goodwill	474.4	462.1
Other intangible assets net	166.7	160.0
Deferred income taxes	19.0	14.3
Other non-current assets	43.6	41.5
Total assets	$ 2,427.6	$ 2,219.5
Liabilities and Stockholders Equity		
Current Liabilities:		
Accounts payable and accrued expenses	$ 874.2	$ 839.6
Short-term borrowings	5.3	4.1
Product warranties	64.2	59.6
Product liabilities	36.2	32.1
Total current liabilities	979.9	935.4
Non-Current Liabilities:		
Long-term debt	261.5	264.3
Pension obligations	25.4	64.5
Postretirement health and other benefit obligations	59.6	59.9
Long-term deferred revenue	62.9	71.6
Other non-current liabilities	80.5	49.3
Total non-current liabilities	489.9	509.6
Commitments and contingencies (Note 12)		
Stockholders Equity:		
Common stock (150,000,000 shares authorized for both periods, 79,587,964 shares issued for both periods, 62,726,577 and 62,121,862 shares outstanding, respectively)	0.7	0.7
Additional paid-in capital	254.6	231.8
Accumulated other comprehensive income	59.5	48.0
Retained earnings	733.7	587.4
Treasury stock, at cost (16,861,387 and 17,466,102 shares, respectively)	(90.7)	(93.4)
Total stockholders equity	957.8	774.5
Total liabilities and stockholders equity	$ 2,427.6	$ 2,219.5

See accompanying notes which are an integral part of these statements.

THE MANITOWOC COMPANY, INC.
Consolidated Statements of Cash Flows
For the Six Months Ended June 30, 2007 and 2006
(Unaudited, In millions)

	Six Months Ended June 30, 2007	2006
Cash Flows from Operations:		
Net earnings	$ 161.5	$ 71.9
Adjustments to reconcile net earnings to cash provided by (used for) operating activities of continuing operations:		
Discontinued operations, net of income taxes		0.3
Pension settlement	1.3	
Gain on sale of parts line	(3.3)	
Depreciation	39.8	35.5
Amortization of intangible assets	1.9	1.5
Amortization of deferred financing fees	0.6	0.8
Loss on debt extinguishment		3.1
Deferred income taxes	(16.2)	6.4
Gain on sale of property, plant and equipment	(2.7)	(2.1)
Changes in operating assets and liabilities, excluding effects of business acquisitions and divestitures:		
Accounts receivable	(130.4)	(75.9)
Inventories	(94.7)	(92.9)
Other assets	(3.7)	2.2
Accounts payable and accrued expenses	34.6	68.2
Other liabilities	(15.0)	20.7
Net cash provided by (used for) operating activities of continuing operations	(26.3)	39.7
Net cash used for operating activities of discontinued operations		(0.3)
Net cash provided by (used for) operating activities	(26.3)	39.4
Cash Flows from Investing:		
Business acquisitions, net of cash acquired	(15.9)	(48.4)
Capital expenditures	(30.8)	(23.2)
Change in restricted cash	(0.4)	
Proceeds from sale of property, plant and equipment	5.2	4.0
Proceeds from sales of parts product line	4.9	
Purchase of marketable securities	(0.1)	(0.1)
Net cash used for investing activities	(37.1)	(67.7)
Cash Flows from Financing:		
Proceeds from revolving credit facility		94.1
Payments on long-term debt		(238.5)
Proceeds from long-term debt	0.7	17.4
Proceeds (payments) from notes financing	(2.4)	6.0
Dividends paid	(4.4)	(4.3)
Exercises of stock options, including windfall tax benefits	18.6	8.2
Net cash provided by (used for) financing activities	12.5	(117.1)
Effect of exchange rate changes on cash	3.3	3.3
Net decrease in cash and cash equivalents	(47.6)	(142.1)
Balance at beginning of period	173.7	229.5
Balance at end of period	$ 126.1	$ 87.4

See accompanying notes which are an integral part of these statements.

THE MANITOWOC COMPANY, INC.
Consolidated Statements of Comprehensive Income
For the Three and Six Months Ended June 30, 2007 and 2006
(Unaudited)
(In millions)

	Three Months Ended June 30, 2007	2006	Six Months Ended June 30, 2007	2006
Net earnings	$ 97.5	$ 42.2	$ 161.5	$ 71.9
Other comprehensive income (loss)				
Derivative instrument fair market value adjustment - net of income taxes	(0.9)	0.6	(0.5)	0.8
Foreign currency translation adjustments	5.4	9.8	12.0	15.1
Total other comprehensive income	4.5	10.4	11.5	15.9
Comprehensive income	$ 102.0	$ 52.6	$ 173.0	$ 87.8

See accompanying notes which are an integral part of these statements.

THE MANITOWOC COMPANY, INC.
Notes to Unaudited Consolidated Financial Statements
For the Three and Six Months Ended June 30, 2007 and 2006

1. Accounting Policies

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly the results of operations, cash flows and comprehensive income for the three and six months ended June 30, 2007 and 2006 and the financial position at June 30, 2007, and except as otherwise discussed such adjustments consist of only those of a normal recurring nature. The interim results are not necessarily indicative of results for a full year and do not contain information included in the company s annual consolidated financial statements and notes for the year ended December 31, 2006. The consolidated balance sheet as of December 31, 2006 was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. It is suggested that these financial statements be read in conjunction with the financial statements and the notes thereto included in the company s latest annual report.

All dollar amounts, except share and per share amounts, are in millions of dollars throughout the tables included in these notes unless otherwise indicated.

2. Acquisitions

On January 3, 2007, the company acquired the Carrydeck line of mobile industrial cranes from Marine Travelift, Inc. of Sturgeon Bay, Wisconsin. The acquisition of the Carrydeck line adds six new models to the company s product offering of mobile industrial cranes. The aggregate consideration paid for the Carrydeck line resulted in $9.2 million of goodwill and $6.5 million of other intangible assets being recognized by the company s Crane segment. See further detail related to the goodwill and other intangible assets of the Carrydeck acquisition at Note 5, Goodwill and Other Intangible Assets.

On May 26, 2006, the company acquired substantially all of the assets and business operated by McCann s Engineering & Mfg. Co. and McCann s de Mexico S.A. de C.V. (McCann s). Headquartered in Los Angeles, California, and with operations in Tijuana, Mexico McCann s is engaged in the design, manufacture and sale of beverage dispensing equipment primarily used in fast food restaurants, stadiums, cafeterias and convenience stores. McCann s primary products are backroom beverage equipment such as carbonators, water boosters and racks. McCann s also produces accessory components for beverage dispensers including specialty valves, stands and other stainless steel components. The aggregate consideration paid for the McCann s acquisition was $37.1 million, including acquisition costs of approximately $0.7 million. The acquisition resulted in approximately $14.4 million of goodwill and $14.3 million of other intangible assets being recognized by the company s Foodservice segment. See further detail related to the goodwill and other intangible assets of the McCann s acquisition at Note 5, Goodwill and Other Intangible Assets.

On January 3, 2006, the company acquired certain assets, rights and properties of ExacTech, Inc., a supplier of fabrication, machining, welding, and other services to various parties. Located in Port Washington, Wisconsin, ExacTech, Inc. now provides these services to the company s U.S. based crane manufacturing facilities. The aggregate consideration paid for the acquisition resulted in approximately $6.5 million of goodwill being recognized by the company s Crane segment in the first quarter of 2006.

3. Discontinued Operations

During the third quarter of 2005, the company decided to close Toledo Ship Repair Company (Toledo Ship Repair), a division of the company s wholly-owned subsidiary, Manitowoc Marine Group, LLC. Located in Toledo, Ohio, Toledo Ship Repair performed ship repair and industrial repair services. During the third quarter of 2005, the company recorded a $5.2 million pre-tax ($3.8 million after tax) charge for costs related to the closure of the business. This charge included $0.2 million related to severance agreements; $1.0 million for future lease payments; $0.3 million for the write-off of goodwill related to this business; $2.2 million for the write-down of certain assets (primarily property, plant and equipment and inventory) to estimated salvage value; and $1.5 million for closing and other related costs. This charge was recorded in gain (loss) on sale or closure of discontinued operations, net of income taxes in the Consolidated Statements of Operations during the third quarter of 2005. The closure of Toledo Ship Repair represents a discontinued operation under Statement of Financial Accounting Standards (SFAS) No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. Results of Toledo Ship Repair have been classified as discontinued in the Consolidated Financial Statements to exclude the results from continuing operations. The closure of Toledo was completed during the first quarter of 2006.

The following selected financial data of Toledo Ship Repair for the three months ended March 31, 2006 is presented for informational purposes only and does not necessarily reflect what the results of operations would have been had the business operated as a stand-alone entity. There were no operating results from Toledo Ship Repair for the three months ended June 30, 2006 or the three and six months ended June 30, 2007. There was no general corporate expense or interest expense allocated to discontinued operations for this business during the periods presented.

	Three Months Ended March 31, 2006
Net sales	$
Pretax loss from discontinued operations	$ (0.5)
Benefit for taxes on loss	0.2
Net loss from discontinued operations	$ (0.3)

4. Inventories

The components of inventory at June 30, 2007 and December 31, 2006 are summarized as follows:

	June 30, 2007	December 31, 2006
Inventories gross:		
Raw materials	$ 220.7	$ 198.3
Work-in-process	202.8	174.2
Finished goods	224.1	187.2
Total inventories gross	647.6	559.7
Excess and obsolete inventory reserve	(48.5)	(44.4)
Net inventories at FIFO cost	599.1	515.3
Excess of FIFO costs over LIFO value	(23.8)	(22.9)
Inventories net	$ 575.3	$ 492.4

Inventory is carried at lower of cost or market value using the first-in, first-out (FIFO) method for 87% and 85% of total inventory at June 30, 2007 and December 31, 2006, respectively. The remainder of the inventory is costed using the last-in, first-out (LIFO) method.

5. Goodwill and Other Intangible Assets

The changes in carrying amount of goodwill by reportable segment for the year ended December 31, 2006 and six months ended June 30, 2007 are as follows:

	Crane	Foodservice	Marine	Total
Balance as of January 1, 2006	$ 196.7	$ 185.7	$ 47.2	$ 429.6
ExacTech, Inc. acquisition	6.5			6.5
McCann s acquisition		14.4		14.4
Foreign currency impact	11.6			11.6
Balance as of December 31, 2006	214.8	200.1	47.2	462.1
Carrydeck acquisition	9.2			9.2
Foreign currency impact	3.1			3.1
Balance as of June 30, 2007	$ 227.1	$ 200.1	$ 47.2	$ 474.4

As discussed in Note 2, Acquisitions, during 2006, the company completed the acquisitions of McCann s and ExacTech, Inc. The acquisition of ExacTech, Inc. resulted in an increase of $6.5 million of goodwill and no other intangible assets. The acquisition of McCann s resulted in an increase of $14.4 million of goodwill and $14.3 million of other intangible assets. The other intangible assets consist of trademarks totaling $7.0 million, which have an indefinite life, customer relationships of $5.8 million, which have been assigned a 13 year life, and patents of $1.5 million which have been assigned a 10 year life. During the first quarter of 2007, the company completed the acquisition of the Carrydeck line of mobile industrial cranes from Marine Travelift, Inc. of Sturgeon Bay, Wisconsin. The acquisition resulted in $9.2 million of goodwill and $6.5 million of other intangible assets being recognized by the company s Crane segment. The other intangible assets consist of trademarks totaling $1.2 million, which have an indefinite life, customer relationships of $4.2 million, which have been assigned a 20 year life, and non-patented technologies of $1.1 million which have been assigned a 20 year life.

The gross carrying amount and accumulated amortization of the company s intangible assets other than goodwill were as follows as of June 30, 2007 and December 31, 2006.

	June 30, 2007 Gross Carrying Amount	Accumulated Amortizatin	Net Book Value	December 31, 2006 Gross Carrying Amount	Accumulated Amortization	Net Book Value
Trademarks and tradenames	$ 107.7	$	$ 107.7	$ 105.1	$	$ 105.1
Customer relationships	9.8	(0.3)	9.5	5.8	(0.3)	5.5
Patents	33.5	(12.0)	21.5	31.1	(10.4)	20.7
Engineering drawings	11.3	(4.1)	7.2	12.0	(3.8)	8.2
Distribution network	20.8		20.8	20.5		20.5
	$ 183.1	$ (16.4)	$ 166.7	$ 174.5	$ (14.5)	$ 160.0

6. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses at June 30, 2007 and December 31, 2006 are summarized as follows:

	June 30, 2007	December 31, 2006
Trade accounts payable	$ 496.6	$ 431.8
Interest payable	8.5	7.9
Employee related expenses	91.3	76.3
Income taxes payable	23.4	62.9
Profit sharing and incentives	35.6	54.8
Unremitted cash liability	17.1	11.7
Deferred revenue - current	55.4	48.1
Amounts billed in excess of sales	47.0	57.2
Miscellaneous accrued expenses	99.3	88.9
	$ 874.2	$ 839.6

7. Accounts Receivable Securitization

The Company has entered into an accounts receivable securitization program whereby it sells certain of its domestic trade accounts receivable to a wholly owned, bankruptcy-remote special purpose subsidiary which, in turn, sells participating interests in its pool of receivables to a third-party financial institution (Purchaser). The Purchaser receives an ownership and security interest in the pool of receivables. New receivables are purchased by the special purpose subsidiary and participation interests are resold to the Purchaser as collections reduce previously sold participation interests. The company has retained collection and administrative responsibilities on the participation interests sold. The Purchaser has no recourse against the company for uncollectible receivables; however, the company s retained interest in the receivable pool is subordinate to the Purchaser and is recorded at fair value. Due to a short average collection cycle of less than 60 days for such accounts receivable and due to the company s collection history, the fair value of the company s retained interest approximates book value. The retained interest recorded at June 30, 2007 is $85.8 million and is included in accounts receivable in the accompanying Consolidated Balance Sheets.

The securitization program includes certain of the company s domestic Foodservice and Crane segment s businesses and the capacity of the program is $90 million. Trade accounts receivables sold to the Purchaser and being serviced by the company totaled $90.0 million at June 30, 2007.

Sales of trade receivables from the special purpose subsidiary to the Purchaser totaled $15.0 million for the six months ended June 30, 2007. Cash collections of trade accounts receivable balances in the total receivable pool totaled $510.0 million for the six months ended June 30, 2007.

The accounts receivables securitization program is accounted for as a sale in accordance with FASB Statement No. 140 Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities a Replacement of FASB Statement No. 125. Sales of trade receivables to the Purchaser are reflected as a reduction of accounts receivable in the accompanying Consolidated Balance Sheets and the proceeds received are included in cash flows from operating activities in the accompanying Consolidated Statements of Cash Flows.

The table below provides additional information about delinquencies and net credit losses for trade accounts receivable subject to the accounts receivable securitization program.

	Balance outstanding June 30, 2007	Balance Outstanding 60 Days or More Past Due June 30, 2007	Net Credit Losses Six Months Ended June 30, 2007
Trade accounts receivable subject to securitization program	$ 175.8	$ 4.3	$
Trade accounts receivable balance sold	90.0		
Retained interest	$ 85.8		

8. Income Taxes

The company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. The following table provides the open tax years for which the Company could be subject to income tax examination by the tax authorities in its major jurisdictions:

Jurisdiction	Open Years	
U.S. Federal	2004	2006
Wisconsin	1997	2006
Pennsylvania	2002	2006
France	2003	2006
Germany	2001	2006
Italy	2004	2006
Portugal	2002	2006
England	2001	2006
Singapore	2000	2006

The Internal Revenue Service (IRS) commenced an examination of the company s U.S. income tax returns for the 2004 and 2005 tax years in the first quarter of 2007 that is anticipated to be completed by the end of 2008. As of June 30, 2007, the IRS proposed an adjustment to disallow the company s 2002 research credit claim for which the tax benefit has not been recognized. In 2006, the Wisconsin Department of Revenue began an examination of the company s Wisconsin income tax returns for 1997 through 2005 that is anticipated to be completed by the end of 2008. As of June 30, 2007, no significant adjustments have been proposed. The company was notified by the German tax authorities of an examination of its German income and trade tax returns for 2001 through 2004 that is expected to begin during 2007.

The company adopted the provisions of FASB Interpretation No. 48 (FIN 48), *Accounting for Uncertainty in Income Taxes,* effective January 1, 2007. As a result of the adoption of FIN 48, the company recognized an additional tax liability of $10.6 million for unrecognized tax benefits, including $4.6 million of accrued interest and penalties, which was accounted for as a reduction to the January 1, 2007 balance of retained earnings. Immediately prior to adopting FIN No. 48, the company s total amount of unrecognized tax benefits, including interest and penalties, was $25.1 million. All of the company s unrecognized tax benefits, if recognized, would affect the effective tax rate.

The company recognizes accrued interest and penalties related to unrecognized tax benefits as part of income tax expense. During the quarter ended June 30, 2007 the company recognized a charge of $0.3 million related to interest and penalties. As of June 30, 2007, the company has accrued interest and penalties in the aggregate of $8.4 million.

During the next 12 months, the company does not expect any significant changes to its unrecognized tax benefits.

The effective tax rates for the three and six months ended June 30, 2007 were 26.0% and 27.6%, respectively. The effective tax rate for both the three and six months ended June 30, 2006 were 30.0%. The rate for the second quarter of 2007 was favorably impacted by a foreign tax credit carryforward which was recognized during the quarter. In addition, all periods were favorably affected, as compared to the statutory rate, to varying degrees by certain global tax planning initiatives.

9. Earnings Per Share

The following is a reconciliation of the average shares outstanding used to compute basic and diluted earnings per share:

	Three Months Ended June 30, 2007	2006	Six Months Ended June 30, 2007	2006
Basic weighted average common shares outstanding	62,411,828	61,406,687	62,218,823	61,076,811
Effect of dilutive securities - stock options and restricted stock	1,412,708	1,743,525	1,388,227	1,675,505
Diluted weighted average common shares outstanding	63,824,536	63,150,212	63,607,050	62,752,316

For the three and six months ended June 30, 2007, 0.1 million common shares issuable upon the exercise of stock options, and for the three and six months ended June 30, 2006, 0.3 million common shares issuable upon the exercise of stock options, were anti-dilutive and were excluded from the calculation of diluted earnings per share.

During each of the three months ended June 30, 2007 and 2006, the company paid a quarterly dividend of $0.035 per outstanding common share. During each of the six months ended June 30, 2007 and 2006, the company paid two quarterly dividends of $0.035 per share each.

10. Stockholders Equity

On March 21, 2007, the Board of Directors of the company approved the Rights Agreement between the company and Computershare Trust Company, N.A., as Rights Agent and declared a dividend distribution of one right (a Right) for each outstanding share of Common Stock, par value $0.01 per share, of the company (the Common Stock), to shareholders of record at the close of business on March 30, 2007 (the Record Date). In addition to the Rights issued as a dividend on the record date, the Board of Directors has also determined that one Right will be issued together with each share of Common Stock issued by the company after the Record Date. Generally, each Right, when it becomes exercisable, entitles the registered holder to purchase from the company one share of Common Stock at a purchase price, in cash, of $220.00 per share, subject to adjustment as set forth in the Rights Agreement (the Purchase Price or Exercise Price).

As explained in the Rights Agreement the Rights become exercisable on the Distribution Date , which is that date that any of the following occurs: (1) 10 days following a public announcement that a person or group of affiliated persons (an Acquiring Person) has acquired, or obtained the right to acquire, beneficial ownership of 20% or more of the outstanding shares of Common Stock of the Company; or (2) 10 business days following the commencement of a tender offer or exchange offer that would result in a person or group beneficially owning 20% or more of such outstanding shares of Common Stock. The Rights will expire at the close of business on March 29, 2017, unless earlier redeemed or exchanged by the Company as described in the Rights Agreement.

11. Stock Based Compensation

Stock based compensation expense is calculated by estimating the fair value of incentive stock options at the time of grant and amortized over the stock options vesting period. Stock based compensation was $1.5 million and $3.3 million for the three and six months ended June 30, 2007, respectively. Stock based compensation was $2.1 million and $3.0 million for the three and six months ended June 30, 2006.

12. Contingencies and Significant Estimates

The company has been identified as a potentially responsible party under the Comprehensive Environmental Response, Compensation, and Liability Act (CERLA) in connection with the Lemberger Landfill Superfund Site near Manitowoc, Wisconsin. Approximately 150 potentially responsible parties have been identified as having shipped hazardous materials to this site. Eleven of those, including the company, have formed the Lemberger Site Remediation Group and have successfully negotiated with the United States Environmental Protection Agency and the Wisconsin Department of Natural Resources to fund the cleanup and settle their potential liability at this site. The estimated remaining cost to complete the clean up of this site is approximately $8.1 million. Although liability is joint and several, the company s share of the liability is estimated to be 11% of the remaining cost. Remediation work at the site has been substantially completed, with only long-term pumping and treating of groundwater and site maintenance remaining. The company s remaining estimated liability for this matter, included in accounts payable and accrued expenses in the Consolidated Balance Sheet at June 30, 2007 is $0.9 million. Based on the size of the company s current allocation of liabilities at this site, the existence of other viable potential responsible parties and current reserve, the company does not believe that any liability imposed in connection with this site will have a material adverse effect on its financial condition, results of operations, or cash flows.

During the due diligence process for the sale of the company s wholly-owned subsidiary Diversified Refrigeration, LLC, (f/k/a Diversified Refrigeration, Inc.) (DRI) certain contaminants in the soil and ground water associated with the facility were identified. As part of the sale agreement, the company agreed to be responsible for costs associated with further investigation and remediation of the issues identified. Estimates indicate that the costs to remediate this site are approximately $2.0 million. During December 2005, the company recorded a $2.0 million reserve for these estimated costs. This charge was recorded in discontinued operations in the Consolidated Statements of Operations for the year ended December 31, 2005. The company s remaining estimated liability for this matter, included in other accounts payable and accrued expenses in the Consolidated Balance Sheet at June 30, 2007 is $1.8 million. Based upon available information, the company does not expect the ultimate costs will have a material adverse effect on its financial condition, results of operations, or cash flows.

At certain of the company s other facilities, the company has identified potential contaminants in soil and groundwater. The ultimate cost of any remediation required will depend upon the results of future investigation. Based upon available information, the company does not expect the ultimate costs will have a material adverse effect on its financial condition, results of operations, or cash flows.

The company believes that it has obtained and is in substantial compliance with those material environmental permits and approvals necessary to conduct its various businesses. Based on the facts presently known, the company does not expect environmental compliance costs to have a material adverse effect on its financial condition, results of operations, or cash flows.

As of June 30, 2007, various product-related lawsuits were pending. To the extent permitted under applicable law, all of these are insured with self-insurance retention levels. The company s self-insurance retention levels vary by business, and have fluctuated over the last five years. The range of the company s self-insured retention levels is $0.1 million to $3.0 million per occurrence. The high-end of the company s self-insurance retention level is for certain cranes manufactured in the United States for occurrences from January 2000 through October 2002. As of June 30, 2007, the largest self-insured retention level currently maintained by the company is $2.0 million per occurrence and applies to product liability claims for cranes manufactured in the United States.

Product liability reserves in the Consolidated Balance Sheet at June 30, 2007, were $36.2 million; $11.7 million was reserved specifically for actual cases and $24.5 million for claims incurred but not reported which were estimated using actuarial methods. Based on the company s experience in defending product liability claims, management believes the current reserves are adequate for estimated case resolutions on aggregate self-insured claims and insured claims. Any recoveries from insurance carriers are dependent upon the legal sufficiency of claims and solvency of insurance carriers.

At June 30, 2007 and December 31, 2006, the company had reserved $74.8 million and $69.4 million, respectively, for warranty claims included in product warranties and other non-current liabilities in the Consolidated Balance

Sheets. Certain of these warranties and other related claims involve matters in dispute that ultimately are resolved by negotiations, arbitration, or litigation.

It is reasonably possible that the estimates for environmental remediation, product liability and warranty costs may change in the near future based upon new information that may arise or matters that are beyond the scope of the company s historical experience.

The company is involved in numerous lawsuits involving asbestos-related claims in which the company is one of numerous defendants. After taking into consideration legal counsel s evaluation of such actions, the current political environment with respect to asbestos related claims, and the liabilities accrued with respect to such matters, in the opinion of management, ultimate resolution is not expected to have a material adverse effect on the financial condition, results of operations, or cash flows of the company.

The company is also involved in various legal actions arising out of the normal course of business, which, taking into account the liabilities accrued and legal counsel s evaluation of such actions, in the opinion of management, the ultimate resolution is not expected to have a material adverse effect on the company s financial condition, results of operations, or cash flows.

13. Guarantees

The company periodically enters into transactions with customers that provide for residual value guarantees and buyback commitments. These transactions are recorded as operating leases for all significant residual value guarantees and for all buyback commitments. These initial transactions are recorded as deferred revenue and are amortized to income on a straight-line basis over a period equal to that of the customer s third party financing agreement. The deferred revenue included in accounts payable and accrued expenses and non-current liabilities at June 30, 2007 and December 31, 2006 was $117.0 million and $118.5 million, respectively. The total amount of residual value guarantees and buyback commitments given by the company and outstanding at June 30, 2007 was $126.4 million. This amount is not reduced for amounts the company would recover from repossessing and subsequent resale of the units. The residual value guarantees and buyback commitments expire at various times through 2012.

During the six months ended June 30, 2007 and 2006, the company sold $5.2 million and $9.8 million, respectively, of its long term notes receivable to third party financing companies. The company guarantees some percentage, up to 100%, of collection of the notes to the financing companies. The company has accounted for the sales of the notes as a financing of receivables. The receivables remain on the company s Consolidated Balance Sheet, net of payments made, in accounts payable and accrued expenses and non-current assets and the company has recognized an obligation equal to the net outstanding balance of the notes in other current and non-current liabilities in the Consolidated Balance Sheets. The cash flow benefit of these transactions, net of payments made by the customer, are reflected as financing activities in the Consolidated Statement of Cash Flows. During the six months ended June 30, 2007, the customers have paid $7.6 million of the notes to the third party financing companies. As of June 30, 2007, the outstanding balance of the notes receivables guaranteed by the company was $20.0 million.

In the normal course of business, the company provides its customers a warranty covering workmanship, and in some cases materials, on products manufactured by the company. Such warranty generally provides that products will be free from defects for periods ranging from 12 months to 60 months. If a product fails to comply with the company s warranty, the company may be obligated, at its expense, to correct any defect by repairing or replacing such defective products. The company provides for an estimate of costs that may be incurred under its warranty at the time product revenue is recognized. These costs primarily include labor and materials, as necessary, associated with repair or replacement. The primary factors that affect the company s warranty liability include the number of units shipped and historical and anticipated warranty claims. As these factors are impacted by actual experience and future expectations, the company assesses the adequacy of its recorded warranty liability and adjusts the amounts as necessary. Below is a table summarizing the warranty activity for the six months ended June 30, 2007 and 2006.

	2007	2006
Balance at beginning of period	$ 69.4	$ 55.4
Accruals for warranties issued during the period	25.6	23.1
Settlements made (in cash or in kind) during the period	(21.0)	(18.7)
Acquisition		0.2
Currency translation	0.8	1.6
Balance at end of period	$ 74.8	$ 61.6

14. Employee Benefit Plans

The company provides certain pension, health care and death benefits for eligible retirees and their dependents. The pension benefits are funded, while the health care and death benefits are not funded but are paid as incurred. Eligibility for coverage is based on meeting certain years of service and retirement qualifications. These benefits may be subject to deductibles, co-payment provisions, and other limitations. The company has reserved the right to modify these benefits.

The components of periodic benefit costs for the three and six months ended June 30, 2007 and 2006 are as follows:

	Three Months Ended June 30, 2007			Six Months Ended June 30, 2007		
	U.S. Pension Plans	Non-U.S. Pension Plans	Postretirement Health and Other Plans	U.S. Pension Plans	Non-U.S. Pension Plans	Postretirement Health and Other Plans
Service cost - benefits earned during the period	$	$ 0.5	$ 0.2	$	$ 1.0	$ 0.4
Interest cost of projected benefit obligations	1.8	1.2	0.8	3.5	2.4	1.6
Expected return on plan assets	(1.8)	(1.1)		(3.5)	(2.2)	
Amortization of actuarial net (gain) loss	0.2		0.1	0.3		0.1
Net periodic benefit costs	$ 0.2	$ 0.6	$ 1.1	$ 0.3	$ 1.2	$ 2.1
Weighted average assumptions:						