

Manitex International, Inc.  
Form 10-K  
March 23, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

ANNUAL REPORT

PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011

Commission File No.: 001-32401

**MANITEX INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**Michigan**  
(State of incorporation)

**42-1628978**  
(I.R.S. Employer

**9725 Industrial Drive**

**Identification No.)**

**Bridgeview, Illinois**  
(Address of principal executive offices)

**60455**  
(Zip Code)

**Registrant's telephone number, including area code: (708) 430-7500**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Common Stock, no par value</b>	<b>The NASDAQ Stock Market LLC</b>
<b>Preferred Share Purchase Rights</b>	<b>The NASDAQ Stock Market LLC</b>

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller reporting company

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

The aggregate market value of the shares of common stock, no par value (Common Stock), held by non-affiliates of the registrant as of June 30, 2011 was approximately \$46.7 million based upon the closing price for the Common Stock of \$5.52 on the NASDAQ Stock Market on such date. Shares of Common Stock held by each officer and director and by each person who owns 5% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of the registrant's common stock outstanding as of March 14, 2012 was 11,681,051

**DOCUMENTS INCORPORATED BY REFERENCE**

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Part III of this Annual Report on Form 10-K incorporates by reference information (to the extent specific sections are referred to herein) from the registrant's Proxy Statement for its 2012 Annual Meeting (the "2012 Proxy Statement") to be filed with the Commission within 120 days after the end of the fiscal year ended December 31, 2011.

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**PART I**

References to the Company, we, our and us refer to Manitex International, Inc., together in each case with our subsidiaries and any predecessor entities unless the context suggests otherwise.

**Forward-Looking Statements**

When reading this section of this Annual Report on Form 10-K, it is important that you also read the financial statements and related notes thereto. This Annual Report on Form 10-K and certain information incorporated herein by reference contain forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements contained in this Annual Report on Form 10-K, other than statements that are purely historical, are forward-looking statements and are based upon management's present expectations, objectives, anticipations, plans, hopes, beliefs, intentions or strategies regarding the future. We use words such as anticipate, estimate, plan, project, continuing, ongoing, expect, believe, intend, may, will, should, could, and similar expressions to identify forward-looking statements. Forward-looking statements in this Annual Report on Form 10-K include, without limitation: (1) projections of revenue, earnings, capital structure and other financial items, (2) statements of our plans and objectives, (3) statements regarding the capabilities and capacities of our business operations, (4) statements of expected future economic conditions and the effect on us and on our customers, (5) expected benefits of our cost reduction measures, and (6) assumptions underlying statements regarding us or our business. Our actual results may differ from information contained in these forward looking-statements for many reasons, including those described below and in the section entitled Item 1A. Risk Factors :

- (1) substantial deterioration in economic conditions, especially in the United States and Europe;
- (2) our customers' diminished liquidity and credit availability;
- (3) difficulties in implementing new systems, integrating acquired businesses, managing anticipated growth, and responding to technological change;
- (4) our ability to negotiate extensions of our credit agreements and to obtain additional debt or equity financing when needed.
- (5) the cyclical nature of the markets we operate in;
- (6) increases in interest rates;
- (7) government spending; fluctuations in the construction industry, and capital expenditures in the oil and gas industry;
- (8) the performance of our competitors;
- (9) shortages in supplies and raw materials or the increase in costs of materials;
- (10) our level of indebtedness and our ability to meet financial covenants required by our debt agreements;

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- (11) product liability claims, intellectual property claims, and other liabilities;
- (12) the volatility of our stock price;
- (13) future sales of our common stock;
- (14) the willingness of our stockholders and directors to approve mergers, acquisitions, and other business transactions;
- (15) currency transactions (foreign exchange) risks and the risk related to forward currency contracts;
- (16) certain provisions of the Michigan Business Corporation Act and the Company's Articles of Incorporation, as amended, Amended and Restated Bylaws, and the Company's Preferred Stock Purchase Rights may discourage or prevent a change in control of the Company;

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(17) a substantial portion of our revenues are attributed to limited number of customers which may decrease or cease purchasing any time; and The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or operating results. We do not undertake, and expressly disclaim, any obligation to update this forward-looking information, except as required under applicable law.

**ITEM 1. BUSINESS**

**Our Business**

*Overview*

*Lifting Equipment Segment*

The Company is a leading provider of engineered lifting solutions. The Company designs, manufactures and distributes a diverse group of products that serve different functions and are used in a variety of industries. Through its ManiTex, Inc. subsidiary it markets a comprehensive line of boom trucks and sign cranes. ManiTex's boom trucks and crane products are primarily used for industrial projects, energy exploration and infrastructure development, including, roads, bridges and commercial construction.

Badger Equipment Company ( Badger ) acquired on July 10, 2009, is a manufacturer of specialized rough terrain cranes and material handling products, including a 30-ton model introduced in October 2009, the first in a new line of specialized high quality rough terrain cranes. Badger primarily serves the needs of the construction, municipality, and railroad industries.

Through its ManiTex Liftking subsidiary, the Company also sells a complete line of rough terrain forklifts, a line of stand-up electric forklifts, cushioned tired forklifts with lifting capacities from 18 thousand to 40 thousand pounds, and special mission oriented vehicles, as well as other specialized carriers, heavy material handling and steel mill equipment. ManiTex Liftking's rough terrain forklifts are used in both commercial and military applications. Specialty mission oriented vehicles and specialized carriers are designed and built to meet the Company's unique customer needs and requirements. The Company's specialized lifting equipment has met the particular needs of customers in various industries that include utility, ship building and steel mill industries.

On December 31, 2009, our subsidiary, ManiTex Load King, Inc. ( Load King ) acquired the operating assets of Load King Trailers, an Elk Point, South Dakota-based manufacturer of specialized custom trailers and hauling systems typically used for transporting heavy equipment. Load King Trailers serve niche markets in the commercial construction, railroad, military, and equipment rental industries through a dealer network. Load King complements our existing material handling business.

On July 1, 2010, the Company's newly formed Italian subsidiary, CVS Ferrari, srl, entered into an agreement to rent certain assets of CVS SpA, on an exclusive rental basis, while CVS SpA proceeds through the Italian bankruptcy process (concordato preventivo). CVS SpA was located near Milan, Italy and designed and manufactured a range of reach stackers and associated lifting equipment for the global container handling market, which were sold through a broad dealer network. During the third quarter 2010, CVS Ferrari, srl commenced operations and employed the rental assets in its operations. On July 1, 2011, the Company acquired the assets that were being rented and the rental agreement was terminated.

*Equipment Distribution Segment*

The Company operates a crane dealership located in Bridgeview, Illinois that distributes Terex rough terrain and truck cranes, Fuchs material handlers, and ManiTex boom trucks and sky cranes. We treat these operations as a separate reporting segment entitled Equipment Distribution. Our Equipment Distribution segment also supplies

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repair parts for a wide variety of medium to heavy duty construction equipment sold both domestically and internationally. Our crane products are used primarily for infrastructure development and commercial construction; applications include road and bridge construction, general contracting, roofing, scrap handling and sign construction and maintenance.

In the second quarter of 2010, we expanded our Equipment Distribution segment by creating a new division, North American Equipment Exchange, ( NAEE ) to market previously-owned construction and heavy equipment, domestically and internationally. This division provides a wide range of used lifting and construction equipment of various ages and condition, and the Company has the capability to refurbish the equipment to the customers' specification.

### *History*

The Company's predecessor was founded in 1993. In October 2003, our predecessor company was purchased by Veri-Tek International, Corp., formerly known as Quantum-Veri-Tek, Inc., a Michigan corporation incorporated on October 17, 2003, and an affiliate of Quantum Value Partners, LP, pursuant to an asset purchase agreement. Following the acquisition by Quantum-Veri-Tek in 2003, the Company's single line of business was to design, develop, and build specialty Testing & Assembly Equipment for the automotive and heavy equipment industries that identifies defects through the use of signature analysis and in-process verification. We refer to this operation as our Testing & Assembly Equipment segment.

In 2006, the Company committed to a new strategic direction. In fiscal year 2006, we completed two acquisitions that introduced boom trucks, sign cranes and lifting equipment into our operations as a new business segment. Additional acquisitions since 2006 have further expanded our Lifting Equipment segment and established a Distribution Equipment segment. A summary of our acquisitions follows the section immediately below entitled "Discontinued Operations".

On May 27, 2008, Veri-Tek International, Corp. filed a Certificate of Amendment to its Articles of Incorporation changing its name to Manitex International, Inc. The name change was effective as of May 28, 2008.

### *Discontinued Operations*

On March 29, 2007, the Company's Board of Directors approved a plan to sell the Company's Testing & Assembly Equipment segment in order to focus management's attention and financial resources on the Company's Lifting Equipment segment. The plan to sell the Testing & Assembly Equipment segment followed a strategic review made by the Company triggered by a history of significant operating losses by the Testing & Assembly Equipment segment.

On July 5, 2007, the Company entered into an Asset Purchase Agreement with EuroMaint. Under the terms of the Asset Purchase Agreement, the Company agreed to sell and EuroMaint agreed to purchase certain assets of the Company used in connection with the Company's diesel engine testing equipment business. EuroMaint also assumed and agreed to pay, perform and discharge when due certain obligations of the Company arising in connection with the operation of the Company's diesel engine testing equipment business. In addition to the assumption of those certain assumed liabilities, EuroMaint agreed to pay to the Company the aggregate purchase price of \$1.1 million. This transaction was completed on August 1, 2007. As of August 31, 2007, all operations of the Company's Testing & Assembly Equipment segment had ceased. The Testing & Assembly Equipment segment operated from a leased facility. The lease termination date for this facility was August 31, 2007.

As a result of the Company's decision to sell the Testing & Assembly Equipment segment, the results of this operation have been reported as a discontinued operation. Accordingly, financial information included in Item 6 "Selected Financial Data" has presented the Testing and Assembly Equipment segment as a discontinued operation.



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*Summary of Acquisitions*

Effective July 3, 2006, the Company completed the purchase of Manitex, Inc. ( Manitex subsidiary ) via an acquisition of all of the membership interests in Quantum Value Management, LLC (an entity owned by certain stockholders of the Company). On November 30, 2006, the Company, through its wholly owned subsidiary, Manitex Liftking, ULC, an Alberta, Canada unlimited liability corporation ( Manitex Liftking ), completed the acquisition (the Liftking Acquisition ) of all of the operating assets of Liftking Industries, Inc., an Ontario, Canada corporation ( Liftking ). As a result of these two acquisitions, the Company became a leading provider of engineered lifting solutions including boom truck cranes, rough terrain forklifts and special mission oriented vehicles. Through the Company s Manitex subsidiary, it markets a comprehensive line of boom trucks and sign cranes. The Company s boom trucks and crane products are primarily used for industrial projects, energy exploration and infrastructure development, including roads, bridges and commercial construction. Through the Company s Manitex Liftking subsidiary, it sells a complete line of rough terrain forklifts and special mission oriented vehicles, as well as other specialized carriers, heavy material handling transporters and steel mill equipment. Manitex Liftking s rough terrain forklifts are used in both commercial and military applications.

On July 31, 2007, the Company entered into an asset purchase agreement with GT Distribution, LLC ( GT Distribution ), a related party, pursuant to which the Company acquired its Noble product line. The Noble product line, which is comprised of four rough terrain forklifts in several configurations, is produced in our two current production facilities, which are located in Woodbridge, Ontario and Georgetown, Texas. The results for the Noble Forklift product line acquisition have been included in the accompanying consolidated statement of operations from the date of the acquisition.

On October 6, 2008, the Company completed the acquisition of substantially all of the assets of Schaeff Lift Truck Inc. ( Schaeff ) and Crane & Machinery, Inc. ( Crane ) pursuant to an asset purchase agreement with Schaeff, Crane, and their parent company, GT Distribution, LLC ( GT ). Mr. Langevin, the Company s Chairman and Chief Executive Officer owned 38.8% of the membership interests of GT. Due to the related-party aspects of this transaction, the asset purchase agreement and the transactions contemplated thereby were approved by a committee of the Company s independent directors (the Special Committee ) and the Audit Committee of the Company s Board of Directors. The Special Committee also received a fairness opinion from an independent financial advisory firm that the consideration to be paid by the Company for the assets of Schaeff and GT was fair to the shareholders of the Company from a financial point of view. In January 2009, Mr. Langevin assigned his ownership interest in GT to Bob Litchev, a Senior Vice President of Manitex International, Inc. Mr. Langevin s assignment of his minority ownership interest was made in conjunction with the assignment of the other remaining prior owners interest in GT to Mr. Litchev. At the date of assignment, the other prior owners had no ownership interest, or an insignificant ownership interest, in Manitex International, Inc. The assignments to Mr. Litchev, who served as President of GT from April 2002 through the date of assignment, were made for reasons unrelated to the Manitex International, Inc. and in no way were related to Mr. Litchev s employment by the Manitex International, Inc. As a result of the transfer of Mr. Langevin s minority interest to Mr. Litchev in January 2009, Mr. Langevin no longer has an ownership interest in GT.

Located in Bridgeview, Illinois, Crane is a distributor of Terex rough terrain and truck cranes and Manitex boom trucks and sign cranes and is being treated as a separate reporting segment entitled Equipment Distribution. The Equipment Distribution segment has a long-standing dealer relationship with Terex Corporation and is the authorized Terex rough terrain and truck crane dealer for Cook County, Illinois. Truck cranes differ from boom trucks in that they are built on a specialized chassis and, though road-worthy, are neither licensed or titled but instead are considered a piece of construction equipment. Rough terrain cranes are designed to operate on unpaved, unfinished construction sites and must be delivered by a freight hauler.

On July 10, 2009, the Company purchased Badger, a Winona, Minnesota-based manufacturer of specialized rough terrain cranes and material handling products. The Badger product line includes: lattice cranes marketed

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under the Little Giant trade name, excavators and a specialized 30 ton rough terrain crane, which at the time of acquisition was a newly designed crane. This 30 ton rough terrain crane is the first in a new line of specialized high quality rough terrain cranes that the Company plans to develop and introduce. Badger primarily serves the needs of the construction, municipality, and railroad industries. The Company has an advantage over its competitors in selling to railroads as it is the only crane manufacturer that has integrated the installation of rail gear into its production process. Competitors send their cranes to a third party to have rail gear added which both increases cost and delays deliveries.

On December 31, 2009, Manitex International, Inc. acquired the operating assets of Load King, an Elk Point, South Dakota-based manufacturer of specialized custom trailers and hauling systems typically used for transporting heavy equipment. Load King trailers serve niche markets in the commercial construction, railroad, military, and equipment rental industries through a dealer network. Load King complements our existing material handling business.

On July 1, 2010, the Company's newly formed Italian subsidiary, CVS Ferrari, srl, entered into an agreement to rent certain assets of CVS SpA, on an exclusive rental basis, while CVS SpA proceeds through the Italian bankruptcy process (concordato preventivo). CVS SpA was located near Milan, Italy and designed and manufactured a range of reach stackers and associated lifting equipment for the global container handling market, which were sold through a broad dealer network. During the third quarter 2010, CVS Ferrari, srl commenced operations and employed the rental assets in its operations. On July 1, 2011, the Company acquired the assets that were being rented and the rental agreement was terminated. See Note 19 to the financial statement for the detail of the asset purchase.

### *Recent Economic Conditions*

Beginning in September of 2008, the United States and world financial markets came under unprecedented stress. The immediate impact was a dramatic decrease in liquidity and credit availability throughout the world. An incredibly rapid and significant deterioration in economic conditions, especially in the United States and Europe followed. These events had an immediate significant adverse impact on the Company.

In response to the events that occurred in late 2008 and 2009, it was determined that swift management action was necessary to ensure that operating activity was balanced with current demand levels. Management actions included headcount reductions, reduction of overtime, suspension of additional hires and merit increases, reduction in executive and salaried pay, bonus and benefits and the introduction of shortened workweeks. These actions, although difficult, were required to enable the Company to adjust to current conditions and position it to respond quickly when the market recovers.

Currently, the market for our products has stabilized and selective markets have grown, particularly the energy, and power distribution sectors domestically and in certain international markets. Our orders and revenues have shown marked improvement. We are cautiously optimistic about the future. However, there is still significant risk and uncertainty in the world markets, which could impact our future business.

Our total backlog has increased steadily since December 2009. In response, we have taken and will continue to take actions to selectively increase production capacity, including hiring additional manufacturing employees at certain of our facilities.

### *General Corporate Information*

The Company's principal executive offices are located at 9725 Industrial Drive, Bridgeview, Illinois 60455 and our telephone number is (708) 430-7500. The Company's website address is [www.manitexinternational.com](http://www.manitexinternational.com). Information contained on our website is not incorporated by reference into this report and such information should not be considered to be part of this report.

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The following is financial information about our Lifting Equipment and Equipment Distribution segments for the years ending December 31, 2011, 2010 and 2009. The accounting policies of the segments are the same as those described in the summary of significant accounting policies in the Notes to the Consolidated Financial Statements included in Item 8 of this Form 10-K, except corporate expenses are not allocated to segments. The Company evaluates segment performance based upon operating income before corporate expenses. Amounts shown are in thousands of dollars.

(in Thousands)

	AS OF OR FOR THE YEAR ENDED		
	DECEMBER 31,		
	2011(1)(2)	2010(1)(2)	2009(1)
<b>Revenues from continuing operations:</b>			
Lifting Equipment	\$ 130,305	\$ 88,736	\$ 52,392
Equipment Distribution	11,986	7,139	3,495
<b>Total</b>	<b>\$ 142,291</b>	<b>\$ 95,875</b>	<b>\$ 55,887</b>
<b>Operating income from continuing operations:</b>			
Lifting Equipment	\$ 11,069	\$ 8,722	\$ 5,420
Equipment Distribution	64	33	(79)
Corporate expense	(4,532)	(3,218)	(1,997)
<b>Total</b>	<b>\$ 6,601</b>	<b>\$ 5,537</b>	<b>\$ 3,344</b>
<b>Total assets:</b>			
Lifting Equipment	\$ 115,211	\$ 99,702	\$ 89,384
Equipment Distribution	6,255	5,595	5,154
Corporate	125	220	147
<b>Total</b>	<b>\$ 121,591</b>	<b>\$ 105,517</b>	<b>\$ 94,685</b>

- (1) Financial results for acquisitions are included from the date of acquisition: July 10, 2009 for Badger Equipment Company; and December 31, 2009 for the assets of Manitek Load King, Inc.
- (2) CVS Ferrari, srl was incorporated in June 2010, with an initial capitalization of 10 Euros. Financial results include the results for CVS Ferrari, srl (our Italian Subsidiary) from the date the Company was formed in June 2010. On July 1, 2010, CVS Ferrari, srl entered into an agreement to rent on an exclusive basis certain assets of CVS SpA, while CVS SpA proceeds through the Italian bankruptcy process (concordato preventivo). CVS Ferrari, srl commenced operations in the third quarter of 2010 utilizing the rented assets to manufacture reach stackers and associated lifting equipment for the global container handling market. On July 1, 2011, the Company acquired the assets that were being rented and the rental agreement was terminated.

**Lifting Equipment Segment****Boom Trucks**

A boom truck is a straight telescopic boom crane outfitted with a hook and winch which is mounted on a standard flatbed commercial (Class 7 or 8) truck chassis. Relative to other lifting equipment, boom trucks provide increased versatility and are capable of transporting relatively large payloads from site to site at highway speeds. A boom truck is usually sold with outriggers, pads and devices for reinforcing the chassis in order to improve safety and stability. Although produced in a wide range of models and sizes, boom trucks can be broadly distinguished by their normal lifting capability as light, medium, and heavy-cranes. Various models of medium or heavy-lift boom trucks can safely lift loads from 15 to 50 tons and operating radii can exceed 200 feet.



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Another advantage of the boom truck is the ability to provide occasional man lift capabilities at a very low cost to height ratio. While it is not uncommon to see a very old boom truck, most replacement cycles seem to trend to seven years.

The Company sells its boom trucks through a network of over forty full service dealers in the United States, Canada, Mexico, South America, the Middle East and Russia. A number of our dealers maintain a rental fleet of their own. Boom trucks can be rented for either short or long-term periods.

The market for boom trucks has historically been cyclical. Sales of boom trucks grew from 1992, to a peak, in 1998. Since then, the market has experienced periods of declines and recovery. Between 1992 and 2008, unit sales were the lowest in 2003. It is estimated that sales in 2003 were approximately half of what they were at the peak of the market.

In 2008, the market for boom trucks was softening even before the financial crisis that started in September 2008 began. After September 2008, the demand for boom trucks was dramatically reduced as the United States and world financial markets came under unprecedented stress. In 2008, our boom truck shipments decreased by approximately 10%. The Company believes that its percent decrease was substantially below the decline the industry had as a whole. We believe two factors account for this variation. The lower capacity boom truck segment, where our market share is the smallest, is the segment which is most susceptible when economic conditions deteriorate. Secondly, the Company sold boom trucks with lifting capacity that exceeded our competitors, which are used for specific applications primarily in the oil and gas production. The Company continued to see strong demand for our high lifting capacity boom truck during much of 2008.

In 2009, the boom truck industry felt the full effect of financial crisis. As a result, sales of boom truck declined to levels below those seen in earlier recessions. In 2009, the Company boom truck shipments declined by approximately 50%, which we believe parallels the industry decline in 2009.

In 2010, the Company believes that total industry boom truck units sales did not change significantly from the prior year. There was, however, a modest increase in unit sales of boom trucks with higher lifting capacity and correspondingly higher selling prices. The higher capacity lifting segment is the market segment where Manitex has its largest market share. The Company revenues for boom trucks increased approximately 8.5% in 2010, while our unit shipments declined by approximately 17%. A change in product mix (to higher lifting capacity boom trucks) accounts for the increase in 2010 revenues while unit sales decreased.

In 2011, the overall market for boom trucks strengthened considerably. It was, however, still considerably below previous market peaks. In 2011, the Company unit sales increased approximately 60%. The Company believes its 2011 percent unit sales growth is lower than the overall industry growth in 2011. Much of the industry's unit sales growth occurred in the lower lifting capacity boom truck segment, a market segment where we traditionally have our lowest market share.

Although the Company offers a complete line of boom trucks from light to heavy capacity cranes much of our efforts have been devoted to the development of higher capacity boom trucks specifically designed to meet the particular needs of customers including those in energy production and power distribution. We believe it is an advantage to be skewed towards the heavier lifting capacity, since the heavier capacity cranes have somewhat higher margins.

Markets that drive demand for boom trucks include power distribution, oil and gas recovery, infrastructure and new home construction. The new home construction market, which uses lower capacity cranes, is probably the most cyclical and is where our market share is the lowest. We believe that oil and gas extraction and power distribution, offer the best chance for long-term growth and are markets where the Manitex subsidiary's products are well represented.

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### **Sign Cranes**

A sign crane is similar to a boom truck in that it is a straight telescopic boom crane mounted on a commercially available chassis, but has a man-basket attached to the end of the boom. Three companies control the large majority of the business and each possesses several hundred units in its fleet. Sales to any of these three customers are performed on a direct basis and not through a dealer network. Currently, the Company has no contracts to supply sign cranes to any of these three companies. Instead, the Company offers its sign cranes through a network of dealers who sell to family run and smaller sized businesses.

The market for sign cranes is small and has been depressed the last several years as both large and small customers have been deferring the purchase of sign cranes. The Company expects the market for sign cranes to gradually improve if general economic conditions continue on a positive trajectory. The company has not generated significant revenues from the sale of sign cranes in the last 3 years. Even, if the Company were to obtain a contract to supply sign cranes to one of the three large customers, it would still only have a modest impact on our future revenues.

### **Rough Terrain Cranes**

Our subsidiary, Badger, sells specialized rough terrain cranes through a network of dealers. The Badger product line includes lattice cranes with 20 to 30 ton lifting capacity marketed under the Little Giant trade name, and a specialized 30 ton rough terrain crane designed in 2009 and sold under the Badger name. The 30 ton rough terrain crane launched in 2009 is the first in a new line of specialized high quality rough terrain cranes that the Company plans to develop and introduce.

The Little Giant line has five lattice boom models, three of which are dedicated rail cranes. In addition to the rail cranes, Badger sells a 30 ton truck crane and a 25 ton crawler crane. Although Badger end customers include states and municipalities, our sales are predominately to railroads. The Company has an advantage over its competitors in selling to railroads as it is the only crane manufacturer that has integrated the installation of rail gear into its production process. Competitors send their cranes to a third party to have rail gear added which both increases cost and delays deliveries.

The 30 ton rough terrain crane, which is sold under the Badger name, is available with or without rail gear. The 30 ton Badger crane has been purchased by several railroads and by two leasing companies that primarily service railroads. Badger continues to work on broadening the market for the crane to include non-railroad applications. The Company's effort to broaden its customer base has been hampered by weak demand from several potential customer bases due to general economic conditions. Nevertheless, Badger has been successful in selling a small number of cranes which are being used in non-railroad applications. Our efforts to expand the customer base are continuing and expect that in the future significant revenues from non-railroad customers can be generated. These revenues are expected to come from states, municipalities, mining and oil refineries.

### **Specialized Highly Engineered Trailers**

Our subsidiary, Load King, acquired on December 31, 2009, designs and sells build-to-order specialized, highly engineered low-bed, heavy-haul, bottom-dump, and platform trailers and hauling systems. The trailers, except for the bottom-dump, are typically used for transporting heavy equipment. Additionally, Load King has recently launched a trailer refurbishment service. Our trailers are utilized by commercial construction firms, equipment rental companies, oil field service companies, the railroad industry, the U.S. military, and other end users to safely and efficiently haul specialized equipment. The Company routinely customizes its trailers and/or innovates new features to address specific customer, end-market or application needs.

Manitex Load King markets its products through a network of dealers.

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### **Rough Terrain Forklifts**

Manitex Liftking manufactures a complete range of straight mast forklifts with capacities from 6,000 to 50,000 lbs. and lift heights from 10 to 32 feet. All Manitex Liftking straight mast forklifts feature exceptional ground clearance, easy access to service points, ergonomic controls and easy operation. The Company also produces a series of tag along forklifts that mount to trucks with lifting capacity ranging from 4,000 to 6,000 pounds. These mounted forklifts are ideal for bricklaying, landscaping, construction or any other application that requires a forklift to tag along. The forklifts feature an easy to mount system, which allows an operator to securely mount or dismount the forklift quickly.

Manitex Liftking forklifts include four rough terrain forklifts, in several configurations, which are sold under the Noble trade name. The Noble product line was originally designed and marketed by Caterpillar in 1983 and subsequently sold through Eagle Pitcher's dealers. Noble has a reputation for providing durable, innovative and high quality products, and as a result, the Noble product has benefited from very strong distribution, and has a large installed base giving rise to a healthy after-market parts business. The Noble rough terrain forklifts are currently distributed through the Caterpillar dealer network.

The Company sells its rough terrain forklifts through a network of approximately fifty dealers in the United States and Canada.

### **Military Forklifts**

Manitex Liftking military forklifts are used worldwide during both periods of conflict and peace. Manitex Liftking military units are working for national militaries including the United States, Canada, and Britain. The Company exported military products (including products sold to the U.S.) are sold through the Canadian Commercial Corporation which has direct contracts with various foreign (outside of Canada) government agencies. The U.S. Department of Defense alone has hundreds of Manitex Liftking vehicles in the Navy, Army and Air Force that they depend on daily. These vehicles range from small shipboard approved forklifts to the biggest articulating, rough-terrain forklift in the world.

Manitex Liftking military forklifts have innovative features that allow them to meet strict military standards and perform in almost any terrain. These features include the patented hydraulically removable counterweight that permits aircraft transportability of the forklift without exceeding the load limits of the aircraft. The water fording capability of some Manitex Liftking vehicles allow continuous operation in water depths of up to 5 feet (1.5 meters), providing true all-terrain operation. The Company believes that these features have helped position Manitex Liftking as the product of choice for rough terrain military forklifts.

All of Manitex Liftking's shipboard approved vehicles are structurally engineered to withstand a depth charge explosion while on an aircraft carrier, and still be fully operational. The detachable mast and 2-piece operator's cab on some of Manitex Liftking's bigger vehicles allow easy disassembly to satisfy height restrictions while being transported by road or rail. Attachments such as fork rollers and standard ISO container handlers further increase the versatility of a Manitex Liftking forklift.

Manitex Liftking's forklifts are built to exacting military standards including compliance with the quality controls required by ISO 9001-2008. Before being shipped each machine is thoroughly tested on a military approved endurance track located adjacent to Manitex Liftking's military vehicle manufacturing plant. There are a limited number of test tracks in North America, and having a military approved test track is an advantage.

The timing of customer orders can be expected to result in fluctuations in revenues from period to period. The expected fluctuations, however, are not as dependent on general economic conditions as is our commercial business.

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**Mission Oriented Vehicles and Specialized Carriers**

Special mission oriented vehicles and specialized carriers are designed and built to meet the Company's unique customer needs and requirements. The Company's specialized lifting equipment has met the particular needs of customers in various industries including utility, ship building and steel mill industries. Mission oriented vehicles and specialized carriers are sold directly to the end users.

Transporters, used in ship building, are one example of a specialized carrier built by Manitex Liftking. The ship builder will construct a segment of the hull on our transporter. When the section of the hull is complete, the ship builder will move the section to the already completed portion of the hull and attach it. Manitex Liftking has built transporters capable of transporting 300,000 pounds.

**Container Handling Equipment**

The Company through its Italian subsidiary, CVS Ferrari, srl ( CVS ) manufactures a range of container handling equipment to serve ports and inter-modal customers on a worldwide basis.

During the third quarter of 2010, CVS Ferrari, srl began operation using manufacturing equipment and intangible assets rented from CVS SpA (the Predecessor Company ) under a rental agreement approved by the Italian court in July 2010. The Predecessor Company sought Italian bankruptcy protection (concordato preventivo) in early 2010 after having ceased operation in late 2009 and terminating all of its employees. The assets that were being rented from the Predecessor Company were purchased on July 1, 2011 and the rental agreement was terminated. See Note 19 to the financial statements for details.

When CVS began operating in the third quarter 2010 it was a startup operation that had no employees. CVS hired a general manager and commenced hiring staff, and conducting startup activities including installing systems, obtaining insurance, establishing a supplier base and establishing banking relationships, etc. The startup phase was heavily supported by corporate management. Additionally, former customers were contacted to see if they would assign any of their unfilled orders with the Predecessor Company to CVS. Under the rental agreement, CVS was permitted to purchase inventory it needed for its future production from the Predecessor Company but was not required to do so. Management made the decision that it would concentrate its efforts on manufacturing reach stackers and providing part support for all products previously sold by the Predecessor Company.

CVS purchased all the rights and designs to manufacture all the products previously manufactured by the Predecessor Company including reach stackers, empty container handlers, forklift, straddle carriers, and tractors. Although CVS initially concentrated on reach stackers, it expects to reintroduce other products in the future. In 2011, CVS sold a limited number of tractors, but currently has a significant order for tractors to be delivered in 2012.

Historically, a slight majority of the Predecessor Company's sales were to Italy and other European countries. The Predecessor Company also had a market presence in Africa, South America, the Middle East and the Far East. Historically, the Predecessor Company has had no significant penetration into the North American market. Now that CVS is owned by a U.S. based company, it will actively solicit business in North America. The Company recently announced an order, valued at \$1.9 million, including options for future deliveries, from the Canadian military for CVS reach stackers. This order represents the first sale to North America for CVS. In its traditional markets, CVS competes with several other companies, including three companies that are significantly larger than CVS. In attempting to enter the North American market, CVS will be faced with competition from these competitors and also domestic manufacturers.

The Container handling market is a somewhat cyclical market, which depends in part on general economic conditions but also on the timing of major port construction projects. The financial crisis that began in the later part of 2008 caused a decline in demand for container handling equipment in 2009. The decrease in demand was not nearly as steep as it was for most other types of equipment. The decline was tempered as there are long lead



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times for major deliveries and a lot of orders for 2009 production had been place when the crisis began. Additionally, a significant portion of the funding for purchases comes from governments or governmental agencies, which may be less sensitive to general economic conditions. We believe that demand in markets that CVS traditionally serves did not change significantly between 2009 and 2010. We believe that total market demand increased modestly in 2011, but was still below 2008 levels.

### **Part Sales**

The Lifting Equipment segment supplies repair and replacement parts for all of its products. The parts business margins are higher than our overall margins and accounts for approximately 15% of our revenues in typical year. Part sales as a percentage of revenues tend to increase when there is a down-turn in the industry. Part sales as a percentage of revenues is approximately 19% and 20% for the year ended December 31, 2011 and 2010, respectively.

### **Equipment Distribution Segment**

The Company established its Equipment Distribution segment in October of 2008 with the acquisition of substantially all the assets of Crane. The Equipment Distribution segment located in Bridgeview, Illinois is a distributor of Terex rough terrain and truck cranes, Fuchs material handlers, and ManiTex boom trucks and sky cranes. The Equipment Distribution segment sells its products predominately to end users, including the rental market. Its products are used primarily for infrastructure development and commercial construction, and applications include road and bridge construction, general contracting, roofing, scrap handling and sign construction and maintenance. The Equipment Distribution segment supplies repair parts for a wide variety of medium to heavy duty construction equipment and sells both domestically and internationally. The segment also provides repair services in the Chicago area.

In the second quarter of 2010, we expanded our Equipment Distribution segment by creating a new division, North American Equipment Exchange, ( NAEE ) to market previously-owned construction and heavy equipment, domestically and internationally. This division provides a wide range of used lifting and construction equipment of various ages and condition, and the Company has the capability to refurbish the equipment to the customers' specification.

Revenues attributable to the Company's Equipment Distribution segment were less than 10% of the Company's total revenues for fiscal years 2011, 2010 and 2009.

### **Total Company Revenues by Sources**

The sources of the Company's revenues are summarized below:

	<b>2011</b>	<b>2010</b>	<b>2009</b>
Boom trucks	35%	31%	49%
Sign cranes		1%	2%
Container handling equipment	17%	7%	
Rough terrain forklifts	8%	6%	9%
Military forklifts	4%	18%	6%
Rough terrain & truck cranes	6%	9%	6%
Specialized trailers	6%	5%	
Used Construction Equipment	5%	3%	
Part sales	19%	20%	28%
Total Revenue	100%	100%	100%

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In 2011, no customer accounted for more than 10% of the Company's revenue. In 2010, one customer, Canadian Commercial Corp., accounted for 11% of the Company's revenue. In 2009, no customers accounted for 10% or greater of the Company's revenue.

### **Raw Materials**

The Company both purchases and fabricates components used in production. Our Manitex subsidiary fabricates cranes which are mounted on truck chassis, which are either purchased by the Company or supplied by the customer. The Company purchases steel and a variety of machined parts and subassemblies including weldments, cylinders, winches, and cables. Manitex Liftking builds rough terrain forklifts, and other specialized carriers. Manitex Liftking fabricates some of their cylinders, and masts using quality steel and proprietary technology. Manitex Liftking purchases engines, transmissions, axles, tires, rims, most of its frames and many of the cylinders and masts that are used. Badger historically fabricated its frames and booms, but purchases engines, transmissions, axles, tires, rims and other components. Recently, Badger has been outsourcing much of its requirements for frames. Manitex Load King mainly purchases materials including steel, axles, suspensions, tires, wheels and other engineered components. CVS principally purchases components used in production. CVS purchases frames, booms, engines, transmissions, axles, tires, rims, cylinders, masts, and electronic components.

Lead times for our components vary from several weeks to many months. The Company is vulnerable to an interruption of supply in instances when only one supplier has been qualified and qualification and supply source changes can exceed a year. The Company has been working on qualifying secondary sources to assure supply and to reduce costs. The degree to which our supply base can respond to changes in market demand directly affects our ability to increase production and the Company attempts to maintain some additional inventory in order to react to unexpected increases in demand. In 2010 and 2009, there were no significant shortages of raw materials that adversely affected production. In 2011, our production of boom trucks was at times constrained by a shortage of chassis and to a lesser degree the availability of cylinders, high density steel and other component parts. Delivery of chassis started to improve in the fourth quarter of 2011. In 2012, the Company expects that supply chain issues will improve but to still be somewhat of an issue. The impact that potential supply chain issues will have is in part dependent on how fast the demand for boom trucks increases and the rate of growth in the general economy. Strong general economic growth could put us in competition for parts with other industries.

### **Patents and Trademarks**

The Company protects its trade names and trademarks through registration. Its technology consists of bill of materials, drawings, plans, vendor sources and specifications and although the Company's technology has considerable value, it does not generally have patent protection. Competitors will occasionally patent a unique feature; however, the broader technology does not have patent protection. The Company has (on rare occasions) filed for patent protection on a specific feature. In the future, the Company will consider seeking patent protection on any new design features believed to present a significant future benefit.

The Company owns and uses several trademarks relating to its brands that have significant value and are instrumental to the Company's ability to market its products. The Company's most significant trademarks are its mark Manitex (presently registered with the United States Patent and Trademark Office until 2017), and its mark LIFTKING (presently registered with the Canadian Intellectual Property Office until 2015). The Company's subsidiary, Manitex Load King sells its products using the trademarks Load King (presently registered with the United States Patent and Trademark Office until 2018) and also utilizes the trademark Power Fold (presently registered with the United States Patent and Trademark Office until 2018). Badger Equipment Company markets its products under the Little Giant and Badger trade names. The Manitex, LiftKing, Badger, Little Giant and Load King trademarks and trade names are critically important to the marketing and operation of the Company's business, as a significant number of our products are sold under those names. The use of the trade name Noble is also important to the Company's business. Although the Company does not own the Noble trade name, it has the right to use the Noble name in connection with its rough terrain forklift product line.

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### **Seasonality**

Traditionally, the Company's peak selling periods for cranes and commercial rough terrain forklifts are in the first half of a calendar year as a result of the need to have new equipment available for the spring, summer and fall construction seasons. Seasonality is reduced when the industry is operating at or near full capacity as it did in 2006 and 2007. The financial crisis that began in 2008 dramatically depressed demand for our crane products and commercial rough terrain forklifts used in commercial construction and home building, the market areas subject to the greatest seasonality. As such, our business has not been subject to normal seasonality in recent years.

A significant portion of cranes sold over the last several years have been deployed in specialized industries or applications, such as oil and gas production, power distribution and in the railroad industry. Sales in these market segments are subject to significant fluctuations which correlate more with general economic conditions and the prices of commodities including oil and generally are not of seasonal nature.

The Lifting Equipment segment's military, special mission oriented vehicles and specialized carriers business is dependent on the receipt of customers' orders. The timing of customer orders can be expected to result in fluctuations in revenues from period to period. The expected fluctuations, however, are not of a seasonal nature. The Lifting Equipment segment's container handling product line is also subject to fluctuations due to in part the timing of contract awards related to major port projects. Again, this fluctuation is not necessarily of a seasonal nature.

Sales of cranes from the Equipment Distribution segment mirror the seasonality of the overall Company. However, the sale of parts is much less seasonal given the geographic breadth of the customer base. Crane repairs are performed by the Equipment Distribution segment throughout the year but are somewhat affected by the slowdown in construction activity during the typically harsh winters in the Midwestern United States.

### **Competition**

#### **Lifting Equipment Segment**

The market for the Company's boom trucks and sky cranes, commercial rough terrain forklifts, container handling equipment and trailers is highly competitive. The Company competes based on product design, quality of products and services, product performance, maintenance costs and price. Several competitors have greater financial, marketing, manufacturing and distribution resources than we do. The Company believes that it effectively competes with its competitors.

Military forklifts, special mission oriented vehicles and specialized carriers are highly engineered products and, therefore, only face limited competition. The Company's rough terrain cranes serve smaller niche markets and, therefore, also have less competition.

The Company's boom cranes compete with cranes manufactured by National Crane, Terex, Weldco Beales, Elliott and Altec. The Company's sky cranes compete with cranes manufactured by Elliott, Wilke, and Radocy. The Company competes with Linamar, Sellick, Harlo, Manitou, Mastercraft, and Load Lifter in selling rough terrain forklifts. The Company competes primarily with Terex and Broderson in selling rough terrain cranes. The Companies container handling equipment competes with similar equipment sold by Cargotec, Konecranes and Terex. The North American specialty trailer industry is highly fragmented, but our competitors include: Aspen Custom Trailers, Landoll Corporation, Manaca, Inc., and Trail King.

#### **Equipment Distribution Segment**

Our Equipment Distribution segment has a dealership arrangement with Terex and must compete against dealers of other rough terrain and truck crane manufacturers such as Imperial Crane (Tadano) and Walter Payton Power (Grove) who operate in the same geographic market in and around Chicago. The same dynamic holds true in selling Manitex boom trucks which are part of our Lifting Equipment segment. The Equipment Distribution

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segment competes against Runnion Equipment (dealer for National Crane), Power Equipment Leasing (dealer for Elliott) and Guiffre Cranes (dealer for Terex boom trucks). Runnion is also authorized to sell Manitex boom trucks.

While no geographic limitations exist regarding the Equipment Distribution segment's ability to sell cranes internationally, the lack of any barriers to entry and the heavy use of the Internet make this a highly active and competitive market in which to distribute cranes.

Competition for our Distribution Equipment segment's repair business is even more intense since it is limited geographically due to the necessity of having physical access to the cranes. Most of the above referenced companies also compete in this aspect of the business, as do other types of crane and equipment dealers from nearby areas such as Indiana or Wisconsin.

Parts sales from the Equipment Distribution segment are global in scope and benefit greatly from the Internet and the tenure and expertise of our employees. While competition in this area is extensive, the breadth of the products offered and the segment's long history in this part of the business is we believe a competitive advantage.

In the second quarter of 2010, we expanded our Equipment Distribution segment by creating new division, North American Equipment Exchange, (NAEE) to market previously-owned construction and heavy equipment, domestic and internationally. This Division provides a wide range of used lifting and construction equipment of various ages and condition, and the Company has the capability to refurbish the equipment to the customers' specification.

The Equipment Distribution segment competes based on the design, quality, and performance of the products it distributes, price and the supporting repair and part services that it provides. Several competitors have greater financial, marketing, and distribution resources than we do. The Company, however, believes that it effectively competes with its competitors.

## **Backlog**

The backlog at December 31, 2011 was approximately \$83.7 million, compared to a backlog of approximately \$39.9 million at December 31, 2010. The Company expects to ship product to fulfill its existing backlog within the next twelve months.

## **Research and Development**

The Company spent \$1.6 million, \$1.2 million and \$0.8 million on company-sponsored research and development activities for 2011, 2010 and 2009, respectively.

## **Geographic Information**

The information regarding revenue, the basis for attributing revenue from external customers to individual countries, and long-lived assets is found in Note 18. Segment Information to our consolidated financial statements, is hereby incorporated by reference into this Part I, Item 1.

## **Employees**

As of December 31, 2011, the Company had 344 full time employees. The Company has not experienced any work stoppages and anticipates continued good employee relations. Seventy of our employees are covered by collective bargaining agreements. Twenty-five of our employees at our Badger subsidiary are represented by International Union, UAW and its local No. 316. The current union contract expires on January 21, 2014. Three employees are currently represented by Automobile Mechanics Local 701. The union contract expired on October 1, 2011. The Company and the union are in the process of negotiating a new contract. The employees

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represented by the Automobile Mechanics Local 701 are mechanics that work in our Equipment Distribution segment. A number of our Equipment Distribution segment's customers in the Chicago metropolitan area mandate union mechanics usage for any service / repair jobs. Forty-two employees at Manitex Load King are represented by United Electrical Radio and Machine Workers of America, Local 1187. The current union contract expires on February 5, 2013.

### **Governmental Regulation**

The Company is subject to various governmental regulations, such as environmental regulations, employment and health regulations, and safety regulations. We have various internal controls and procedures designed to maintain compliance with these regulations. The cost of compliance programs is not material, but is subject to additions to or changes in federal, state or local legislation or changes in regulatory implementation or interpretation of government regulations.

### **ITEM 1A. RISK FACTORS**

You should carefully consider the following risks, together with the cautionary statement under the caption "Forward-Looking Statements" and the other information included in this report. The risks described below are not the only ones the Company faces. Additional risks that are currently unknown to the Company or that the Company currently considers to be immaterial may also impair its business or adversely affect the Company's financial condition or results of operations. If any of the following risks actually occurs, the Company's business, financial condition or results of operation could be adversely affected.

#### ***Significant deterioration in economic conditions, especially in the United States and Europe, has had and may again have negative effects on the Company's results of operations and cash flows***

Significant deterioration in economic conditions, especially in the United States and Europe, has had and may again have negative effects on the Company's results of operations and cash flows. Economic conditions affect the Company's sales volumes, pricing levels and overall profitability. Demand for many of the Company's products depends on end-use markets. Challenging economic conditions may reduce demand for our products and may also impair the ability of customers to pay for products they have purchased. As a result, the Company's reserves for doubtful accounts and write-offs for accounts receivable may increase.

A significant deterioration in economic conditions has caused and may again cause a deterioration in the credit quality of our customers and the estimated residual value of our equipment. This could further negatively impact the ability of our customers to obtain the resources they need to make purchases of our equipment. Reduced credit availability will diminish our customers' ability to invest in their businesses, refinance maturing debt obligations, and meet ongoing working capital needs. If customers do not have sufficient access to credit, demand for the Company's products will likely decline. Reduced access to credit and the capital markets will also negatively affect the Company's ability to invest in strategic growth initiatives such as acquisitions.

#### ***The Company may require additional funding, which may not be available on favorable terms or at all.***

Our future capital requirements will depend on the amount of cash generated or required by our current operations, as well as additional funds which may be needed to finance future acquisitions. Future cash needs are subject to substantial uncertainty.

We cannot guarantee that adequate funds will be available when needed, and if we do not receive sufficient capital, we may be required to alter or reduce the scope of our operations or to forego making future acquisitions. If we raise additional funds by issuing equity securities, existing stockholders may be diluted.

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***The Company's business is sensitive to increases in interest rates.***

The Company is exposed to interest rate volatility with regard to future issuances of fixed rate debt and existing issuances of variable rate debt. Primary exposure includes movements in the U.S. prime rate.

If interest rates rise, it becomes more costly for the Company's customers to borrow money to pay for the equipment they buy from the Company. Should the U. S. Federal Reserve Board decide to increase rates, prospects for business investment and manufacturing could deteriorate sufficiently and impact sales opportunities.

***The Company's business is sensitive to government spending.***

Many of the Company's customers depend substantially on government spending, including highway construction and maintenance and other infrastructure projects by U.S. federal and state governments and governments in other nations. Any decrease or delay in government funding of highway construction and maintenance, other infrastructure projects could cause the Company's revenues and profits to decrease.

Additionally, the portion of business that is military related (including an international agency) has in the past fluctuated significantly between years. A significant decrease in military related revenues would adversely affect our results of operations and our cash flow.

***The Company's business is affected by the cyclical nature of its markets.***

A substantial portion of our revenues are attributed to limited number of customers which may decrease or cease purchasing any time, since the Company's products depends upon the general economic conditions of the markets in which the Company competes. The Company's sales depend in part upon its customers' replacement or repair cycles. Adverse economic conditions, including a decrease in commodity prices, may cause customers to forego or postpone new purchases in favor of repairing existing machinery. Downward economic cycles may result in reductions in sales of the Company's products, which may reduce the Company's profits. The Company has taken a number of steps to reduce its fixed costs and diversify its operations to decrease the negative impact of these cycles. There can be no assurance, however, that these steps will prevent the negative impact of poor economic conditions.

***The Company's revenues are attributed to limited number of customers which may decrease or cease purchasing any time.***

The Company's revenues are attributed to a limited number of customers. We generally do not have long-term supply agreements with our customers. Even if a multi-year contract exists, the customer is not required to commit to minimum purchases and can cease purchasing at any time. If we were to lose either a significant customer or several smaller customers our operating results and cash flows would be adversely impacted.

***The Company is dependent upon third-party suppliers, making us vulnerable to supply shortages.***

The Company obtains materials and manufactured components from third-party suppliers. Any delay in the Company's suppliers' abilities to provide the Company with necessary materials and components may affect the Company's capabilities at a number of our manufacturing locations, or may require the Company to seek alternative supply sources. Delays in obtaining supplies may result from a number of factors affecting the Company's suppliers including capacity constraints, labor disputes, the impaired financial condition of a particular supplier, suppliers' allocations to other purchasers, weather emergencies or acts of war or terrorism. Any delay in receiving supplies could impair the Company's ability to deliver products to customers and, accordingly, could have a material adverse effect on business, results of operations and financial condition.

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In addition, the Company purchases material and services from suppliers on extended terms based on the Company's overall credit rating. Negative changes in the Company's credit rating may impact suppliers' willingness to extend terms and increase the cash requirements of the business.

### ***Price increases in materials could affect our profitability.***

We use large amounts of steel and other items in the manufacture of our products. In the past, market prices of some of our key raw materials increased significantly. If we experience future significant increases in material costs including steel, we may not be able to reduce product cost in other areas or pass future raw material price increases on to our customers, our margins could be adversely affected.

### ***The Company depends on its computer systems. If its computer systems do not perform in a satisfactory manner, it could be disruptive and or adversely affect the operations and results of operations of the Company, including the ability of the Company to report accurate and timely financial results.***

The Company depends on its computer systems. If its computer systems do not perform in a satisfactory manner, it could be disruptive and or adversely affect the operations and results of operations of the Company, including the ability of the Company to report accurate and timely financial results. In the future, the Company may either install new releases for existing applications or replace existing systems. Systems implementations projects are often not successful. Even when projects are ultimately successful, the projects often require higher than anticipated financial and personal resources. In the future, should systems not be implemented successfully and within budget, or if the systems do not perform in a satisfactory manner, it could be disruptive and or adversely affect the operations and results of operations of the Company, including the ability of the Company to report accurate and timely financial results.

### ***The Company's level of indebtedness reduces financial flexibility and could impede our ability to operate.***

As of December 31, 2011, the Company's total debt was \$42.2 million, which includes: revolving term credit facilities, notes payable, and capital lease obligations.

Our level of debt affects our operations in several important ways, including the following:

a significant portion of our cash flow from operations is likely to be dedicated to the payment of the principal and interest on our indebtedness;

our ability to obtain additional financing in the future for working capital, capital expenditures or acquisitions may be limited;

we may be unable to refinance our indebtedness on terms acceptable to us or at all;

our cash flow may be insufficient to meet our required principal and interest payments; and

we may be unable to obtain additional loans as a result of covenants and agreements with existing debt holders.

### ***The Company has debt outstanding and must comply with restrictive covenants in its debt agreements.***

The Company's existing debt agreements contain a number of significant covenants which may limit its ability to, among other things, borrow additional money, make capital expenditures, pay dividends, dispose of assets and acquire new businesses. These covenants also require the Company to meet certain financial tests. The Company is currently in compliance with all active covenants. A default, if not waived by the Company's lenders, could result in acceleration of the Company's debt and possibly bankruptcy.





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*Certain of the Company's products are substantially dependent on the level of capital expenditures in the oil and gas industry and lower capital expenditures will adversely affect the results of the Company's operations.*

The demand for our product in part depends on the condition of the oil and gas industry and, in particular, on the capital expenditures of companies engaged in the exploration, development, and production of oil and natural gas. Capital expenditures by these companies are influenced by the following factors:

the oil and gas industry's ability to economically justify placing discoveries of oil and gas reserves in production;

the oil and gas industry's need to clear all structures from the lease once the oil and gas reserves have been depleted;

weather events, such as major tropical storms;

current and projected oil and gas prices;

the abilities of oil and gas companies to generate, access and deploy capital;

exploration, production and transportation costs;

the discovery rate of new oil and gas reserves;

the sale and expiration dates of oil and gas leases and concessions;

local and international political and economic conditions;

the ability or willingness of host country government entities to fund their budgetary commitments; and

technological advances.

Historically, prices of oil and natural gas and exploration, development and production have fluctuated substantially. A sustained period of substantially reduced capital expenditures by oil and gas companies will result in decreased demand for certain equipment produced by the Company, lower margins, and possibly net losses.

*The Company may face limitations on its ability to integrate acquired businesses.*

The Company has completed seven acquisitions since 2006. The successful integration of new businesses depends on the Company's ability to manage these new businesses and cut excess costs. While the Company believes it has successfully integrated these acquisitions to date, the Company cannot ensure that these acquired companies will operate profitably or that the intended beneficial effect from these acquisitions will be realized.

*If the Company is unable to manage anticipated growth effectively, the business could be harmed.*

## Edgar Filing: Manitex International, Inc. - Form 10-K

If the Company fails to manage growth, the Company's financial results and business prospects may be harmed. To manage the Company's growth and to execute its business plan efficiently, the Company will need to institute operational, financial and management controls, as well as reporting systems and procedures. The Company also must effectively expand, train and manage its employee base. The Company cannot assure you that it will be successful in any of these endeavors.

### *The Company relies on key management.*

The Company relies on the management and leadership skills of David Langevin, Chairman and Chief Executive Officer. When Mr. Langevin joined the Company, he signed a three year employment agreement with the Company which expired on December 31, 2008. Mr. Langevin's employment agreement has been extended and now expires on March 31, 2015. Under the employment agreement, Mr. Langevin's employment term automatically extends for successive periods of one year unless either the Company or Mr. Langevin gives written notice to the other party of non-renewal at least 90 days prior to the end of the then current employment

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term. The loss of his services could have a significant and negative impact on the Company's business. In addition, the Company relies on the management and leadership skills of other senior executives. Some of these executives do not have employment or non-compete agreements with the Company. The Company could be harmed by the loss of key personnel in the future.

***The Company's success depends upon the continued protection of its trademarks and the Company may be forced to incur substantial costs to maintain, defend, protect and enforce its intellectual property rights.***

The Company's registered and common law trademarks, as well as certain of the Company's licensed trademarks, have significant value and are instrumental to the Company's ability to market its products. The Company's marks Manitex Liftking and Load King are important to the Company's business as the majority of the Company's products are sold under those names. The Company has not registered all of its trademarks in the United States nor in the foreign countries where it does business. The Company cannot assure you that third parties will not assert claims against any such intellectual property or that the Company will be able to successfully resolve all such claims. If the Company has to change the names of any of its products, it may experience a loss of goodwill associated with its brand names, customer confusion and a loss of sales.

In addition, international protection of the Company's intellectual property may not be available in some foreign countries to the same extent permitted by the laws of the United States. The Company could also incur substantial costs to defend legal actions relating to use of its intellectual property, which could have a material adverse effect on the Company's business, results of operations or financial condition.

***The Company may be unable to effectively respond to technological change, which could have a material adverse effect on the Company's results of operations and business.***

The markets served by the Company are not historically characterized by rapidly changing technology. Nevertheless, the Company's future success will depend in part upon the Company's ability to enhance its current products and to develop and introduce new products. If the Company fails to anticipate or respond adequately to competitors' product improvements and new production introductions, future results of operations and financial condition will be negatively affected.

***The Company operates in a highly competitive industry and the Company is particularly subject to the risks of such competition.***

The Company competes in a highly competitive industry and the competition which the Company encounters has an effect on its product prices, market share, revenues and profitability. Because certain competitors have substantially greater financial, production, research and development resources and substantially greater name recognition than the Company, the Company is particularly subject to the risks inherent in competing with them and may be put at a competitive disadvantage. To compete successfully, the Company's products must excel in terms of quality, price, product line, ease of use, safety and comfort, and the Company must also provide excellent customer service. The greater financial resources of the Company's competitors may put it at a competitive disadvantage. If competition in the Company's industry intensifies or if the Company's current competitors enhance their products or lower their prices for competing products, the Company may lose sales or be required to lower its prices. This may reduce revenue from the Company's products and services, lower its gross margins or cause the Company to lose market share. The Company may not be able to differentiate our products from those of competitors, successfully develop or introduce less costly products, offer better performance than competitors or offer purchasers of our products payment and other commercial terms as favorable as those offered by competitors.

***The Company faces product liability claims and other liabilities due to the nature of its business.***

In the Company's lines of business numerous suits have been filed alleging damages for accidents that have occurred during the use or operation of the Company's products. The Company is self-insured, up to certain limits, for these product liability exposures, as well as for certain exposures related to general, workers' compensation and automobile liability. Insurance coverage is obtained for catastrophic losses as well as those

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risks required to be insured by law or contract. The Company does not believe that the final outcome of such matters will have a material adverse effect on its consolidated financial position; however any liabilities not covered by insurance could have an adverse effect on the Company's financial condition.

### ***We are subject to currency fluctuations.***

Our revenues are generated in U.S. dollars, Canadian dollars and Euros while costs incurred to generate revenues are only partly incurred in the same currencies. Changes in currency exchange rates between the U.S. dollar and other currencies have had, and will continue to have, an impact on our earnings.

We engage in hedging activities to mitigate the impact of the translation of foreign currencies on our financial results. Our hedging activities are designed to reduce and delay, but not to eliminate, the effects of foreign currency fluctuations. Factors that could affect the effectiveness of our hedging activities include accuracy of sales forecasts, volatility of currency markets, and the availability of hedging instruments. Since the hedging activities are designed to reduce volatility, they not only reduce the negative impact of a weaker U.S. dollar, but they also reduce the positive impact of a stronger U.S. dollar. Our future financial results could be significantly affected by the value of the U.S. dollar in relation to the foreign currencies in which we conduct business. The degree to which our financial results are affected for any given time period will depend in part upon our hedging activities. There can be no assurance that our hedging activities will have the desired beneficial impact on our financial condition or results of operations. Moreover, no hedging activity can completely insulate us from the risks associated with changes in currency exchange rates.

### **Risks Relating to our Common Stock**

***The Company's principal shareholders, executive officers and directors hold a significant percentage of the Company's common stock, and these shareholders may take actions that may be adverse to your interests.***

The Company's principal shareholders, executive officers and directors beneficially own, in the aggregate, approximately 25% of the Company's common stock as of March 15, 2012. As a result, these shareholders, acting together, will be able to significantly influence all matters requiring shareholder approval, including the election and removal of directors and approval of significant corporate transactions such as mergers, consolidations, sales and purchases of assets. They also could dictate the management of the Company's business and affairs. This concentration of ownership could have the effect of delaying, deferring or preventing a change in control or impeding a merger or consolidation, takeover or other business combination, which could cause the market price of our common stock to fall or prevent you from receiving a premium in such a transaction.

***The cost of compliance with Section 404 of the Sarbanes-Oxley Act of 2002 may negatively impact the Company's income.***

The Company is subject to the rules and regulations of the SEC, including those rules and regulations mandated by the Sarbanes-Oxley Act of 2002. Section 404 of the Sarbanes-Oxley Act requires all reporting companies to include in their annual report a statement of management's responsibilities for establishing and maintaining adequate internal control over financial reporting, together with an assessment of the effectiveness of those internal controls. Section 404 further requires that the reporting company's independent auditors attest to, and report on, this management assessment. The Company is not yet subject to the auditor attestation requirement of Section 404; however, the Company expects its expenses related to its internal and external auditors to be significant. If we fail to maintain a system of adequate controls, it could have an adverse effect on our business and stock price.

***The price of our common stock is highly volatile.***

The trading price of the Company's common stock is highly volatile and could be subject to wide fluctuations in price in response to various factors, many of which are beyond the Company's control, including:

the degree to which the Company successfully implements its business strategy;

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actual or anticipated variations in quarterly or annual operating results;

changes in recommendations by the investment community or in their estimates of the Company's revenues or operating results;

failure to meet expectations of industry analysts;

speculation in the press or investment community;

strategic actions by the Company's competitors;

announcements of technological innovations or new products by the Company or competitors; and

changes in business conditions affecting the Company and its customers.

In the past, following periods of volatility in the market price of a company's securities, class action litigation has often been brought against companies. If a securities class action suit is filed against us, whether or not meritorious, we would incur substantial legal fees and our management's attention and resources would be diverted from operating our business in order to respond to the litigation.

***Future sales of the Company's common stock by existing shareholders in the public market, or the possibility or perception of such sales, could depress the Company's stock price.***

Sales of a large number of shares of the Company's common stock, or the availability of a large number of shares for sale, could adversely affect the market price of the Company's common stock and could impair the Company's ability to raise funds in additional stock offerings. Approximately 11,681,051 of the Company's shares are eligible for sale in the public market, approximately 2,149,617 of which are subject to applicable volume limitations and other restrictions set forth in Rule 144 under the Securities Act.

***Provisions of the Michigan Business Corporation Act and the Company's Articles of Incorporation, Amended and Restated Bylaws, and Rights Agreement may discourage or prevent a takeover of the Company.***

Provisions of the Company's Articles of Incorporation and Amended and Restated Bylaws, Michigan law, and the Rights Agreement, dated October 17, 2008, between the Company and Broadridge Corporate Issuer Solution, Inc., as rights agent, could make it more difficult for a third party to acquire the Company, even if doing so would be perceived to be beneficial to you. These provisions could discourage potential takeover attempts and could adversely affect the market price of the Company's shares. Because of these provisions, you might not be able to receive a premium on your investment. These provisions:

authorize the Company's Board of Directors, with approval by a majority of its independent Directors but without requiring shareholder consent, to issue shares of blank check preferred stock that could be issued by the Company's Board of Directors to increase the number of outstanding shares and prevent a takeover attempt;

limit our shareholders' ability to call a special meeting of the Company's shareholders;

limit the Company's shareholders' ability to amend, alter or repeal the Company bylaws;

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may result in the issuance of preferred stock, which would significantly dilute the stock ownership percentage of certain shareholders and make it more difficult for a third party to acquire a majority of the Company's outstanding voting stock; and

restrict business combinations with certain shareholders.

The provisions described above could prevent, delay or defer a change in control of the Company or its management.

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**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

**ITEM 2. PROPERTIES**

The Company's executive offices are located at 9725 Industrial Drive, Bridgeview, Illinois 60455. The Company has six principal operating plants. The Company builds boom trucks, and sign cranes in its 188,000 sq. ft. leased facility located in Georgetown, Texas. The Company builds rough terrain forklifts and special mission oriented vehicles, as well as other specialized carriers in its 85,000 sq. ft. leased facility located in Woodbridge, Ontario. The Company builds specialized rough terrain cranes and material handling product in its 170,000 sq. ft. leased facility located in Winona, Minnesota. The Company builds its specialized highly engineered trailers in its 106,000 sq. ft. owned facility in Elk Point, South Dakota. The Company builds reach stackers and container handling equipment in its 103,000 sq. ft. leased facility in Cadeo, Italy. The Company operates its crane distribution business and North American Equipment Exchange in its 39,000 sq. ft. leased facility located in Bridgeview, Illinois. The Company's executive offices are also located in this facility.

All our facilities are used exclusively by our Lifting Equipment segment except for our Bridgeview facility. The Bridgeview facility houses our corporate offices and our Crane & Machinery and North American Equipment Exchange divisions. Crane and Machinery and North American Equipment Exchange divisions comprise our Equipment Distribution segment.

The Company believes that its facilities are suitable for its business and will be adequate to meet our current needs.

**ITEM 3. LEGAL PROCEEDINGS**

The Company is involved in various legal proceedings, including product liability and workers' compensation matters which have arisen in the normal course of operations. The Company has product liability insurance with self insurance retention that ranges from fifty thousand to \$1 million. Until 2012, all worker compensation claims were fully insured. Beginning in 2012, the Company has a \$250 thousand per claim deductible on worker compensation claims and \$1.0 million aggregate. Certain cases are at a preliminary stage, and it is not possible to estimate the amount or timing of any cost to the Company. However, the Company does not believe that these contingencies, in the aggregate, will have a material adverse effect on the Company. When it is probable that a loss has been incurred and possible to make a reasonable estimate of the Company's liability with respect to such matters, a provision is recorded for the amount of such estimate or the minimum amount of a range of estimates when it is not possible to estimate the amount within the range that is most likely to occur.

One of our insurance carriers has denied coverage for two product liability claims. The Company believes the insurance companies' basis for denial of coverage is improper. As such, the Company has engaged outside legal representation to challenge the insurance companies' denial of coverage. Currently, the Company is engaged in a declaratory judgment action which contests the denial of coverage. This suit was filed by Colony National Insurance Company against Manitex LLC, Manitex Inc., Manitex Skycrane, LLC, Quantum Equipment, LLC f/k/a Quantum Heavy Equipment, LLC, Quantum Value Management, LLC, Quantum Value Partners, LP and JLG Industries, Inc. It was filed October 2, 2009 in the United States District Court for the Western District of Texas, Austin Division, cause number A09CA724. The Lexington Insurance Company that provides excess coverage over the Colony policy filed a motion to intervene in this action December 8, 2009. That motion has been granted. Colony and Lexington seek a ruling by the court that the defense of JLG in the underlying product liability litigation is not covered by their policies.

In its complaint, Colony and Lexington have asserted several grounds for its denial of coverage and the Company has answered the Colony complaint and filed a counterclaim against Colony alleging its right to coverage and seeking its costs for JLG Industries, Inc.'s defense and related costs. The Company believes that it has a meritorious position on coverage under both policies.

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On November 16, 2010 the Court granted the Company's motion for Summary Judgment finding that Colony did have a duty to defend the two product liability claims. Colony and Lexington have been granted leave to appeal the decision to the Fifth Circuit Court of Appeals.

On May 5, 2011, the Company entered into two (2) separate Settlement Agreements with the two (2) Plaintiffs in the underlying product liability lawsuits. Pursuant to these agreements, if the Court's decision in the Declaratory Judgment action is affirmed, the Plaintiffs will have the opportunity to pursue their recovery solely and exclusively against either or both of the liability insurance carriers, and the Company itself shall have no liability to the Plaintiffs. If, after all appeals in the Declaratory Judgment action, it is determined that there was no duty on the part of the liability insurance carriers to defend the Company, the Company will be liable to the Plaintiffs in the total amount of \$1.9 million, payable in equal annual installments over a period of twenty (20) years without interest, beginning at the conclusion of the Declaratory Judgment action.

On February 21, 2012, the Company was informed that the Fifth Circuit Court of Appeals reversed the District Court's decision and determined that the insurance companies did not have an obligation to defend these two product liability suits. The Company has filed a Petition for Panel Rehearing pursuant to Rule 40 of the Federal Rules of Appellate Procedure to the Fifth Circuit Court of Appeals. If this petition is denied, or the Court determines that its decision was correct, the Company will become liable to the Plaintiffs for the annual payments described above.

As a result of the recent Fifth Circuit appeals court ruling, the Company concluded that it should recognize the liability under the May 5, 2011 settlement agreements and record a charge to income for this liability in 2011. In accordance with current accounting guidance, a liability was recorded for approximately \$1.1 million, which represents the present value of future payments discounted at a market rate of return. The Company is not aware of any other similar potential liabilities at the present time and has secured insurance coverage to explicitly cover such future instances, mitigating future business risk. See Note 24.

**ITEM 4. MINING SAFETY DISCLOSURES**



**Table of Contents****PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Market for the Company's Common Stock**

The Company's common stock is listed on The NASDAQ Capital Market trading under the symbol MNTX. The following table sets forth the high and low sales prices of the common stock for the fiscal periods indicated, as reported on The NASDAQ Capital Market.

**Price Range of Common Stock**

<b>2011</b>	<b>High</b>	<b>Low</b>
First Quarter	\$ 6.50	\$ 3.81
Second Quarter	6.76	4.71
Third Quarter	5.55	3.43
Fourth Quarter	\$ 4.95	\$ 3.35
<b>2010</b>	<b>High</b>	<b>Low</b>
First Quarter	\$ 3.01	\$ 1.90
Second Quarter	2.76	1.79
Third Quarter	2.55	1.61
Fourth Quarter	\$ 3.98	\$ 2.35

**Number of Common Stockholders**

As of March 13, 2012, there were 42 record holders of the Company's common stock.

**Dividends**

During the fiscal years ended December 31, 2011, 2010 and 2009, the Company did not declare or pay any cash dividends on its common stock and the Company does not intend to pay any cash dividends in the foreseeable future. Furthermore, the terms of our credit facility do not allow us to declare or pay dividends without the prior written consent of the lender.

**Issuer Purchases of Equity Securities**

The following table provides information about the Company's purchases of equity securities during the quarter ended December 31, 2011:

<b>Period</b>	<b>Total number of shares purchased (1)</b>	<b>Average price paid per share</b>	<b>Total number of shares purchased as part of publicly announced plans or programs</b>	<b>Maximum number or approximate dollar value of shares that may yet be purchased under the plans or programs</b>
October 1 through October 31, 2011				
November 1 through November 30, 2011				
December 1 through December 31, 2011				

Total

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**Table of Contents****ITEM 6. SELECTED FINANCIAL DATA**

The following selected financial data should be read in conjunction with our financial statements and the related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this report.

The Company saw significant strategic change in 2006 and 2007. In fiscal 2006, we completed two acquisitions that introduced boom trucks, sign cranes and lifting equipment into our operations as a second business segment. Effective July 3, 2006, the Company completed the purchase of Manitex, Inc. ( Manitex subsidiary ) via an acquisition of all of the membership interests in Quantum Value Management, LLC (an entity owned by certain stockholders of the Company). On November 30, 2006, the Company, through its wholly owned subsidiary, Manitex Lifting, ULC, an Alberta unlimited liability corporation ( Manitex Lifting ), completed the acquisition (the Lifting Acquisition ) of all of the operating assets of Lifting Industries, Inc., an Ontario, Canada corporation ( Lifting ). On July 31, 2007, the Company further expanded its Lifting Equipment segment by purchasing the Noble Forklift product line. On October 6, 2008, the Company completed the acquisition of substantially all of the assets of Schaeff Lift Truck Inc. ( Schaeff ) and Crane & Machinery, Inc. ( Crane ) from GT Distribution, LLC ( GT ) (an entity in which Mr. Langevin, our Chairman and CEO, had 38.8% membership interest). Crane is a Chicago area based distributor of Terex and Manitex cranes and is a separate new segment, entitled Equipment Distribution. On July 10, 2009, the Company completed the purchase of Badger Equipment Company ( Badger ) by acquiring 100% of the capital stock of Badger. On December 31, 2009, the Company, through its wholly owned subsidiary, Manitex Load King Inc., a Michigan corporation ( Load King ), completed the acquisition of substantially all of the operating assets and business operations related to Genie Industries, Inc.'s specialized low-bed, heavy-haul, bottom-dump and platform trailer manufacturing business located in Elk Point, South Dakota. The trailers, except the bottom-dump, are typically used for transporting heavy equipment. The results for the acquisitions have been included from their respective dates of the acquisition.

CVS Ferrari, srl ( CVS ) was incorporated in June 2010, with an initial capitalization of 10 Euros. Financial results include the results for CVS Ferrari, srl (our Italian Subsidiary) from the date the Company was formed in June 2010. On July 1, 2010, CVS Ferrari, srl entered into an agreement to rent on an exclusive basis certain assets of CVS SpA, while CVS SpA proceeds through the Italian bankruptcy process (concordato preventivo). CVS Ferrari, srl commenced operations in the third quarter of 2010 utilizing the rented assets to manufacture reach stackers and associated lifting equipment for the global container handling market. The assets that were being rented from the Predecessor Company were purchased on July 1, 2011 and the rental agreement was terminated.

Against the background of the operating losses generated in recent history by the Testing & Assembly Equipment segment operations based at Wixom, Michigan, the Company conducted a strategic review of these operations. On March 29, 2007, our Board of Directors approved a plan to sell our Testing & Assembly Equipment segment's operating assets including its inventory, machinery, equipments and patents. As a result, our Testing & Assembly Equipment segment has been accounted for as a discontinued operation starting with the first quarter of 2007 until its disposition. On July 5, 2007, the Company entered into an Asset Purchase Agreement with EuroMaint Industry, Inc., a Delaware corporation ( EuroMaint ). Under the terms of the Asset Purchase Agreement, the Company agreed to sell and EuroMaint agreed to purchase certain assets of the Company used in connection with the Company's diesel engine testing equipment business. EuroMaint also assumed and agreed to pay, perform and discharge when due certain obligations of the Company arising in connection with the operation of the Company's diesel engine testing equipment business. In addition to the assumption of those certain assumed liabilities, EuroMaint agreed to pay to the Company the aggregate purchase price of \$1.1 million. This transaction was completed on August 1, 2007. As of August 31, 2007, all operations of the Company's Testing & Assembly Equipment segment had ceased. The Testing & Assembly Equipment segment operated from a leased facility. The lease termination date for this facility was August 31, 2007. The below financial data for the years 2007 to 2008 present the former Testing & Assembly Equipment segment as a discontinued operation.

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(In 000 s except share information)

	2011	2010	2009	2008 (1)	2007 (1)
<b>Continuing operations:</b>					
Revenues	\$ 142,291	\$ 95,875	\$ 55,887	\$ 106,341	\$ 106,946
Operating income from continuing operations	6,601	5,537	3,344	3,408	6,353
Income from continuing operations before income taxes	4,213	3,135	1,542	1,392	2,289
Provision (benefit) for taxes on income	1,433	1,026	(2,097)	(407)	163
Net income from continuing operations	2,780	2,109	3,639	1,799	2,126
<b>Discontinued operations:</b>					
Income (loss) from discontinued operations, net				199	(1,122)
Gain (loss) on sale or closure of discontinued operations, net of income tax				200	(48)
Net income	\$ 2,780	\$ 2,109	\$ 3,639	\$ 2,198	\$ 956
<b>Basic earnings (loss) per share:</b>					
Income from continuing operations	\$ 0.24	\$ 0.19	\$ 0.33	\$ 0.18	\$ 0.25
Income (loss) from discontinued operations, net of income taxes	\$	\$	\$	\$ 0.02	\$ (0.13)
Gain (loss) on sales or closure of discontinued operations, net of income taxes	\$	\$	\$	\$ 0.02	\$ (0.01)
Net income	\$ 0.24	\$ 0.19	\$ 0.33	\$ 0.22	\$ 0.11
<b>Diluted income (loss) per share:</b>					
Income from continuing operations	\$ 0.24	\$ 0.19	\$ 0.33	\$ 0.17	\$ 0.23
Income (loss) from discontinued operations, net of income taxes	\$	\$	\$	\$ 0.02	\$ (0.12)
Gain (loss) on sales or closure of discontinued operations, net of income taxes	\$	\$	\$	\$ 0.02	\$ (0.01)
Net incomes	\$ 0.24	\$ 0.19	\$ 0.33	\$ 0.21	\$ 0.10
<b>Shares used to calculate earnings per share:</b>					
Basic	11,441,914	11,362,361	10,957,646	10,071,585	8,557,095
Diluted	11,548,158	11,380,966	10,965,444	10,375,062	9,214,407
<b>Total assets:</b>					
Continuing operations	\$ 121,591	\$ 105,517	\$ 94,685	\$ 86,228	\$ 80,003
Discontinued operations					172
Total assets	\$ 121,591	\$ 105,517	\$ 94,685	\$ 86,228	\$ 80,175
<b>Total debt:</b>					
Continuing operations	\$ 42,227	\$ 34,019	\$ 33,511	\$ 28,061	\$ 24,994
Discontinued operations					
Total debt	\$ 42,227	\$ 34,019	\$ 33,511	\$ 28,061	\$ 24,994
Total shareholders equity	\$ 46,794	\$ 43,274	\$ 40,428	\$ 35,014	\$ 30,686

(1) The financial data for the years 2007 to 2008 presents the former Testing &amp; Assembly Equipment segment as a discontinued operation.

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### **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following management's discussion and analysis of financial condition and results of continuing operations should be read in conjunction with the Company's financial statements and notes, and other information included elsewhere in this Report.

### **FORWARD-LOOKING STATEMENTS**

When reading this section of this Annual Report on Form 10-K it is important that you also read the financial statements and related notes thereto. This Annual Report on Form 10-K and certain information incorporated herein by reference contain forward-looking statements within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All statements contained in this Annual Report on Form 10-K, other than statements that are purely historical, are forward-looking statements and are based upon management's present expectations, objectives, anticipations, plans, hopes, beliefs, intentions or strategies regarding the future. We use words such as anticipate, estimate, plan, project, continuing, ongoing, expect, believe, intend, may, will, should, could, and similar expressions to identify forward looking information. Forward-looking statements in this Annual Report on Form 10-K include, without limitation: (1) projections of revenue, earnings, capital structure and other financial items, (2) statements of our plans and objectives, (3) statements regarding the capabilities and capacities of our business operations, (4) statements of expected future economic performance and (5) assumptions underlying statements regarding us or our business.

It is important to note that our actual results could differ materially from those included in such forward-looking statements due to a variety of **factors including:** (1) substantial deterioration in economic conditions, especially in the United States and Europe; (2) our customers' diminished liquidity and credit availability; (3) difficulties in implementing new systems, integrating acquired businesses, managing anticipated growth, and responding to technological change; (4) our ability to negotiate extensions of our credit agreements and to obtain additional debt or equity financing when needed; (5) the cyclical nature of the markets we operate in; (6) increases in interest rates; (7) government spending; (8) fluctuations in the construction industry, and capital expenditures in the oil and gas industry; (9) the performance of our competitors; (10) shortages in supplies and raw materials or the increase in costs of materials; (11) our level of indebtedness and our ability to meet financial covenants required by our debt agreements; (12) product liability claims, intellectual property claims, and other liabilities; (13) the volatility of our stock price; (14) future sales of our common stock; (15) the willingness of our stockholders and directors to approve mergers, acquisitions, and other business transactions; (16) currency transactions (foreign exchange) risks and the risk related to forward currency contracts; and (17) certain provisions of the Michigan Business Corporation Act and the Company's Articles of Incorporation, as amended, Amended and Restated Bylaws, and the Company's Preferred Stock Purchase Rights may discourage or prevent a change in control of the Company (18) a substantial portion of our revenues are attributed to a limited number of customers which may decrease or cease purchasing any time; and (19) other risks described in the section entitled "Risk Factors" and elsewhere in our Annual Report on Form 10-K.

The risks, described in our Annual Report on Form 10-K, are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or operating results. We do not undertake, and expressly disclaim, any obligation to update this forward-looking information, except as required under applicable law.

### **OVERVIEW**

The Company is a leading provider of engineered lifting solutions. The Company operates in two business segments the Lifting Equipment segment and the Equipment Distribution segment.

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### *Lifting Equipment Segment*

The Company designs, manufactures and distributes a diverse group of products that serve different functions and are used in a variety of industries. Through its Manitex subsidiary it markets a comprehensive line of boom trucks and sign cranes. Manitex's boom trucks and crane products are primarily used for industrial projects, energy exploration and infrastructure development, including, roads, bridges and commercial construction. Its Badger Equipment Company subsidiary ( Badger ), acquired on July 10, 2009, is a manufacturer of specialized rough terrain cranes and material handling products, including a 30-ton model, the first in a new line of specialized high quality rough terrain cranes. Badger primarily serves the needs of the construction, municipality, and railroad industries.

The Manitex Liftking subsidiary sells a complete line of rough terrain forklifts, including the Liftking and Noble product lines, as well as special mission oriented vehicles, and other specialized carriers, heavy material handling transporters and steel mill equipment. Manitex Liftking's rough terrain forklifts are used in both commercial and military applications. Specialty mission oriented vehicles and specialized carriers are designed and built to meet the Company's unique customer needs and requirements. The Company's specialized lifting equipment has met the particular needs of customers in various industries that include utility, ship building and steel mill industries.

On December 31, 2009, our subsidiary, Manitex Load King, Inc. acquired the operating assets of Load King Trailers, an Elk Point, South Dakota-based manufacturer of specialized custom trailers and hauling systems, typically used for transporting heavy equipment. Load King trailers serve niche markets in the commercial construction, railroad, military, and equipment rental industries through a dealer network. Load King complements our existing material handling business.

CVS Ferrari, srl was incorporated in June 2010, with an initial capitalization of 10 Euros. Financial results include the results for CVS Ferrari, srl (our Italian Subsidiary) from the date the Company was formed in June 2010. On July 1, 2010, CVS Ferrari, srl entered into an agreement to rent on an exclusive basis certain assets of CVS SpA, while CVS SpA proceeds through the Italian bankruptcy process (concordato preventivo). CVS Ferrari, srl commenced operations in the third quarter of 2010 utilizing the rented assets to manufacture reach stackers and associated lifting equipment for the global container handling market. The assets that were being rented from the Predecessor Company were purchased on July 1, 2011 and the rental agreement was terminated.

### *Equipment Distribution Segment*

The Company's Crane & Machinery Division ( Crane ) located in Bridgeview, Illinois, is a crane dealer that distributes Terex rough terrain and truck cranes, Fuchs material handlers, and Manitex boom trucks and sky cranes. We treat these operations as a separate reporting segment entitled Equipment Distribution. Our Equipment Distribution segment also supplies repair parts for a wide variety of medium to heavy duty construction equipment sold both domestically and internationally. Our crane products are used primarily for infrastructure development and commercial construction. Applications include road and bridge construction, general contracting, roofing, scrap handling and sign construction and maintenance. In the second quarter of 2010, we expanded our Equipment Distribution segment by creating a new division, North American Equipment Exchange, ( NAEE ) to market previously-owned construction and heavy equipment, domestic and internationally. This division provides a wide range of used lifting and construction equipment of various ages and condition, and the Company has the capability to refurbish the equipment to the customers' specification.

### *Summary of Recent Acquisitions*

On July 10, 2009, the Company completed the acquisition of the outstanding capital stock of Badger pursuant to a Stock Purchase Agreement (the Purchase Agreement ) with Avis Industrial Corporation, an Indiana corporation (the Seller ). The aggregate purchase price for the capital stock of Badger, as set forth in the Purchase Agreement, consisted of: (1) a promissory note of the Company in favor of Seller in the principal

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amount of \$2.75 million, (2) 300,000 shares of the Company's common stock and (3) \$0.04 million in cash. See note 19 to the Company's consolidated financial statements for additional information regarding the valuation of the consideration paid.

On December 31, 2009, our subsidiary, Manitex Load King, Inc., acquired the operating assets of Load King Trailers pursuant to a purchase agreement (the "Load King Purchase Agreement") with Genie Industries, Inc. ("Genie"), a subsidiary of Terex Corporation. The acquired assets consisted of substantially all of Genie's Elk Point, South Dakota, operating assets and business operations, including the manufacturing facilities and offices located in Elk Point, South Dakota, and certain liabilities relating to its Load King specialized low-bed, heavy-haul, bottom-dump and platform trailer manufacturing business. The consideration for the purchase of the Load King assets consisted of: \$0.1 million of cash, and the Company's promissory note for \$2.75 million. At the closing, the Company also issued a \$0.25 million promissory note to ensure the delivery to the seller of 130,890 shares of the Company's common stock, as partial consideration under the Load King Purchase Agreement. On January 6, 2010, the Company issued to Terex 130,890 shares of its common stock in satisfaction of such promissory note. See note 19 to the Company's consolidated financial statements for additional information regarding the valuation of the consideration paid.

On July 1, 2011, CVS Ferrari, Srl purchased the intangible assets and the machinery and equipment that CVS had previously rented from CVS SpA in Liquidation (the "Seller") pursuant to a purchase agreement ("Purchase Agreement") with the Seller dated June 29, 2011. Additionally on June 29, 2011, CVS entered into a second agreement which also closed on June 29, 2011 with Cabletronic, Srl ("Cabletronic Agreement") to acquire software and electronic know-how that is used in the products manufactured by CVS. Finally, CVS Ferrari assumed certain liabilities. The aggregate purchase price was \$4.9 million which consisted of (1) a cash payment of \$0.9 million, (2) promissory notes totaling \$3.3 million and (3) assumption of liabilities of \$0.7 million. See note 19 to the Company's consolidated financial statements for additional information regarding the valuation of the consideration paid.

*Recent Economic Conditions*

Beginning in September of 2008, the United States and world financial markets came under unprecedented stress. The immediate impact was a dramatic decrease in liquidity and credit availability throughout the world. An incredibly rapid and significant deterioration in economic conditions, especially in the United States and Europe followed. These events had an immediate significant adverse impact on the Company.

In response to the events that occurred in late 2008 and 2009, it was determined that swift management action was necessary to ensure that operating activity was balanced with current demand levels. Management actions included headcount reductions, reduction of overtime, suspension of additional hires and merit increases, reduction in executive and salaried pay, bonus and benefits and the introduction of shortened workweeks. These actions, although difficult, were required to enable the Company to adjust to current conditions and position it to respond quickly when the market recovers.

Currently, the market for our products has stabilized and selective markets have grown, particularly the energy, and power distribution sectors domestically and in certain international markets. Our orders and revenues have shown marked improvement. We are cautiously optimistic about the future. However, there is still significant risk and uncertainty in the world markets, which could impact our future business.

Our total backlog has increased steadily since December 2009. In response, we have taken and will continue to take actions to selectively increase production capacity, including hiring additional manufacturing employees at certain of our facilities.

*Factors Affecting Revenues and Gross Profit*

The Company derives most of its revenue from purchase orders from dealers and distributors. The demand for the Company's products depends upon the general economic conditions of the markets in which the Company

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competes. The Company's sales depend in part upon its customers' replacement or repair cycles. Adverse economic conditions, including a decrease in commodity prices, may cause customers to forego or postpone new purchases in favor of repairing existing machinery. Additionally, our Manitex Lifting subsidiary revenues are impacted by the timing of orders received for military forklifts and residential housing starts. CVS revenues are impacted in part by the timing of contract awards related to major port projects.

Gross profit varies from period to period. Factors that affect gross profit include product mix, production levels and cost of raw materials. Margins tend to increase when production is skewed towards larger capacity cranes, special mission oriented vehicles, specialized carriers and heavy material transporters.

The following table sets forth certain financial data for the three years ended December 31, 2011, 2010, and 2009:

**Results of Consolidated Operations****MANITEX INTERNATIONAL, INC.**

(Thousands of Dollars, except share data)

	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Net revenues	\$ 142,291	\$ 95,875	\$ 55,887
Cost of sales	113,041	72,541	44,730
<b>Gross profit</b>	<b>29,250</b>	<b>23,334</b>	<b>11,157</b>
Operating expenses			
Research and development costs	1,571	1,173	836
Restructuring expenses	69	176	255
Selling, general and administrative expense	19,826	16,448	10,537
Legal settlement (at net present value)	1,183		
Gain on bargain purchase			(3,815)
<b>Total operating expenses</b>	<b>22,649</b>	<b>17,797</b>	<b>7,813</b>
<b>Operating income</b>	<b>6,601</b>	<b>5,537</b>	<b>3,344</b>
Other income (expense)			
Interest expense	(2,540)	(2,450)	(1,864)
Foreign currency transaction gains (loss)	49	(65)	59
Other income (expense)	103	113	3
<b>Total other expense</b>	<b>(2,388)</b>	<b>(2,402)</b>	<b>(1,802)</b>
<b>Income before income taxes</b>	<b>4,213</b>	<b>3,135</b>	<b>1,542</b>
Provision (benefit) for taxes on income	1,433	1,026	(2,097)
<b>Net income</b>	<b>\$ 2,780</b>	<b>\$ 2,109</b>	<b>\$ 3,639</b>

**Year Ended December 31, 2011 Compared to Year Ended December 31, 2010**

Financial results include the results for CVS Ferrari, srl (our Italian Subsidiary) from the date the Company was formed in June 2010. In the third quarter of 2010 using assets rented under a rental agreement with the Predecessor Company, CVS commenced manufacturing reach stackers and associated lifting equipment for the global container handling market. On July 1, 2011, the Company purchased the assets previously being rented and the rental agreement was terminated. Beginning on July 1, 2011, CVS results includes amortization and depreciation related to intangible assets and manufacturing equipment that was purchased on that date.





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***Net income***

For the year ended December 31, 2011, net income was \$2.8 million, which consists of revenue of \$142.3 million, cost of sales of \$113.0 million, research and development costs of \$1.6 million, SG&A costs of \$19.8 million, legal settlement of \$1.2 million, restructuring expenses of \$0.1 million, interest expense of \$2.5 million, other income of \$0.1 million and income tax expense of \$1.4 million.

The legal settlement (at net present value) referred to above was recorded as a result of the recent Fifth Circuit appeals court ruling reversing the earlier District Courts ruling in the Company's favor. The amount recorded, represents the net present value of twenty annual payments of ninety-five thousand dollars as provided for in a May 5, 2011 contingent settlement for two product liability suits related to an accident that occurred in 2006. Under the settlement agreement, the Company only becomes liable when it is ultimately determined that there is no duty on the part of the liability insurance carriers to defend the Company.

This settlement is related to a liability for a product that was manufactured by a predecessor company of our Manitex subsidiary. The product liability of this predecessor company was assumed by various acquiring companies and ultimately became the Company's liability when we acquired the Company's Manitex subsidiary in 2006.

This settlement is of an unusual nature and although it had a significant impact on our 2011 results, it is not related to on-going activities of the Company. Furthermore, the Company is not aware of any other similar potential liabilities at the present time and has secured insurance coverage to explicitly cover such future instances, mitigating future business risks.

For the year ended December 31, 2010, net income was \$2.1 million, which consists of revenue of \$95.9 million, cost of sales of \$72.5 million, research and development costs of \$1.2 million, SG&A costs of \$16.5 million, restructuring expenses of \$0.2 million, interest expense of \$2.4 million, foreign currency transaction loss of \$0.1 million and income tax expense of \$1.0 million.

**Net revenue and gross profit** For the year ended December 31, 2011 net revenue and gross profit were \$142.3 million and \$29.2 million, respectively. Gross profit as a percent of sales was 20.6% for the year ended December 31, 2011. For the year ended December 31, 2010, net revenue and gross profit were \$95.9 million and \$23.3 million, respectively. Gross profit as a percent of sales was 24.3% for the year ended December 31, 2010. Approximately half of the increase in revenues is attributed to increased revenues at CVS and NAEF, two units that commenced operations mid-year 2010.

The remaining increase in revenues is principally attributed to increased revenues for our boom trucks. The increase in boom truck sales is largely due to strength in the energy and power distribution market segments, both domestically and in certain international markets. A substantial portion of the significant decrease in military revenues at the Liftking operation was offset by an increase in lower margin commercial business and by increased sales of Load King specialized trailers.

Gross profit as a percent of net revenues decreased 3.7% to 20.6% for the year ended December 31, 2011 from 24.3% for the comparable 2010 period. A modest improvement in the gross profit percent for crane products is attributed to a change in product mix towards high capacity cranes which have a higher gross profit margin and an increase in volume. The decrease in the gross profit percent for other products is principally attributed to a decrease in higher margin military and governmental business, and the sales of used equipment which has a margin roughly half of that of our new product sales. Additionally, part sales (which have significantly higher profit margins than unit sales) decreased as a percent of total sales during 2011, and was also a factor that contributed to the reduction in the gross margin percent. Increases in commodity prices, principally steel, is not a principal cause of the decrease in the gross margin percent. Nevertheless, the increase in commodity prices did have a modest negative impact on our gross profit percent.

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**Restructuring expenses** We began to experience the effects of the current economic recession in September of 2008, which resulted in a dramatic curtailment of our new orders, requests to delay deliveries and, in some cases to cancellation of existing orders. In response to these adverse economic conditions and longer sales cycles, management took action to balance its operations with decreased demand levels. Certain actions were implemented before December 31, 2008. Significant additional steps were implemented shortly after year end and still other additional staff reductions occurred during the remainder of 2009.

During 2010, the Company continued to monitor its staffing levels to insure that it was balanced with current demand levels. As a result, additional layoffs were made to reduce our workforce in certain of our locations during the year.

In 2011, our back log has increased steadily and as result of we have selectively increased production capacity, including hiring additional manufacturing employees at certain of our locations. In 2011, only two employees both in our Canadian facilities were laid off. These layoffs rather than being related to economic conditions were made to improve efficiencies.

The following is summary of staff reductions and associated restructuring expenses (severance payments) that occurred during the years ended December 31, 2011 and 2010, respectively:

	Year Ended December 31, 2011			Year Ended December 31, 2010		
	Staff reduction	Severance	Average	Staff reduction	Severance and Other (1)	Average
Bridgeview facility relocation (1)			\$		\$ 53 thousand	\$
Severance	2	69 thousand	35 thousand (2)	53	123 thousand	2 thousand
<b>Total</b>	<b>2</b>	<b>\$ 69 thousand</b>		<b>53</b>	<b>\$ 176 thousand</b>	

(1) During 2010, the Company also incurred costs of \$53 to relocate its Bridgeview, Illinois facility to a smaller more economical facility.

(2) The average severance was considerably higher in 2011, as the both employees that were laid off were long-term employees located in our Canadian facility. Canadian law requires that a minimum severance based on years of service be paid to terminated employees.

**Selling, general and administrative expense** Selling, general and administrative expense for the year ended December 31, 2011 was \$19.8 million compared to \$16.5 million for the comparable period in 2010. Approximately 65% of the increase is related to increased selling, general and administrative expenses at CVS and NAEE, attributed to the fact NAEE and CVS only began operating in June and July 2010, respectively. As such these operations had essentially no selling, general and administrative expenses for six months ended June 30, 2010 and CVS had only had limited expenses for the three months ended September 30, 2010, as CVS was still in a start-up mode during the third quarter of 2010.

The majority of the remaining 35% increase is attributed to an increase in selling expense and higher compensation expense related to additional provisions for performance based compensation, a restoration of prior salary reductions and selected increase in staffing. Selling expense increased primarily as the Company spent \$0.5 million to attend the 2011 Con Expo trade show. The Con Expo show, which is held every three years, was held in Las Vegas in March of this year. This show is an international gathering place for the construction industries. It is estimated that 120,000 professionals from around the world attended the show. Increased revenues also contributed to the increase in selling expenses. Other less significant factors, including higher travel expenses, also contributed to the increase in selling, general and administrative expense.

**Legal settlement (at net present value)**

The Company has disclosed in its previous filings with the Security and Exchange Commission that its insurance carriers had denied coverage for two product liability suits. The insurance companies subsequently filed a

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Declaratory Judgment action in a U.S. District Court, seeking a determination that there was no duty on the part of the liability insurance carriers to defend the Company. The Company indicated in its earlier filings that Company believed that the insurance companies' basis of denial of coverage was improper.

The underlying suits are related to a liability for a product that was manufactured by a predecessor company of our Manitex subsidiary. The product liability of this predecessor company was assumed by various acquiring companies and ultimately became the Company's liability when we acquired our Manitex subsidiary.

On November 16, 2010 the United States District Court for the Western District of Texas, Austin Division, (the District Court) granted the Company's motion for Summary Judgment finding that the insurers did have a duty to defend the two product liability claims. The insurance companies were granted leave to appeal the decision to the Fifth Circuit Court of Appeals.

The Company has also disclosed in previous filing with the Security and Exchange Commission that on May 5, 2011, that the Company had entered into two (2) separate Settlement Agreements with the two (2) Plaintiffs in the underlying product liability lawsuits. Pursuant to these agreements, if the Court's decision in the Declaratory Judgment action were to be affirmed, the Plaintiffs will have the opportunity to pursue their recovery solely and exclusively against either or both of the liability insurance carriers and the Company itself shall have no liability to the Plaintiffs. If, however, in the Declaratory Judgment action, it is ultimately determined that there was no duty on the part of the liability insurance carriers to defend the Company the Company will be liable to the Plaintiffs in the total amount of \$1.9 million, payable in equal annual installments over a period of twenty (20) years without interest, beginning at the conclusion of the Declaratory Judgment action.

On February 21, 2012, the Company was informed that the Fifth Circuit Court of Appeals reversed the District Court's decision and determined that the insurance companies did not have an obligation to defend these two product liability suits. The Company has filed a Petition for Panel Rehearing pursuant to Rule 40 of the Federal Rules of Appellate Procedure to the Fifth Circuit Court of Appeals. If this petition is denied, or the Court determines that its decision was correct, The Company will become liable to the Plaintiffs for the annual payments described above.

As a result of the recent Fifth Circuit appeals court ruling, the Company concluded that it should recognize the liability under the May 5, 2011 settlement agreements and record a charge to income for this liability in 2011. In accordance with current accounting guidance, a liability was recorded for approximately \$1.2 which represents the present value of future payments discounted at a market rate of return in the amount of approximately \$1.1 million and legal fees of \$0.1million

This settlement is of an unusual nature and although it had a significant impact on our 2011 results, it is not related to on-going activities of the Company. Furthermore, the Company is not aware of any other similar potential liabilities at the present time and has secured insurance coverage to explicitly cover such future instances, mitigating future business risks.

**Operating income** The Company, had operating income of \$6.6 million and \$5.5 million for the years ended December 31, 2011 and 2010, respectively. The increase in operating income is due to an increase in gross profit of \$5.9 million offset by \$4.8 million increase in operating expenses. An increase in revenues accounts for the increase in gross profit as the gross profit percent decreased 3.7% between 2011 and 2010. The increase in operating expenses is primarily related to increases in selling, general and administrative expense and a charge booked to recognize a liability for a legal settlement.

**Interest expense** Interest expense was \$2.5 million and \$2.4 million for the years ended December 31, 2011 and 2010, respectively. Decreases in interest rates charged on borrowing under the Company's revolving credit facilities were offset by an increase in outstanding debt. The increase in debt is principally related to increased borrowings under the Company's revolving credit lines and additional debt incurred in connection with the

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acquisition of CVS assets in July 2011. The additional borrowing against the Company's revolving credit facilities were incurred to support substantial revenue growth that occurred between 2010 and 2011.

**Foreign currency transaction gains and loss** The Company attempts to purchase forward currency exchange contracts such that the exchange gains and losses on the assets and liabilities denominated in other than the reporting units' functional currency will be offset by the changes in the market value of the forward currency exchange contracts it holds. The Company records at the balance sheet date the forward currency exchange contracts at their market value with any associated gain or loss being recorded in current earnings as a currency gain or loss.

For the year ended December 31, 2011, the Company had a foreign currency gain of \$0.05 million as compared to a \$0.06 million foreign currency loss for the year ended December 31, 2010. The aforementioned foreign currency gains and losses are net of forward currency contracts gains and losses.

**Income tax** Income tax expense was \$1.4 million and \$1.0 million for the year ended December 31, 2011 and 2010, respectively. The increase in income tax is principally attributed to an increase in pre-tax income.

**Net income** Net income for the year ended December 31, 2011 was \$2.8 million. This compares with a net income for the year ended December 31, 2010 of \$2.1 million.

**Year Ended December 31, 2010 Compared to Year Ended December 31, 2009**

The results for acquisitions are included from the date of acquisition: July 10, 2009 for Badger Equipment Company and December 31, 2009 for the assets of Manitex Load King, Inc. As a result, 2010 includes full year results for Badger Equipment Company and Manitex Load King, Inc. The results for 2009 include six months of operations for Badger and exclude operations for Load King, as it was acquired on December 31, 2009.

The results for 2009 include gains on bargain purchases of \$900 and \$2,915 recorded in connection with the Badger and Load King acquisitions, respectively. See Note 19 in the Consolidated Financial Statements for additional details concerning the gain.

Financial results include the results for CVS Ferrari, srl (our Italian Subsidiary) from the date the Company was formed in June 2010. In the third quarter of 2010 using assets rented under a rental agreement with the Predecessor Company, CVS commenced manufacturing reach stackers and associated lifting equipment for the global container handling market.

***Net income***

For the year ended December 31, 2010, net income was \$2.1 million, which consists of revenue of \$95.9 million, cost of sales of \$72.5 million, research and development costs of \$1.2 million, SG&A costs of \$16.5 million, restructuring expenses of \$0.2 million, interest expense of \$2.4 million, foreign currency transaction loss of \$0.1 million and income tax expense of \$1.0 million.

For the year ended December 31, 2009, net income was \$3.6 million, which consists of revenue of \$55.9 million, cost of sales of \$44.7 million, gains on bargain purchases of \$3.8 million, research and development costs of \$0.8 million, SG&A costs of \$10.5 million, restructuring expenses of \$0.3 million, interest expense of \$1.9 million, foreign currency transaction gain of \$0.1 million and income tax benefit of \$2.1 million.

**Net revenue and gross profit** For the year ended December 31, 2010, net revenue and gross profit were \$95.9 million and \$23.3 million, respectively. Gross profit as a percent of sales was 24.3% for the year ended December 31, 2010. For the year ended December 31, 2009, net revenue and gross profit were \$55.9 million and \$11.2 million, respectively. Gross profit as a percent of sales was 20.0% for the year ended December 31, 2009.

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We believe that it is useful to adjust 2010 revenues to exclude the impact of the Badger and Load King acquisitions and operations that began in 2010 (sale of used construction equipment and CVS Ferrari, srl). Adjusted 2010 revenues of \$73.0 million represent an increase of \$17.1 million or 30.6% over 2009 revenues of \$55.9 million. Approximately 80% of the increase in 2010 revenues is attributed to an increase in military revenues. The remaining increase is attributed to an increase in sales of commercial products across all of our major commercial product lines.

The increase in military revenues is partially the result of recognizing revenues of \$3.4 million in the first quarter of 2010, for items that were predominately shipped in October and November of 2009. These particular items were shipped F.O.B destination and had not been received by the customer as of December 31, 2009 and as such could not be included in 2009 revenues. The customer, an international agency, purchased the items and had us ship the units to remote locations, which accounted for the extremely long delivery times.

Gross profit as a percent of net revenues increased to 24.3% for the year ended December 31, 2010 from 20.0% for the comparable 2009 period, an improvement of 4.3%. The increase in the gross margin percent is attributed to a favorable product mix, which included increased military sales and higher tonnage cranes and improved absorption of manufacturing cost. The improvement in absorption of manufacturing costs is attributed to increased production levels and the impact of restructuring activities implemented over the last year.

**Restructuring expenses** We began to experience the effects of the current economic recession in September of 2008, which resulted in a dramatic curtailment of our new orders, requests to delay deliveries and, in some cases to cancellation of existing orders. In response to these adverse economic conditions and longer sales cycles, management took action to balance its operations with decreased demand levels. The specific actions taken to achieve these cost reductions included headcount reductions of salaried and hourly employees, virtual elimination of overtime, suspension of additional hires and merit increases, reduction in executive and salaried pay, bonus and benefits and the introduction of shortened workweeks. These actions, although difficult, were required to enable the Company to adjust to current conditions and position it to respond quickly when the market recovers. Certain of the aforementioned actions were implemented before December 31, 2008. Significant additional steps were implemented shortly after year end and still other additional staff reductions occurred during the remainder of 2009.

During 2010, the Company continued to monitor its staffing levels to insure that it was balanced with current demand levels. As a result, additional layoffs were made to reduce our workforce in certain of our locations during the year.

The following is summary of staff reductions and associated restructuring expenses (severance payments) that occurred during the years ended December 31, 2010 and 2009, respectively:

	Year Ended December 31, 2010			Year Ended December 31, 2009		
	Staff reduction	Severance and other expenses	Average	Staff reduction	Severance	Average
Bridgeview facility relocation (1)		\$ 53 thousand	\$		\$	\$
Related to economic conditions	53	123 thousand	2 thousand	67	255 thousand	4 thousand
<b>Total</b>	<b>53</b>	<b>\$ 176 thousand</b>		<b>67</b>	<b>\$ 255 thousand</b>	

(1) During 2010, the Company also incurred costs of \$53 to relocate its Bridgeview, Illinois facility to a smaller more economical facility. **Selling, general and administrative expense** Selling, general and administrative expense for the year ended December 31, 2010 was \$16.5 million compared to \$10.5 million for the comparable period in 2009. We believe

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that it is useful to adjust 2010 selling, general and administrative expense to exclude the impact of the Badger and Load King acquisitions and operations begun in 2010 (sale of used construction equipment and CVS) and the effect of changes in exchange rates. The two acquisitions and newly formed operations increased selling, general and administrative expenses in 2010 by \$3.6 million. A strengthening Canadian dollar accounts for \$0.3 million of the increase, i.e., the effect that a stronger Canadian dollar had on the conversion of Canadian dollar denominated expenses of our Canadian subsidiary into U.S. dollars. Adjusted 2010 selling, general and administrative expense of \$12.6 million represent an increase of \$2.1 million over 2009 selling, general and administrative expense of \$10.5 million.

Approximately half of the \$2.1 million increase is attributed to increased compensation expense which is largely attributed to a reinstatement of a portion of the salary decreases implemented in the beginning of 2009 and paying bonuses for 2010 (bonuses were not paid in 2009). Increases in selling expenses and freight, which are attributed to an increase in sales, account for approximately twenty-five percent of the increase. The remaining increase is attributed to an increase in legal expenses as well as other increases and decreases in various selling, general and expense line items.

**Gain on bargain purchases** The results for 2010 do not include a gain related to a bargain purchase. The results for 2009 include gains on bargain purchases of \$0.9 million and \$2.9 million recorded in connection with the Badger and Load King acquisitions, which occurred on July 10, 2009 and December 31, 2009, respectively. In accordance with ASC 805, any excess of fair value of acquired net assets over the acquisition consideration results in a bargain purchase in accordance with acquisition method of accounting, any resulting gain on bargain purchase must be recognized in earnings on the acquisition date. The gains on bargain purchases are disclosed on a separate line in the Company consolidated statement of operations for year ended December 31 2009. See Note 19 in the Consolidated Financial Statements for additional details concerning the gain.

**Operating income** The Company, had operating income of \$5.5 million and \$3.3 million for the years ended December 31, 2010 and 2009, respectively. The increase in operating income is attributed to an increase in revenues and an improvement in the gross profit percent which improved 4.3% to 24.3% for 2010 from 20.0% for 2009. The additional gross margin generated by the increase in revenues and an increase the gross profit percent were offset by a \$10.0 million increase in operating expenses. Operating expenses in 2009 were reduced \$3.8 million by a gain on bargain purchases related to two acquisitions.

**Interest expense** Interest expense was \$2.4 million and \$1.9 million for the years ended December 31, 2010 and 2009, respectively. The increase in interest expense is the result of an increase in interest rates applicable to the Company's borrowing between years and an increase in average outstanding debt.

On July 9, 2009, the Company and its bank amended the Company's Revolving Credit Facility, the Revolving Canadian Credit Facility and its Term Loan. Under the agreements the maturity dates were extended from April 1, 2010 to April 1, 2012. In connection with the extension, the Company agreed to an increase in interest rates. The interest on U.S. borrowing increased from prime rate plus .25% to prime plus 2.0%, interest rates on Canadian borrowings increased from Canadian prime rate plus 1.50% to Canadian prime rate plus 3.0% and interest on its term loan increased from the prime rate plus 1% to the prime rate plus 2.5%. On May 5, 2010, the bank reduced the interest rate on the Company's revolving credit lines by 0.5%. The increase in average outstanding debt is largely attributable to an increase in debt associated with the Badger and Load King acquisitions.

**Foreign currency transaction gains and loss** The Company attempts to purchase forward currency exchange contracts such that the exchange gains and losses on the assets and liabilities denominated in other than the reporting units' functional currency will be offset by the changes in the market value of the forward currency exchange contracts it holds. The Company records at the balance sheet date the forward currency exchange contracts at their market value with any associated gain or loss being recorded in current earnings as a currency gain or loss.

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The foreign currency transaction loss for the year ended December 31, 2010 was \$0.1 million and the foreign currency gain was \$0.1 million for the year ended December 31, 2009. The aforementioned foreign currency gain or loss is net of forward currency contracts gains and losses.

**Income tax (benefit)** The income tax expense was \$1.0 million for the year ended December 31, 2010 and the income tax benefit was \$2.1 million for the year ended December 31, 2009. The 2010 income tax expense relates primarily to current year Canadian and Italian income taxes. The 2009 income tax benefit relates primarily to the reversal in valuation allowance related to the change in realizability of the Company's deferred tax assets, as deferred tax liabilities were recorded in connection with the Badger and Load King acquisition. The 2009 effective tax rate differs from the federal statutory rate due to the current utilization of prior year losses for which no benefit was previously received and a tax benefit related to a discrete item for the recognition of a deferred tax asset for the Texas Temporary Margin Tax Credit as a result of a resolution of an income tax examination.

**Net income** Net income for the year ended December 31, 2010 was \$2.1 million. This compares with a net income for the year ended December 31, 2009 of \$3.6 million.

**SEGMENT INFORMATION****Lifting Equipment Segment**

	2011 (1)	2010 (1)	2009 (1)
Net revenues	\$ 130,305	\$ 88,736	\$ 52,392
Operating income	11,069	8,722	5,420
Operating margin	8.5%	9.8%	10.3%

- (1) Financial results for acquisitions are included from the date of acquisition: July 10, 2009 for Badger Equipment Company and December 31, 2009 for Manitex Load King, Inc. CVS operating results are included since commencement of operations which occurred in the third quarter of 2010.

**Year Ended December 31, 2011 Compared to Year Ended December 31, 2010**

**Net Revenues** Net revenues increased \$41.6 million to \$130.3 million for the year ended December 31, 2011 from \$88.7 million for the comparable period in 2010. Approximately 50% of the increase in revenues is attributed to increased revenues at CVS, a unit that commenced operations mid-year 2010. The remaining 50% increase in revenues is principally attributed to increased revenues for our boom trucks. The increase in boom truck sales is largely due to strength in the energy and power distribution market segments, both domestically and in certain international markets. A substantial portion of the significant decrease in military revenues at Liftking operation was offset by an increase in lower margin commercial business and by increased sales of Load King specialized trailers.

**Operating Income and Operating Margins** Operating income of \$11.1 million for the year ended December 31, 2011 was equivalent to 8.5% of net revenues compared to an operating income of \$8.7 million for the year ended December 31, 2010 or 9.8% of net revenues. The increase in operating income is attributed to a \$5.7 million increase in gross profit which was partially offset by an increase in operating expenses of \$3.3 million.

The increase in gross profit is entirely due to an increase in revenues as the gross profit percent deteriorated by 3.5% between 2010 and 2011. A modest improvement in the gross profit percent for crane products was more than offset by a decrease in the margin percent for other products. The improvement in crane products gross profit percent is attributed to a change in product mix towards high capacity cranes which have a higher gross profit margin and an increase in volume. The decrease in the gross profit percent for other products is in part attributed to a decrease in higher margin military and governmental business.



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Included in 2011 operating expenses is an unusual charge of \$1.2 million to recognize a liability for a legal settlement. This charge had the effect of decreasing operating income as percent of revenues by approximately 1%. Without this unusual charge operating income as a percent of revenues would have been 9.5% or a decrease of 0.3% from the prior year. The effect of the decrease in the gross margin percent was largely offsets as operating expenses (excluding the legal settlement) increased by 16% while revenues increased by 47%.

**Year Ended December 31, 2010 Compared to Year Ended December 31, 2009**

**Net Revenues** Net revenues increased \$36.3 million to \$88.7 million for the year ended December 31, 2010 from \$52.4 million for the comparable period in 2009. We believe that it is useful to adjust 2010 revenues to exclude the impact of the Badger and Load King acquisitions and operations begun in 2010 (CVS Ferrari, srl). Adjusted 2010 revenues of \$68.8 million represent an increase of \$16.4 million or 31.3% over 2009 revenues of \$52.4 million. Approximately 85% of the increase in 2010 revenues is attributed to an increase in military revenues. The remaining increase is attributed to an increase in sales of commercial products across all of our major commercial product lines.

**Operating Income and Operating Margins** Operating income of \$8.7 million for the year ended December 31, 2010 was equivalent to 9.8% of net revenues compared to an operating income of \$5.4 million for the year ended December 31, 2009 or 10.3% of net revenues. Adjusting operating income to exclude the gains on bargain purchases would result in an adjusted operating income of \$1.6 million or 3.1% of revenue for the year ended December 31, 2009.

The increase in operating income is attributed to an increase in revenues and an improvement in the gross profit percent, which improved by 5.1% which together generated an additional \$11.6 million in gross profit which was offset by an increase in operating expenses of \$8.3 million. Operating expenses for 2009 were reduced by \$3.8 million by gains on bargain purchases related to two acquisitions. Excluding the effect of gains on bargain purchases, operating expenses increased by \$4.5 million. The impact of the Badger and Load King acquisitions and operations begun in 2010 (CVS Ferrari, srl) accounts for approximately \$3.5 million of the increase. A strengthening Canadian dollar accounts for \$0.3 million of the increase, i.e., the effect that a stronger Canadian dollar had on the conversion of Canadian dollar denominated expenses of our Canadian subsidiary into U.S. dollars. Of the remaining \$0.7 million over half of the increase is attributed to higher selling and freight costs, associated with increased revenues. The balance is due to increases in employee bonuses, legal costs, and research and development expenditures.

**Equipment Distribution Segment**

	2011	2010	2009
Net revenues	\$ 11,986	\$ 7,139	\$ 3,495
Operating income	64	33	(79)
Operating margin	0.5%	0.5%	(2.3)%

**Year Ended December 31, 2011 Compared to Year Ended December 31, 2010**

**Net revenues** The Equipment Distribution segment net revenue increased \$4.8 million to \$12.0 million for the year ended December 31, 2010 from \$7.1 million in the prior year. Approximately 75% of the increase is related to the sale of used construction equipment. As mentioned earlier, we expanded our Equipment Distribution segment in the second quarter of 2010 by creating a new division, North American Equipment Exchange (NAEE), to market previously-owned construction and heavy equipment, domestic and internationally. This division provides a wide range of used lifting and construction equipment of various ages and condition, and the Company has the capability to refurbish the equipment to the customers' specification. The balance of the increase is due to increased rental income, part sales and service income.

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**Operating Income (loss) and Operating Margins** Operating income of \$0.06 million for the year ended December 31, 2011 was equivalent to 0.5% of net revenues and compares to operating income of \$0.03 million for the year ended December 31, 2010 or 0.5% of net revenues. The increase in operating income is due to an increase in revenues from 2010 to 2011. The additional gross profit generated by an increase in revenues offset the effect of a decrease in the gross margin percent and an increase in operating expense. The gross margin percent declined principally because of an increase in the sale of used construction equipment. The margins for used equipment are lower than what is generated by the sale of new equipment and parts. The increase in operating expenses is largely associated with the increase in revenues.

**Year Ended December 31, 2010 Compared to Year Ended December 31, 2009**

**Net revenues** The Equipment Distribution segment net revenue increased \$3.6 million to \$7.1 million for the year ended December 31, 2010 from \$3.5 million in the prior year. Approximately \$3.0 million of the increase is related to the sale of used construction equipment. As mentioned earlier, we expanded our Equipment Distribution segment in the second quarter of 2010 by creating a new division, North American Equipment Exchange (NAEE), to market previously-owned construction and heavy equipment, domestic and internationally. This division provides a wide range of used lifting and construction equipment of various ages and condition, and the Company has the capability to refurbish the equipment to the customer's specification.

**Operating Income (loss) and Operating Margins** Operating income of \$0.03 million for the year ended December 31, 2010 was equivalent to 0.5% of net revenues compared to an operating loss \$0.08 million for the year ended December 31, 2009 or (2.3)% of net revenues. The change in operating income is due to an increase in revenues from 2009 to 2010. The gross margin percent, however, decreased between years due to a change in product mix. Part sales, which have significantly higher margins than unit sales, represent a much lower percent of revenues in 2010 than in 2009. The percentage of revenues related to part sales is much lower because the sales of used construction equipment increased total revenues significantly but did not generate a corresponding increase in part sales. We did not expect a corresponding increase in part sales as our current part sales business supports a very broad customer base both nationally and internationally. An increase in operating expenses, associated with increased revenues, in part offsets the increase in gross profit.

**Liquidity and Capital Resources**

Cash and cash equivalents were \$0.1 million and \$0.7 million at December 31, 2011 and December 31, 2010, respectively. As of December 31, 2011, the Company had approximately \$4.4 million available to borrow under its credit facilities. Additionally, the Company's U.S. revolving credit facility was amended in February 2012 to increase the Revolving Credit Maximum Amount from \$22.5 million to \$27.5 million. The effect of this amendment was an immediate increase of approximately \$2.3 million (based on collateral that existed on January 31, 2012) in the amount that the Company could borrow under its U.S. revolving credit facility.

The Company needs cash to meet its working capital needs as the business grows, to acquire capital equipment, and to fund acquisitions and debt repayment. We intend to use cash flows from operations and existing availability under the current revolving credit facilities to fund anticipated levels of operations for approximately the next 12 months. As our availability under our credit lines is limited, it is important that we manage our working capital. We may need to raise additional capital through debt or equity financings to support our growth strategy, which may include additional acquisitions. There is no assurance that such financing will be available or, if available, on acceptable terms.

**Table of Contents***Outstanding borrowings and required payments*

The following is a summary of our outstanding borrowings at December 31, 2011

	<b>Outstanding Balance</b>	<b>Interest Rate</b>	<b>Interest Paid</b>	<b>Principal Payment</b>
Revolving credit facility	\$ 19.1 million	3.25%	Monthly	n.a.
Revolving Canadian credit facility	5.7 million	3.50%	Monthly	n.a.
Revolving credit facility Equipment Line	1.0 million	3.25%	Monthly	n.a.
Installment note	0.9 million	4.25%	Monthly	\$0.04 million monthly including interest
Badger acquisition note	1.5 million	11.00%	Quarterly	\$0.6 million each July 10
Load King bank debt	1.3 million	6%/6.25%	Monthly	\$0.011 million monthly including interest
Load King debt (SD Board of Economic Development)	0.9 million	5.75%	Monthly	\$0.005 million monthly including interest
Note payable floor plan	1.2 million	6.00%	Monthly	Over 48 months beginning August and September 2010
Note payable Terex	1.3 million	6.00%	Quarterly	\$0.25 million March 1 (\$0.15 million can be paid in stock)
Capital lease Georgetown facility	3.5 million	12.00%	Monthly	\$0.07 million monthly payment includes interest
Capital leases Winona facility	1.1 million	6.13%	Monthly	\$0.025 million monthly payment includes interest
CVS acquisition debt	2.9 million	4.00%	Semi-annually	\$0.5 million
CVS short-term working capital borrowings	1.8 million	2.5% to 3.00%	Monthly	Upon payment of invoice
	<b>\$ 42.2 million</b>			

The debt matures at various points in time. See Note 12 to the financial statements for additional details.

*Change in outstanding debt*

In 2011, existing debt (including lines of credit, capital lease obligations and the current portion of notes payable and capital lease obligations) increased \$8.2 million dollars to \$42.2 million from \$34.0 million at December 31, 2010. The increase in debt is principally attributed to (1) increases in our revolving credit facilities and CVS working capital borrowings, which were increased to support our substantial increase in revenues and (2) debt associated with the purchase of the assets previously rented by CVS (including \$0.9 million of installment debt) which was partially offset by repayments of other debt.

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Our debt increased by approximately \$8.2 million. The following is a summary of changes in debt:

	Increase/ (decrease)	
Revolving credit facility	\$ 3.8	Million
Revolving Canadian credit facility	1.5	Million
Revolving credit facility Equipment line	0.5	Million
Installment note	0.9	Million
Liftking acquisition note	(0.2)	Million
Badger acquisition note	(0.5)	Million
Load King acquisition debt	(2.6)	Million
Load King bank debt	1.3	Million
Load King SD Board of Economic Development	0.9	Million
QVM acquisition bank debt	(0.6)	Million
Capital leases	(0.7)	Million
Floor plan	(0.4)	Million
Note payable Terex	(0.2)	million
CVS acquisition debt	2.9	million
CVS working capital borrowings	1.6	million
	\$ 8.2	million

**2011**

Operating activities consumed \$5.4 million of cash for the year ended December 31, 2011, and is comprised of net earnings of \$2.8 million, and non-cash items of \$5.9 million offset by an increase in working capital of \$14.1 million. The following are the principal non-cash items: depreciation and amortization of \$3.3 million, a decrease in net deferred tax assets of \$1.1 million and a legal settlement of \$1.1 million. Together these three items represent approximately 95% of total net non-cash items. The legal settlement is a non-cash item as there is no cash impact in the current year as the settlement is paid out over the next twenty years. . The remaining non-cash items, none of which are significant, net to \$0.3 million. The increase in working capital is principally due to increases in accounts receivable and other receivables, inventory, accounts receivable finance, and other assets of \$5.6 million, \$12.5 million, \$0.9 million and \$0.1 million, respectively as well as a decrease in other current liabilities of \$0.2 million offset by decrease in prepaid expenses of \$0.4 million and increases in accounts payables and accrued expenses of \$4.3 million and \$0.5 million, respectively. Approximately 65% of the increase in accounts receivable including other receivables and approximately a third of the increase in inventory are related to operations that began operating in during 2010. The remaining increases in accounts receivable and inventory are attributed to increased revenues at our core business. The increase in accounts receivable finance is due to the fact that the Company leased container handling equipment to customers for the first time during 2011. The decrease in prepaid expenses is due to a decrease in deposits made in connection with inventory purchase orders. In the prior year, CVS was often required to make deposits when it ordered inventory as the predecessor company had gone bankrupt. Approximately 70% of the increase in accounts payable is attributed to increased accounts payable at CVS, a subsidiary that only began operations in 2010. The remaining increase in accounts payable is attributed to an increase in revenues, which resulted in an increase in purchasing activity. The increase in accrued expenses is related to increases in accruals for payroll, management bonuses and warranty.

Cash flows related to investing activities consumed \$1.9 million of cash for the year ended December 31, 2011. The Company used \$1.6 million to purchase assets that were previously being rented by our CVS subsidiary. (See Note 19). The remaining \$0.3 million is composed of \$0.6 million of capital expenditures offset by proceeds of \$0.3 million from the sale of property and equipment. Capital expenditures are comprised of a number of items, none of which individually are significant. Approximately, half of the proceeds from the sales of property and equipment are related to sale of land at our South Dakota facility, which was not required to conduct operations.

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Financing activities generated \$7.0 million in cash for the year ended December 31, 2010. The above table shows a net increase in outstanding debt of \$8.2 million. Included in the line titled new borrowing notes payable on the statement of cash flows is approximately \$14.7 million of short-term working capital borrowing by our Italian subsidiary, CVS. During 2011, CVS repaid approximately \$13.0 million of short-term working capital borrowing which is included in the statement of cash flow on the line titled Notes Payments .

### **2010**

Operating activities generated \$0.1 million of cash for the year ended December 31, 2010, and is comprised of net earnings of \$2.1 million, and non-cash items of \$3.4 million offset by an increase in working capital of \$5.4 million. Amortization and depreciation accounts for \$3.1 million or over ninety percent of total non-cash items. The remaining non-cash items, none of which are significant, net to \$0.3 million. The increase in working capital is principally due to increases in accounts receivable and other receivables, inventory and prepaid expense of \$9.8 million, \$3.0 million and \$0.8 million offset by increases in accounts payables and accrued expenses of \$5.7 million and \$2.1 million, respectively. Approximately 50% of the increases in accounts receivable including other receivables and inventory are related to operations that began operating in during 2010. The remaining increases in accounts receivable and inventory are attributed to increased revenues at our core business. The increase in prepaid expense is entry related CVS Ferrari, srl ( CVS ), which began operations in the third quarter of 2010. Prepaid expense at CVS consists principally of advance payments made to inventory suppliers. Nearly the entire increase in accounts payable is again related to operations that began operating in during 2010. The increase in accrued expenses are attributed to increases accrued payroll and associated costs, accrued bonuses, accrued commissions and increases in income tax and other taxes payable. The increases in the aforementioned accrued expenses are principally attributed to increase revenues and improved profitability (after excluding the effect of the 2009 gain on the bargain purchases). Operations that began operating in 2010, also contributed to the increase in accrued expenses, but were not the principal cause of the increase.

Cash flows related to investing activities consumed \$0.3 million of cash for the year ended December 31, 2010, as capital expenditures of \$0.5 million were partially offset by proceeds of \$0.2 million from the sale of equipment. Capital expenditures include approximately \$0.3 million of building improvements at our newly leased facility in Bridgeview, Illinois.

Financing activities generated \$0.6 million in cash for the year ended December 31, 2010 as the net increase of \$3.0 million in borrowings under the Company's revolving credit facility and additional new borrowing of \$1.2 million was largely offset by repayment of debt and payments for capital leases which together totaled \$3.6 million.

In 2010, there were also two non-cash debt reductions that total \$0.4 million. The Company satisfied this amount by issuing common stock of the Company. The reduction of the debt and the corresponding issuance of common stock whose impact offset and are excluded from the cash flow statement. See Note 15 to the Consolidated Financial Statements.

### **CONTINGENCIES**

The Company is involved in various legal proceedings, including product liability and workers' compensation matters which have arisen in the normal course of operations. Certain cases are at a preliminary stage, and it is not possible to estimate the amount or timing of any cost to the Company. However, the Company does not believe that these contingencies, in aggregate, will have a material adverse effect on the Company.

### **OFF BALANCE SHEET ARRANGEMENTS**

On September 24, 2010, Comerica Bank issued a 1.0 million Euro standby letter in fulfillment of CVS's obligations under the rental agreement. The standby letter of credit expires on July 31, 2012. Comerica has a security interest in substantially all the assets of the Company to support the standby letter of credit.

**Table of Contents****CONTRACTUAL OBLIGATIONS**

The following is a schedule as of December 31, 2011 of our long-term contractual commitments, future minimum lease payments under non-cancelable operating lease arrangements and other long-term obligations.

(In thousands)

	Total	Payments due by period			Thereafter
		2012	2013-2014	2015-	
				2016	
Revolving term credit facilities	\$ 25,874	\$	\$	\$ 25,874	\$
Installment Note	857	463	394		
Term loans	7,831	2,658	2,888	1,430	855
CVS Working capital borrowings	1,798	1,798			
Floor Plan	1,198	431	726	41	
Operating lease obligations	5,254	1,252	2,417	1,352	233
Capital lease obligations (3)	6,810	1,181	2,719	1,750	1,160
Legal Settlement (See Note 24)	1,075	60	59	66	890
Purchase obligations (1)	36,905	36,905			
Total	\$ 87,602	\$ 44,748	\$ 9,203	\$ 30,513	\$ 3,138

- (1) Except for a very insignificant amount, purchase obligations are for inventory items. Purchase obligations not for inventory would include research and development materials, supplies and services.
- (2) At December 31, 2011, the Company had unrecognized tax benefits of \$152 thousand for which the Company is unable to make reasonably reliable estimates of the period of cash settlement with the respective tax authority. Thus, these liabilities have not been included in the contractual obligations table. See footnote 14.
- (3) Capital lease obligations include imputed interest.

**Related Party Transactions**

For a description of the Company's related party transactions, please see Note 23 to the Company's consolidated financial statements entitled Transactions between the Company and Related Parties.

**Critical Accounting Policies and Estimates**

The preparation of our financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and judgments that affect our reported amounts of assets and liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. On an on-going basis, we evaluate our estimates and assumptions based upon historical experience and various other factors and circumstances. Management believes that our estimates and assumptions are reasonable under the circumstances; however, actual results may vary from these estimates and assumptions under different future circumstances. We have identified the following critical accounting policies that affect the more significant judgments and estimates used in the preparation of our consolidated financial statements.

*Revenue Recognition.* For products shipped FOB destination, sales are recognized when the product reaches its FOB destination, or when the services are rendered, which represents the point when the risks and rewards of ownership are transferred to the customer. For products shipped FOB shipping point, revenue is recognized when the product is shipped, as this is the point when title and risk of loss pass from us to our customers.

Customers may be invoiced prior to the time customers take physical possession. Revenue is recognized in such cases only when the customer has a fixed commitment to purchase the units, the units have been completed,



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tested and made available to the customer for pickup or delivery, and the customer has authorized in writing that we hold the units for pickup or delivery at a time specified by the customer. In such cases, the units are invoiced under our customary billing terms, title to the units and risks of ownership pass to the customer upon invoicing, the units are segregated from our inventory and identified as belonging to the customer and we have no further obligations under the order.

The Company establishes reserve for future warranty expense at the point when revenue is recognized by the Company and is based on percentage of revenues. The provision for estimated warranty claims, which is included in cost of sales, is based on sales.

*Foreign Currency Translation and Transactions.* The financial statements of the Company's non-U.S. subsidiaries are translated using the current exchange rate for assets and liabilities and the weighted-average exchange rate for the year for income and expense items. Resulting translation adjustments are recorded to Accumulated Other Comprehensive Income ( OCI ) as a component of stockholders' equity.

The Company converts receivables and payables denominated in other than the Company's functional currency at the exchange rate as of the balance sheet date. The resulting transaction exchange gains or losses, except for certain transaction gains or losses related to intercompany receivable and payables, are included in other income and expense. Transaction gains and losses related to intercompany receivables and payables not anticipated to be settled in the foreseeable future are excluded from the determination of net income and are recorded as a translation adjustment to Accumulated Other Comprehensive Income ( OCI ) as a component of stockholders' equity.

*Forward Currency Exchange Contracts.* The Company's risk management objective is to use the most efficient and effective methods available to us to minimize, eliminate, reduce or transfer the risks which are associated with fluctuation of exchange rates between the Canadian and U.S. dollar and the Euro and U.S. dollar.

The Company enters into forward currency exchange contracts in relationship such that the exchange gains and losses on the assets and liabilities denominated in other than the reporting units' functional currency would be offset by the changes in the market value of the forward currency exchange contracts it holds. The forward currency exchange contracts that the Company has to offset existing assets and liabilities denominated in other than the reporting units' functional currency have been determined not to be considered a hedge under ASC 815-10. The Company records at the balance sheet date the forward currency exchange contracts at its market value with any associated gain or loss being recorded in current earnings. Both realized and unrealized gains and losses related to forward currency contracts are included in current earnings and are reflected in the Statement of Operations in the other income expense section on the line titled foreign currency transaction losses. Items denominated in other than a reporting units functional currency includes U.S. denominated accounts receivables and accounts payable held by our Canadian subsidiary. The Company also has an intercompany receivable from its Italian subsidiary, which it anticipates will be repaid. The Company has a forward currency contract which is intended to offset a substantial portion of any exchange gain or loss on this intercompany balance.

The Company has entered into forward currency contracts to hedge certain future U.S. dollar sales of its Canadian subsidiary. When the Company's Canadian subsidiary receives a significant new U.S. dollar order, management will evaluate different options that may be available to mitigate future currency exchange risks. The decision to hedge future sales is not automatic and is decided case by case. The Company will only use hedge instruments to hedge firm existing sales orders and not estimated exposure, when management determines that exchange risks exceeds desired risk tolerance levels. The forward currency contracts to hedge future sales are designated as cash flow hedges under ASC 815-10.

As required, forward currency contracts are recognized as an asset or liability at fair value on the Company's Consolidated Balance Sheet. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings



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(date of sale). Gains or losses on cash flow hedges when recognized into income are included in net revenues. Gains and losses on the derivative instruments representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings. The Company expects minimal ineffectiveness as the Company has hedged only firm sales orders and has not hedged estimated exposures

*Allowance for Doubtful Accounts.* Accounts Receivable is reduced by an allowance for amounts that may become uncollectible in the future. The Company's estimate for the allowance for doubtful accounts related to trade receivables includes evaluation of specific accounts where we have information that the customer may have an inability to meet its financial obligations.

*Inventories and Related Reserve for Obsolete and Excess Inventory.* Inventories are valued at the lower of cost or market and are reduced by a reserve for excess and obsolete inventories. The estimated reserve is based upon specific identification of excess or obsolete inventories.

*Other Intangible Assets.* The Company accounts for Other Intangible Assets under the guidance of ASC 350, Intangibles Goodwill and Other. The Company capitalizes certain costs related to patent technology. Additionally, a substantial portion of the purchase price related to the Company's acquisitions has been assigned to patents or unpatented technology, trade name, customer backlog, and customer relationships. Under the guidance, Other Intangible Assets with definite lives are amortized over their estimated useful lives. Intangible assets with indefinite lives are tested annually for impairment.

*Goodwill.* Goodwill, representing the difference between the total purchase price and the fair value of assets (tangible and intangible) and liabilities at the date of acquisition is reviewed for impairment annually, and more frequently as circumstances warrant, and written down only in the period in which the recorded value of such assets exceed their fair value. The Company does not amortize goodwill in accordance with Financial Accounting Standards Board (the FASB) Accounting Standards Codification (ASC) 350, Intangibles Goodwill and Other (ASC 350). The Company selected October 1 as the date for the required annual impairment test.

Goodwill is tested for impairment at the reporting unit level, which is defined as an operating segment or a component of an operating segment that constitutes a business for which discrete financial information with similar economic characteristics is available and the operating results are regularly reviewed by the Company's management. The Company's two operating segments comprise the reporting units for goodwill impairment testing purposes.

We early adopted the FASB ASU No. 2011-08, Testing Goodwill for Impairment, in connection with the performance of our annual goodwill impairment testing. Under ASU 2011-08, entities are provided with the option of first performing a qualitative assessment on none, some, or all of its reporting units to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If after completing a qualitative analysis, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value a quantitative analysis is required.

The quantitative goodwill impairment analysis is a two-step process. The first step used to identify potential impairment involves comparing each reporting unit's estimated fair value to its carrying value, including goodwill. During the first step, the Company evaluates goodwill for impairment using a business valuation method, which is calculated as of a measurement date by determining the present value of debt-free, after-tax projected future cash flows, discounted at the weighted average cost of capital of a hypothetical third party buyer. This analysis did not indicate impairment. The market approach was also considered in evaluating the potential for impairment by calculating fair value based on multiples of earnings before interest, taxes, depreciation and amortization (EBITDA) of comparable, publicly traded companies. This analysis also did not indicate impairment. Moreover, we also observed implied EBITDA multiples from relatively recent merger and acquisition activity in the industry, which was used to test the reasonableness of the results.

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The second step of the process involves the calculation of an implied fair value of goodwill for each reporting unit for which step one indicated impairment. The implied fair value of goodwill is determined by measuring the excess of the estimated fair value of the reporting unit over the estimated fair values of the individual assets, liabilities and identifiable intangibles as if the reporting unit was being acquired in a business combination. If the implied fair value of goodwill exceeds the carrying value of goodwill assigned to the reporting unit, there is no impairment. If the carrying value of goodwill assigned to a reporting unit exceeds the implied fair value of the goodwill, an impairment charge is recorded for the excess. An impairment loss cannot exceed the carrying value of goodwill assigned to a reporting unit and the subsequent reversal of goodwill impairment losses is not permitted.

The determination of fair value requires us to make significant estimates and assumptions. These estimates and assumptions primarily include, but are not limited to, revenue growth and operating earnings projections, discount rates, terminal growth rates, and required capital expenditure projections. Due to the inherent uncertainty involved in making these estimates, actual results could differ materially from those estimates. Deterioration in the market or actual results as compared with our projections may ultimately result in a future impairment. In the event we determine that goodwill is impaired in the future, we would need to recognize a non-cash impairment charge.

*Impairment of Long Lived Assets.* The Company's policy is to assess the realizability of its long-lived assets, including intangible assets, and to evaluate such assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets (or group of assets) may not be recoverable. Impairment is determined to exist if the estimated future undiscounted cash flows are less than the carrying value. Future cash flow projections include assumptions for future sales levels, the impact of cost reduction programs, and the level of working capital needed to support each business. The amount of any impairment then recognized would be calculated as the difference between the estimated fair value and the carrying value of the asset. The Company did not have any impairment for the years ended December 31, 2011, 2010 and 2009.

*Warranty Expense.* The Company establishes reserves for future warranty expense at point when revenue is recognized by the Company and is based on a percentage of revenues. The provision for estimated warranty claims, which is included in cost of sales, is based on sales.

*Litigation Claims.* In determining whether liabilities should be recorded for pending litigation claims, the Company must assess the allegations and the likelihood that it will successfully defend itself. When the Company believes it is probable that it will not prevail in a particular matter, it will then make an estimate of the amount of liability based, in part, on the advice of outside legal counsel.

*Deferred Income Taxes.* In evaluating our ability to recover our deferred tax assets, the Company considers all available positive and negative evidence including our past operating results, and our forecast of future taxable income. A valuation allowance is required when it is more likely than not that all or a portion of a deferred tax asset will not be realized.

*Computation of Earnings per Share.* Basic Earnings per Share (EPS) was computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period.

Securities of a subsidiary that were convertible into its parent company's common stock were considered among potential common shares of the parent company for the purposes of computing consolidated diluted EPS until conversion occurred.

*Business Combinations.* The Company accounts for acquisitions in accordance with guidance found in ASC 805, Business Combinations. The guidance, effective January 1, 2009, requires consideration given, including contingent consideration, assets acquired and liabilities assumed to be valued at their fair market values at the

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acquisition date. The guidance further provides that: (1) in-process research and development will be recorded at fair value as an indefinite-lived intangible asset; (2) acquisition costs will generally be expensed as incurred, (3) restructuring costs associated with a business combination will generally be expensed subsequent to the acquisition date; and (4) changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally will affect income tax expense.

ASC 805 requires that any excess of purchase price over fair value of assets acquired, including identifiable intangibles and liabilities assumed be recognized as goodwill. In accordance with ASC 805, any excess of fair value of acquired net assets, including identifiable intangibles assets, over the acquisition consideration results in a bargain purchase gain. Prior to recording a gain, the acquiring entity must reassess whether all acquired assets and assumed liabilities have been identified and recognized and perform re-measurements to verify that the consideration paid, assets acquired and liabilities assumed have been properly valued.

*Recent Accounting Guidance*

Recently Adopted Accounting Guidance

On January 1, 2011, the Company adopted ASU 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force. This ASU amended the criteria for when to evaluate individual delivered items in a multiple deliverable arrangement and how to allocate consideration received. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

On January 1, 2011, the Company adopted ASU No. 2010-29, Business Combinations (Topic 805). This ASU clarifies the acquisition date that should be used for reporting pro forma financial information for business combinations. If comparative financial statements are presented, the pro forma revenue and earnings of the combined entity for the comparable prior reporting period should be reported as though the acquisition date had been completed as of the beginning of the comparable prior annual reporting period. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

In September 2011, the FASB issued ASU No. 2011-09, *Compensation-Retirement Benefits-Multiemployer Plans*. ASU 2011-09 is intended to enhance the disclosure requirements for employers participating in multiemployer pension plans to improve transparency and increase awareness of the commitments and risks involved with participation in multiemployer plans. The new accounting guidance requires employers participating in multiemployer plans to provide additional quantitative and qualitative disclosures to provide users with more detailed information regarding an employer's involvement in multiemployer plans. The new standard is effective for fiscal years ending after December 15, 2011. The adoption of this standard on December 31, 2011 did not have a material impact on the Company's consolidated financial statements.

On October 1, 2011, the Company early adopted Accounting Standard Update (ASU) 2011-08, *Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment*. This ASU simplifies how entities test goodwill for impairment and permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This ASU is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, although early adoption is permitted. The Company has incorporated this guidance into its goodwill testing for impairment. See Note 3 for additional information.

Accounting Guidance Issued But Not Adopted as of December 31, 2011

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*. The amendments in

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this ASU generally represent clarification of Topic 820, but also include instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This update results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and International Financial Reporting Standards ( IFRS ). The amendments are effective for interim and annual periods beginning after December 15, 2011 and are to be applied prospectively. Early application is not permitted. The Company is in the process of assessing the impact, if any, that the adoption of ASU 2011-04 will have on its results of operations or its financial position.

In June 2011, the FASB issued ASU 2011-05 Presentation of Comprehensive Income ( ASU 2011-05 ). This ASU requires entities to present reclassification adjustments included in other comprehensive income on the face of the financial statements and allows entities to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. It also eliminates the option for entities to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. For public companies, ASU 2011-05 is effective for fiscal years (and interim periods within those years) beginning after December 15, 2011, with earlier adoption permitted. In December 2011, the FASB issued ASU 2011-12 Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05, which defers certain aspects of ASU 2011-05 related to the presentation of reclassification adjustment. The adoption of the revised guidance on January 1, 2012 is not expected to have a material impact on the Company's consolidated financial statements. The new presentation will be included in the Company's Quarterly Reporting on Form 10-Q for the quarter ended March 31, 2012.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required for smaller reporting filers.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The report of the Company's independent registered public accounting firm and the Company's Consolidated Financial Statements are filed pursuant to this Item 8 and are included in this report. See the Index to Financial Statements.

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**Index to Financial Statements**

The financial statements of the registrant required to be included in Item 8 are listed below:

	<b>Page Reference</b>
<u>Report of Independent Registered Public Accounting Firm</u>	50
Consolidated Financial Statements:	
<u>Consolidated Balance Sheet as of December 31, 2011 and 2010</u>	51
<u>Consolidated Statement of Income for the Years Ended December 31, 2011, 2010 and 2009</u>	52
<u>Consolidated Statement of Shareholders' Equity and Comprehensive Income for Years Ended December 31, 2011, 2010 and 2009</u>	53
<u>Consolidated Statement of Cash Flows for the Years Ended December 31, 2011, 2010 and 2009</u>	54
<u>Notes to Consolidated Financial Statements</u>	55-99

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**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and

Shareholders of Manitex International, Inc.

We have audited the accompanying consolidated balance sheets of Manitex International, Inc. and Subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of income, shareholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2011. These consolidated financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall consolidated financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Manitex International, Inc. and Subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America.

/s/ UHY LLP  
UHY LLP

Sterling Heights, Michigan  
March 23, 2012

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MANITEX INTERNATIONAL, INC.

CONSOLIDATED BALANCE SHEET

(In thousands, except per share data)

As of December 31,

	2011	2010
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 71	\$ 662
Trade receivables (net)	23,913	19,557
Accounts receivable finance	394	
Other receivables	2,284	1,440
Inventory (net)	42,307	30,694
Deferred tax asset	923	650
Prepaid expense and other	1,317	1,700
<b>Total current assets</b>	<b>71,209</b>	<b>54,703</b>
Accounts receivable finance	557	
Total fixed assets (net)	11,017	10,659
Intangible assets (net)	20,153	20,403
Deferred tax asset	3,238	5,249
Goodwill	15,267	14,452
Other long-term assets	150	51
<b>Total assets</b>	<b>\$ 121,591</b>	<b>\$ 105,517</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
<b>Current liabilities</b>		
Notes payable short term	\$ 5,349	\$ 2,646
Current portion of capital lease obligations	634	564
Accounts payable	18,421	14,447
Accounts payable related parties	470	481
Accrued expenses	4,946	4,335
Other current liabilities	357	538
<b>Total current liabilities</b>	<b>30,177</b>	<b>23,011</b>
<b>Long-term liabilities</b>		
Revolving term credit facilities	25,874	20,007
Deferred tax liability	4,825	5,473
Notes payable	6,335	6,119
Capital lease obligations	4,035	4,683
Deferred gain on sale of building	2,408	2,789
Other long-term liabilities	1,143	161
<b>Total long-term liabilities</b>	<b>44,620</b>	<b>39,232</b>
<b>Total liabilities</b>	<b>74,797</b>	<b>62,243</b>

**Commitments and contingencies**

**Shareholders' equity**

Preferred Stock	Authorized 150,000 shares, no shares issued or outstanding at December 31, 2011 and December 31, 2010		
Common Stock	no par value, Authorized, 20,000,000 shares authorized issued and outstanding, 11,681,051 and 11,394,621 at December 31, 2011 and December 31, 2010, respectively	48,571	46,920
Warrants		232	1,788
Paid in capital		1,098	6
Accumulated deficit		(3,368)	(6,148)
Accumulated other comprehensive income		261	708
<b>Total shareholders' equity</b>		46,794	43,274
<b>Total liabilities and shareholders' equity</b>		\$ 121,591	\$ 105,517

The accompanying notes are an integral part of these financial statements



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MANITEX INTERNATIONAL, INC.

## CONSOLIDATED STATEMENT OF INCOME

(In thousands, except per share data)

**For the years ended December 31,**

	<b>2011</b>	<b>2010</b>	<b>2009</b>
Net revenues	\$ 142,291	\$ 95,875	\$ 55,887
Cost of sales	113,041	72,541	44,730
<b>Gross profit</b>	<b>29,250</b>	<b>23,334</b>	<b>11,157</b>
Operating expenses			
Research and development costs	1,571	1,173	836
Restructuring expenses	69	176	255
Selling, general and administrative expense	19,826	16,448	10,537
Legal settlement (at net present value)	1,183		
Gain on bargain purchase			(3,815)
<b>Total operating expenses</b>	<b>22,649</b>	<b>17,797</b>	<b>7,813</b>
<b>Operating income</b>	<b>6,601</b>	<b>5,537</b>	<b>3,344</b>
Other income (expense)			
Interest expense	(2,540)	(2,450)	(1,864)
Foreign currency transaction gain (loss)	49	(65)	59
Other income	103	113	3
<b>Total other expense</b>	<b>(2,388)</b>	<b>(2,402)</b>	<b>(1,802)</b>
Income before income taxes	4,213	3,135	1,542
Provision (benefit) for taxes on income	1,433	1,026	(2,097)
<b>Net income</b>	<b>\$ 2,780</b>	<b>2,109</b>	<b>3,639</b>
<b>Earnings per share:</b>			
Basic	\$ 0.24	\$ 0.19	\$ 0.33
Diluted	\$ 0.24	\$ 0.19	\$ 0.33
Weighted average common shares outstanding:			
Basic	11,441,914	11,362,361	10,957,646
Diluted	11,548,158	11,380,966	10,965,444

**The accompanying notes are an integral part of these financial statements**

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MANITEX INTERNATIONAL, INC.

## CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME

Years ended December 31, 2011, 2010 and 2009

(In thousands, except per share data)

	Common Stock		Paid in Capital	Warrants	(Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
<b>Balance, December 31, 2008</b>	10,584,378	\$ 45,022	\$ 239	\$ 1,788	\$ (11,896)	\$ (139)	\$ 35,014
Badger acquisition	300,000	976					976
Share issued to repay debt	147,059	150					150
Employee 2004 incentive plan grant	131,637	233	(146)				87
Repurchase to satisfy withholding and cancelled	(2,619)	(6)					(6)
Net Income					3,639		3,639
Gain on foreign currency translation						568	568
Comprehensive income							4,207
<b>Balance, December 31, 2009</b>	11,160,455	\$ 46,375	\$ 93	\$ 1,788	\$ (8,257)	\$ 429	\$ 40,428
Share issued to repay debt	195,545	400					400
Employee 2004 incentive plan grant	47,451	165	(87)				78
Repurchase to satisfy withholding and cancelled	(8,830)	(20)					(20)
Net Income					2,109		2,109
Gain on foreign currency translation						242	242
Derivative instrument fair market adjustment net of income taxes						37	37
Comprehensive income							2,388
<b>Balance, December 31, 2010</b>	11,394,621	\$ 46,920	\$ 6	\$ 1,788	\$ (6,148)	\$ 708	\$ 43,274
Shares issued on warrant exercise	266,568	1,554		(458)			1,096
Expiration of warrants			1,098	(1,098)			
Employee 2004 incentive plan grant	22,927	109	(6)				103
Repurchase to satisfy withholding and cancelled	(3,065)	(12)					(12)
Net Income					2,780		2,780
Loss on foreign currency translation						(384)	(384)
Derivative instrument fair market adjustment net of income taxes						(63)	(63)
Comprehensive income							2,333
<b>Balance, December 31, 2011</b>	11,681,051	\$ 48,571	\$ 1,098	\$ 232	\$ (3,368)	\$ 261	\$ 46,794

**The accompanying notes are an integral part of these financial statements**

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MANITEX INTERNATIONAL, INC.

## CONSOLIDATED STATEMENT OF CASH FLOWS

(Thousands of Dollars)

For the years ended December 31,

	2011	2010	2009
<b>Cash flows from operating activities:</b>			
Net income	\$ 2,780	\$ 2,109	\$ 3,639
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation and amortization	3,336	3,139	2,453
Gain on bargain purchases			(3,815)
Legal settlement	1,183		
Provisions for customer allowances	25	67	(46)
Gain on debt restructuring	(194)		
(Gain) loss on disposal of assets	62	(39)	
Deferred income taxes	1,089	93	(1,949)
Inventory reserves	316	123	54
Reserves for uncertain tax positions		(39)	(27)
Stock based deferred compensation	104	78	86
Changes in operating assets and liabilities:			
(Increase) decrease in accounts receivable	(5,597)	(9,785)	7,856
(Increase) decrease in accounts receivable finance	(927)		
(Increase) decrease in inventory	(12,484)	(3,002)	(54)
(Increase) decrease in prepaid expenses	389	(793)	(533)
(Increase) decrease in other assets	(99)	34	(85)
Increase (decrease) in accounts payable	4,297	5,539	(3,877)
Increase (decrease) in accrued expense	478	2,135	(1,234)
Increase (decrease) in other current liabilities	(165)	438	(225)
Net cash (used) for provided by operating activities	(5,407)	97	2,243
<b>Cash flows from investing activities:</b>			
Proceeds from sale of fixed assets	289	216	10
Purchase of property and equipment	(610)	(511)	(139)
Acquisition of business, net of cash acquired	(1,585)		(139)
Investment in intangibles except goodwill	(12)		
Net cash used for investing activities	(1,918)	(295)	(268)
<b>Cash flows from financing activities:</b>			
Borrowing on revolving credit facility	6,009	4,077	2,419
Repayment on revolving credit facility		(1,107)	(3,163)
Proceeds from exercise of warrants	1,096		
New borrowings notes payable	19,334	1,209	997
Note payments	(18,955)	(3,016)	(1,943)
Shares repurchased for income tax withholding on share-based compensation	(12)	(20)	(6)
New capital leases			51
Repayment on capital lease obligations	(578)	(529)	(376)
Net cash provided by (used) for financing activities	6,894	614	(2,021)

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Effect of exchange rate change on cash	(160)	(41)	(92)
Net (decrease) increase in cash and cash equivalents	(431)	416	(46)
Cash and cash equivalents at the beginning of the year	662	287	425
Cash and cash equivalents at end of year	\$ 71	\$ 662	\$ 287

Supplemental disclosure of cash flow information:

Cash paid during the year for			
Interest	\$ 2,552	\$ 2,443	\$ 1,828
Income taxes	\$ 1,247	\$ 65	\$ 16

(See note 15 for other supplemental cash flow information)

**The accompanying notes are an integral part of these financial statements**

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MANITEX INTERNATIONAL INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share data)

**Note 1. Nature of Operations**

Manitex International, Inc. (the Company) is a leading provider of engineered lifting solutions. The Company operates in two business segments, the Lifting Equipment segment and the Equipment Distribution segment.

*Lifting Equipment Segment*

The Company designs, manufactures and distributes a diverse group of products that serve different functions and are used in a variety of industries. Through its Manitek, Inc. subsidiary it markets a comprehensive line of boom trucks and sign cranes. Manitek's boom trucks and crane products are primarily used for industrial projects, energy exploration and infrastructure development, including, roads, bridges and commercial construction. Its Badger Equipment Company subsidiary (Badger) acquired on July 10, 2009, is a manufacturer of specialized rough terrain cranes and material handling products, including a 30-ton model, the first in a new line of specialized high quality rough terrain cranes. Badger primarily serves the needs of the construction, municipality, and railroad industries.

The Manitek Lifting subsidiary sells a complete line of rough terrain forklifts, including the Lifting and Noble product lines, as well as special mission oriented vehicles, and other specialized carriers, heavy material handling transporters and steel mill equipment. Manitek Lifting's rough terrain forklifts are used in both commercial and military applications. Specialty mission oriented vehicles and specialized carriers are designed and built to meet the Company's unique customer needs and requirements. The Company's specialized lifting equipment has met the particular needs of customers in various industries that include utility, ship building and steel mill industries. Schaeff, which produces a line of electric forklifts further expands the Lifting Equipment segment.

On December 31, 2009, our subsidiary, Manitek Load King, Inc. (Load King), acquired the operating assets of Load King Trailers, an Elk Point, South Dakota-based manufacturer of specialized custom trailers and hauling systems, typically used for transporting heavy equipment. Load King trailers serves niche markets in the commercial construction, railroad, military, and equipment rental industries through a dealer network. Load King complements the existing material handling business.

July 1, 2010, the Company's newly formed Italian subsidiary, CVS Ferrari, srl (CVS) entered into an agreement to rent certain assets of CVS SpA on an exclusive rental basis during the Italian bankruptcy process (concordato preventivo) the business of CVS SpA. CVS SpA is located near Milan, Italy, and designed and manufactured a range of reach stackers and associated lifting equipment for the global container handling market, which were sold through a broad dealer network. During the third quarter 2010, CVS Ferrari, srl commenced operations and used the rental assets in its operations. On June 29, 2011, the Company entered into an agreement which was effective on July 1, 2011 with CVS SpA in Liquidation to acquire the assets that were being rented. See Note 19 for further information

*Equipment Distribution Segment*

The Company's Crane & Machinery Division located in Bridgeview, Illinois, is a crane dealer that distributes Terex rough terrain and truck cranes, Fuchs material handlers, Manitek boom trucks and sky cranes. The Company's Crane & Machinery Division provides service in its local market and also supplies repair parts for a wide variety of medium to heavy duty construction equipment sold both domestically and internationally. The crane products are used primarily for infrastructure development and commercial constructions. Applications include road and bridge construction, general contracting, roofing, scrap handling and sign construction and maintenance.

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The Company believes that in the current environment, an option to purchase previously-owned equipment is a cost effective alternative that could increase customers return on investment. In the second quarter of 2010, the Company created a new division, North American Equipment Exchange, ( NAEE ) to market previously owned construction and heavy equipment, domestically and internationally. The Division provides a wide range of used lifting and construction equipment of various ages and condition, and the Company has the capability to refurbish the equipment to the customers' specification.

### **Note 2. Basis of Presentation**

The consolidated financial statements, included herein, have been prepared by the Company pursuant to the rules and regulations of the United States Securities and Exchange Commission. Pursuant to these rules and regulations, the financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The consolidated financial statement includes the accounts of Manitex International Inc., and its subsidiaries. Significant intercompany transactions have been eliminated in consolidation. Acquisitions accounted for as purchases have been included in the Company's results from their respective dates of acquisition: July 10, 2009 for the Badger Equipment Company acquisition, and December 31, 2009 for Manitex Load King, Inc. acquisition. Results for CVS are included in operations from its date of incorporation in June 2010.

Financial statements are presented in thousands of dollars except for per share amounts.

### **Note 3. Summary of Significant Accounting Policies**

The summary of significant accounting policies of Manitex International Inc. is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

**Cash and Cash Equivalents** For purposes of the statement of cash flows, the Company considers all short-term securities purchased with maturity dates of three months or less to be cash equivalents.

**Warrants** The Company has issued warrants, which allow the warrant holder to purchase one share of stock at a specified price for a specific period of time. The Company records equity instruments including warrants issued to non-employees based on the fair value at date of issue. The fair value of the warrants at date of issuance is estimated using the Black-Scholes Model.

**Revenue Recognition** For products shipped FOB destination, sales are recognized when the product reaches its FOB destination, or when the services are rendered, which represents the point when the risks and rewards of ownership are transferred to the customer. For products shipped FOB shipping point, revenue is recognized when the product is shipped, as this is the point when title and risk of loss pass from us to our customers.

Customers may be invoiced prior to the time customers take physical possession. Revenue is recognized in such cases only when the customer has a fixed commitment to purchase the units, the units have been completed, tested and made available to the customer for pickup or delivery, and the customer has authorized in writing that we hold the units for pickup or delivery at a time specified by the customer. In such cases, the units are invoiced under our customary billing terms, title to the units and risks of ownership pass to the customer upon invoicing, the units are segregated from our inventory and identified as belonging to the customer and we have no further obligations under the order.

The Company establishes reserves for future warranty expense at the point when revenue is recognized by the Company and is based on percentage of revenues. The provision for estimated warranty claims, which is included in cost of sales, is based on revenues.

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**Allowance for Doubtful Accounts** The Company has adopted a policy consistent with U.S. GAAP for the periodic review of its accounts receivable to determine whether the establishment of an allowance for doubtful accounts is warranted based on the Company's assessment of the collectability of the accounts. The Company established an allowance for bad debt of \$144 and \$163 at December 31, 2011 and 2010, respectively. The Company also has in some instances a security interest in its accounts receivable until payment is received.

**Property, Equipment and Depreciation** Property and equipment are stated at cost or the fair market value at date of acquisition for property and equipment acquired in connection with acquisition of a company. Depreciation of property and equipment is provided over the following useful lives:

Asset Category	Depreciable Life
Machinery and equipment	1 - 15 years
Furniture and fixtures	3 - 12 years
Leasehold improvements	1.5 - 12 years

Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred. Depreciation expense for the years ended December 31, 2011, 2010, and 2009 was \$1,284, \$1,107, and \$575, respectively.

**Other Intangible Assets** The Company accounts for Other Intangible Assets under the guidance of ASC 350, Intangibles Goodwill and Other. The Company capitalizes certain costs related to patent technology. Additionally, a substantial portion of the purchase price related to the Company's acquisitions has been assigned to patents or unpatented technology, trade name, customer backlog, and customer relationships. Under the guidance, Other Intangible Assets with definite lives are amortized over their estimated useful lives. Intangible assets with indefinite lives are tested annually for impairment.

**Goodwill** Goodwill, representing the difference between the total purchase price and the fair value of assets (tangible and intangible) and liabilities at the date of acquisition is reviewed for impairment annually, and more frequently as circumstances warrant, and written down only in the period in which the recorded value of such assets exceed their fair value. The Company does not amortize goodwill in accordance with Financial Accounting Standards Board (the FASB) Accounting Standards Codification (ASC) 350, Intangibles Goodwill and Other (ASC 350). The Company selected October 1 as the date for the required annual impairment test.

Goodwill is tested for impairment at the reporting unit level, which is defined as an operating segment or a component of an operating segment that constitutes a business for which discrete financial information with similar economic characteristics is available and the operating results are regularly reviewed by the Company's management. The Company's two operating segments comprise the reporting units for goodwill impairment testing purposes.

We early adopted FASB ASU No. 2011-08, Testing Goodwill for Impairment, in connection with the performance of our annual goodwill impairment testing. Under ASU 2011-08, entities are provided with the option of first performing a qualitative assessment on none, some, or all of its reporting units to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. If after completing a qualitative analysis, it is determined that it is more likely than not that the fair value of a reporting unit is less than its carrying value a quantitative analysis is required. Because we determined on a qualitative basis, that it was not more likely than not that the fair value of our reporting units were less than its carrying value, the quantitative two-step process was not performed.

The quantitative goodwill impairment analysis is a two-step process. The first step used to identify potential impairment involves comparing each reporting unit's estimated fair value to its carrying value, including goodwill.



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The Company performed Step one quantitative testing for the years 2010 and 2009, which did not indicate impairment for the years 2010, and 2009. During the first step, the Company evaluates goodwill for impairment using a business valuation method, which is calculated as of a measurement date by determining the present value of debt-free, after-tax projected future cash flows, discounted at the weighted average cost of capital of a hypothetical third party buyer. The market approach was also considered in evaluating the potential for impairment by calculating fair value based on multiples of earnings before interest, taxes, depreciation and amortization (EBITDA) of comparable, publicly traded companies. This analysis also did not indicate impairment. Moreover, we also observed implied EBITDA multiples from relatively recent merger and acquisition activity in the industry, which was used to test the reasonableness of the results.

The second step of the process involves the calculation of an implied fair value of goodwill for each reporting unit for which step one indicated impairment. The implied fair value of goodwill is determined by measuring the excess of the estimated fair value of the reporting unit over the estimated fair values of the individual assets, liabilities and identifiable intangibles as if the reporting unit was being acquired in a business combination. If the implied fair value of goodwill exceeds the carrying value of goodwill assigned to the reporting unit, there is no impairment. If the carrying value of goodwill assigned to a reporting unit exceeds the implied fair value of the goodwill, an impairment charge is recorded for the excess. An impairment loss cannot exceed the carrying value of goodwill assigned to a reporting unit and the subsequent reversal of goodwill impairment losses is not permitted.

The determination of fair value requires us to make significant estimates and assumptions. These estimates and assumptions primarily include, but are not limited to, revenue growth and operating earnings projections, discount rates, terminal growth rates, and required capital expenditure projections. Due to the inherent uncertainty involved in making these estimates, actual results could differ materially from those estimates. Deterioration in the market or actual results as compared with our projections may ultimately result in a future impairment. In the event we determine that goodwill is impaired in the future, we would need to recognize a non-cash impairment charge.

The Company did not have any impairment for the years ended December 31, 2011, 2010 and 2009.

***Impairment of Long Lived Assets*** The Company's policy is to assess the realizability of its long-lived assets, including intangible assets, and to evaluate such assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets (or group of assets) may not be recoverable. Impairment is determined to exist if the estimated future undiscounted cash flows are less than the carrying value. Future cash flow projections include assumptions for future sales levels, the impact of cost reduction programs, and the level of working capital needed to support each business. The amount of any impairment then recognized would be calculated as the difference between estimated fair value and the carrying value of the asset. The Company did not have any impairment for the years ended December 31, 2011, 2010 and 2009.

***Inventory*** Inventory consists of stock materials and equipment stated at the lower of cost (first in, first out) or market. All equipment classified as inventory is available for sale. The company records excess and obsolete inventory reserves. The estimated reserve is based upon specific identification of excess or obsolete inventories. Selling, general and administrative expenses are expensed as incurred and are not capitalized as a component of inventory.

***Foreign Currency Translation and Transactions*** The financial statements of the Company's non-U.S. subsidiaries are translated using the current exchange rate for assets and liabilities and the weighted-average exchange rate for the year for income and expense items. Resulting translation adjustments are recorded to accumulated other comprehensive income (OCI) as a component of stockholders' equity.

The Company converts receivables and payables denominated in other than the Company's functional currency at the exchange rate as of the balance sheet date. The resulting transaction exchange gains or losses, except for

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certain transaction gains or loss related to intercompany receivable and payables, are included in other income and expense. Transaction gains and losses related to intercompany receivables and payables not anticipated to be settled in the foreseeable future are excluded from the determination of net income and are recorded as a translation adjustment to accumulated other comprehensive income (OCI) as a component of stockholders' equity.

**Derivatives - Forward Currency Exchange Contracts** The Company enters into forward currency exchange contracts in relationship such that the exchange gains and losses on the assets and liabilities denominated in other than the reporting units' functional currency would be offset by the changes in the market value of the forward currency exchange contracts it holds. The forward currency exchange contracts that the Company has to offset existing assets and liabilities denominated in other than the reporting units' functional currency have been determined not to be considered a hedge under ASC 815-10. The Company records at the balance sheet date the forward currency exchange contracts at its market value with any associated gain or loss being recorded in current earnings. Both realized and unrealized gains and losses related to forward currency contracts are included in current earnings and are reflected in the Statement of Operations in the other income expense section on the line titled foreign currency transaction gain (loss).

The Company has entered into forward currency contracts to hedge certain future U.S. dollar sales of its Canadian Subsidiary. The forward currency contracts to hedge future sales are designated as cash flow hedges under ASC 815-10. As required, forward currency contracts are recognized as an asset or liability at fair value on the Company's Consolidated Balance Sheet. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings (date of sale). Gains or losses on cash flow hedges when recognized into income are included in net revenues. See note 5.

**Credit Risk Concentrations** Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash, trade receivables and payables. The Company maintains its cash balances and marketable securities at banks located in Detroit, Michigan, Toronto, Canada as well as several separate Italian banks. Accounts in the United States are insured by the Federal Deposit Insurance Corporation up to \$250. At December 31, 2011 and 2010, the Company had uninsured balances of \$70 and \$662, respectively.

As of December 31, 2011 no customers accounted for 10% or more of total Company's accounts receivable. As of December 31, 2010 one customer accounted for 13% of total Company's accounts receivable. As of December 31, 2009, two customers accounted for 42% of total company's accounts receivable at 20% and 22%, respectively. In 2011, no one customer accounted for 10% or more of total company's revenues. In 2010, one customer accounted for 11% of total company's revenues. No customer in 2009 accounted for more than 10% of our revenues. In 2011, purchases from no one supplier accounted for 10% or more of total Company purchases. For 2010 and 2009, purchases from any single supplier did not exceed 10% of total purchases.

**Research and Development Expenses.** The Company expenses research and development costs, as incurred. For the periods ended December 31, 2011, 2010 and 2009 expenses were \$1,571, \$1,173, and \$836, respectively.

**Advertising** Advertising costs are expensed as incurred and were \$475, \$194, and \$155 for the years ended December 31, 2011, 2010, and 2009, respectively.

**Litigation Claims** In determining whether liabilities should be recorded for pending litigation claims, the Company must assess the allegations and the likelihood that it will successfully defend itself. When the Company believes it is probable that it will not prevail in a particular matter, it will then record an estimate of the amount of liability based, in part, on advice of outside legal counsel.

**Shipping and Handling** The Company records the amount of shipping and handling costs billed to customers as revenue. The cost incurred for shipping and handling is included in the cost of sales.

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***Use of Estimates*** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

***Income Taxes*** The Company accounts for income taxes under the provisions of ASC 740 *Income Taxes*, which requires recognition of income taxes based on amounts payable with respect to the current year and the effects of deferred taxes for the expected future tax consequences of events that have been included in the Company's financial statements or tax returns. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial accounting and tax basis of assets and liabilities, as well as for operating losses and tax credit carryforwards using enacted tax rates in effect for the year in which the differences are expected to reverse. Valuation allowances are recorded to reduce deferred tax assets when it is more likely than not a tax benefit will not be realized.

ASC 740 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, as well as guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income prior to the expiration of any net operating loss carryforwards. In 2010, the Company determined that a valuation allowance was no longer required as all of the Company's deferred tax assets were realizable on a more likely than not basis. See Note 14, *Income Taxes*, for further details.

***Accrued Warranties*** Warranty costs are accrued at the time revenue is recognized. The Company's products are typically sold with a warranty covering defects that arise during a fixed period of time. The specific warranty offered is a function of customer expectations and competitive forces. The Equipment Distribution segment does not accrue for warranty costs at the time of sales, as they are reimbursed by the manufacturers for any warranty that they provides to their customers.

A liability for estimated warranty claims is accrued at the time of sale. The liability is established using historical warranty claim experience. Historical warranty experience is, however, reviewed by management. The current provision may be adjusted to take into account unusual or non-recurring events in the past or anticipated changes in future warranty claims. Adjustments to the initial warranty accrual are recorded if actual claim experience indicates that adjustments are necessary. Warranty reserves are reviewed to ensure critical assumptions are updated for known events that may impact the potential warranty liability.

***Sale and Leaseback*** In accordance with ASC 840-40 *Sales-Leaseback Transactions*, the Company has recorded deferred revenue in relationship to the sale and leaseback of one of the Company's operating facilities. As such, the gain on the sale of the land and building has been deferred and is being amortized on a straight line basis over the life of the lease.

***Computation of EPS*** Basic Earnings per Share ( *EPS* ) was computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period.

The number of shares related to options, warrants, restricted stock and similar instruments included in diluted *EPS* ( *EPS* ) is based on the Treasury Stock Method prescribed in ASC 260-10, *Earnings per Share*. This method assumes theoretical repurchase of shares using proceeds of the respective stock option or warrant exercised, and for restricted stock the amount of compensation cost attributed to future services which has not yet been recognized and the amount of current and deferred tax benefit, if any, that would be credited to additional paid in capital upon the vesting of the restricted stock, at a price equal to the issuer's average stock price during

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the related earnings period. Accordingly, the number of shares includable in the calculation of EPS in respect of the stock options, warrants, restricted stock and similar instruments is dependent on this average stock price and will increase as the average stock price increases.

Securities of a subsidiary that are convertible into its parent company's common stock shall be considered among potential common shares of the parent company for the purposes of computing consolidated diluted EPS.

**Stock Based Compensation** In accordance with ASC 718 Compensation-Stock Compensation, share-based payments to employees, including grants of restricted stock units, are measured at fair value as of the date of grant and are expensed in the consolidated statement of income over the service period (generally the vesting period).

**Comprehensive Income** Reporting Comprehensive Income requires reporting and displaying comprehensive income and its components. Comprehensive income includes, in addition to net earnings, other items that are reported as direct adjustments to stockholder's equity. Currently, the comprehensive income adjustment required for the Company has two components. First is a foreign currency translation adjustment, the result of consolidating its foreign subsidiary. The second component is a derivative instrument fair market value adjustment (net of income taxes) related to forward currency contracts designated as a cash flow hedge.

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings (date of sale). See Note 5 for additional details.

Comprehensive income is as follows:

	2011	2010	2009
Net income	\$ 2,780	\$ 2,109	\$ 3,639
Other comprehensive income (loss)			
Foreign currency translation adjustments	(63)	242	568
Derivative instrument fair market value adjustment net of income taxes	(384)	37	
Total other comprehensive income (loss)	(447)	279	568
Comprehensive income	\$ 2,333	\$ 2,388	\$ 4,207

**Reclassifications** Certain reclassifications have been made to the 2010 and 2009 financial statements to conform to the 2011 presentation.

**Business Combinations** The Company accounts for acquisitions in accordance with guidance found in ASC 805, Business Combinations. The guidance, effective January 1, 2009, requires consideration given, including contingent consideration, assets acquired and liabilities assumed to be valued at their fair market values at the acquisition date. The guidance further provides that: (1) in-process research and development will be recorded at fair value as an indefinite-lived intangible asset; (2) acquisition costs will generally be expensed as incurred, (3) restructuring costs associated with a business combination will generally be expensed subsequent to the acquisition date; and (4) changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally will affect income tax expense.

ASC 805 requires that any excess of purchase price over fair value of assets acquired, including identifiable intangibles and liabilities assumed be recognized as goodwill. In accordance with ASC 805, any excess of fair value of acquired net assets, including identifiable intangibles assets, over the acquisition consideration results in

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a bargain purchase gain. Prior to recording a gain, the acquiring entity must reassess whether all acquired assets and assumed liabilities have been identified and recognized and perform re-measurements to verify that the consideration paid, assets acquired and liabilities assumed have been properly valued.

**Note 4. Fair Value Measurements**

The company adopted ASC 820-10 Fair Value Measurements effective January 1, 2008. The following tables set forth the company's financial assets and liabilities that were accounted for at fair value on a recurring basis as of December 31, 2011 and 2010 by level within the fair value hierarchy. As required by ASC 820-10 financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is summary of items that the Company measures at fair value on a recurring basis:

	Fair Value at December 31, 2011			Total
	Level 1	Level 2	Level 3	
<b>Asset</b>				
Forward currency exchange contracts	\$ 145	\$	\$	\$ 145
Total current assets at fair value	\$ 145	\$	\$	\$ 145
<b>Liabilities:</b>				
Forward currency exchange contracts	\$ 77	\$	\$	\$ 77
Load King contingent consideration			30	30
Total long-term liabilities at fair value	\$ 77	\$	\$ 30	\$ 107

	Fair Value at December 31, 2010			Total
	Level 1	Level 2	Level 3	
<b>Asset</b>				
Forward currency exchange contracts	\$ 160	\$	\$	\$ 160
Total current assets at fair value	\$ 160	\$	\$	\$ 160
<b>Liabilities:</b>				
Load King contingent consideration	\$	\$	\$ 30	\$ 30
Total long-term liabilities at fair value	\$	\$	\$ 30	\$ 30

The carrying value of the company's other financial assets and liabilities, including cash, accounts receivable, and accounts payable, approximate fair value, without being discounted, due to the short periods during which these amounts are outstanding.

Forward exchange contracts are recurring fair value reportable items.

In addition to items, the Company measures at fair value on recurring basis, a legal settlement payable over twenty years was recorded at its net present value (fair market value). See Note 24 for additional details.

Fair Value at December 31, 2010			
Level 1	Level 2	Level 3	Total

\$	\$	\$ 1,075	\$ 1,075
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*Fair Value Measurements*

ASC 820-10 classifies the inputs used to measure fair value into the following hierarchy:

- Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

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Level 2 - Quoted prices in markets that are not active, or inputs which are observable, either directly or indirectly, for substantially the full term of the asset or liability; and

Level 3 - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity)

Fair value of the forward currency contracts are determined on the last day of each reporting period using quoted prices in active markets, which are supplied to the Company by the foreign currency trading operation of its bank. Under ASC 820-10, items valued based on quoted prices in active markets are Level 1 items.

**Note 5. Derivative Financial Instruments**

ASC 815-10 requires enhanced disclosures regarding an entity's derivative and hedging activities as provided below.

The Company's risk management objective is to use the most efficient and effective methods available to us to minimize, eliminate, reduce or transfer the risks which are associated with fluctuation of exchange rates between the Canadian and U.S. dollar. When the Company's Canadian subsidiary receives a significant new U.S. dollar order, management will evaluate different options that may be available to mitigate future currency exchange risks. The decision to hedge future sales is not automatic and is decided case by case. The Company will only use hedge instruments to hedge firm existing sales orders and not estimated exposure, when management determines that exchange risks exceeds desired risk tolerance levels.

The Company enters into forward currency exchange contracts in relationship such that the exchange gains and losses on the assets and liabilities denominated in other than the reporting units' functional currency would be offset by the changes in the market value of the forward currency exchange contracts it holds. The forward currency exchange contracts that the Company has to offset existing assets and liabilities denominated in other than the reporting units' functional currency have been determined not to be considered a hedge under ASC 815-10. The Company records at the balance sheet date the forward currency exchange contracts at its market value with any associated gain or loss being recorded in current earnings. Both realized and unrealized gains and losses related to forward currency contracts are included in current earnings and are reflected in the Statement of Income in the other income expense section on the line titled foreign currency transaction gains (losses). Items denominated in other than a reporting units functional currency includes U.S. denominated accounts receivables and accounts payable held by our Canadian subsidiary.

Beginning in the second quarter 2009, the Company entered into forward currency contracts to hedge certain future U.S. dollar sales of its Canadian subsidiary. The decision, to hedge future sales is not automatic and is decided case by case. The forward currency contracts to hedge future sales are designated as cash flow hedges under ASC 815-10.

As required, forward currency contracts are recognized as an asset or liability at fair value on the Company's Consolidated Balance Sheet. For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings (date of sale). Gains or losses on cash flow hedges when recognized into income are included in net revenues. Gains and losses on the derivative instruments representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings. The Company expects minimal ineffectiveness as the Company has hedged only firm sales orders and has not hedged estimated exposures. In the next twelve months, the company estimates \$39 of pre-tax unrealized losses related to forward currency contract hedges to be reclassified from other comprehensive income into earnings.

At December 31, 2011, the Company had entered into a series of forward currency exchange contracts. The contracts obligate the Company to purchase approximately CDN \$7,645 in total. The contracts, which are in

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various amounts, mature between March 1, 2012 and August 17, 2012. Under the contracts, the Company will purchase Canadian dollars at exchange rates between 0.9482 and 1.0248. The Canadian to US dollar exchange rates was \$0.9833 at December 31, 2011. At December 31, 2011, the Company had a forward currency contract to sell 800 at 1.4214. The Euro to US dollar exchange rate was 1.2939 at December 31, 2011. The unrealized currency exchange asset is reported under prepaid expense and other if it is an asset or under accrued expenses if it is a liability on the balance sheet at December 31, 2011 and 2010.

As of December 31, 2011, the Company had the following forward currency contracts:

Nature of Derivative	Amount	Type
Forward currency contract	CDN\$ 3,389	Not designated as hedge instrument
Forward currency contract	800	Not designated as hedge instrument
Forward currency contract	CDN\$ 4,256	Cash flow hedge

The following table provides the location and fair value amounts of derivative instruments that are reported in the Consolidated Balance Sheet as of December 31, 2011 and 2010:

**Total derivatives not designated as a hedge instrument**

Asset Derivatives	Balance Sheet Location	Fair Value	
		December 31, 2011	December 31, 2010
Foreign currency Exchange Contract	Prepaid expense and other	\$ 114	\$ 101
<b>Liabilities Derivatives</b>			
Foreign currency Exchange Contract	Accrued expense	\$ (7)	\$

**Total derivatives designated as a hedge instrument**

Asset Derivatives	Balance Sheet Location	Fair Value	
		December 31, 2011	December 31, 2010
Foreign currency Exchange Contract	Prepaid expense and other	\$ 31	\$ 59
<b>Liabilities Derivatives</b>			
Foreign currency Exchange Contract	Accrued expense	\$ (70)	\$

The following tables provide the effect of derivative instruments on the Consolidated Statement of Income for 2011 and 2010:

Derivatives not designated as Hedge Instrument	Location of gain or (loss) recognized in Income Statement	Gain or (loss)	
		2011	2010
Forward currency contracts	Foreign currency transaction gains (losses)	\$ (17)	\$ (80)
<b>Derivatives designated</b>		<b>Gain or (loss)</b>	



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<b>as Hedge Instrument</b>	<b>Location of gain or (loss) recognized in Income Statement</b>	<b>2011</b>	<b>2010</b>
Forward currency contracts	Net revenue	\$ 100	\$ (62)

**Table of Contents****Note 6. CVS Operating Agreement**

Manitex International, Inc. announced on June 30, 2010, that its newly formed Italian subsidiary, CVS Ferrari, srl, had entered into an agreement which allows CVS Ferrari srl to use certain assets of CVS SpA on an exclusive rental basis, during the Italian bankruptcy process (concordato preventivo). CVS SpA was located near Milan, Italy and designed and manufactured a range of reach stackers and associated lifting equipment for the global container handling market, which were sold through a broad dealer network.

During July 2010 the Italian court administrator of CVS SpA approved the Company's agreement to use certain assets of CVS SpA. This agreement is on a monthly rental fee basis and is for a duration of up to two years as the Italian insolvency process, concordato preventivo proceeds. Under this process, the creditors of CVS SpA and the court administrator will determine the resolution of the insolvency of CVS SpA. The administrator can elect to sell the assets of CVS SpA either in whole or piecemeal. Under the agreement, CVS Ferrari srl can use the rented CVS SpA assets for its own benefit but must return the assets at the expiration of the agreement. As part of its agreement it also agreed to enter into a standby letter of credit for one million euros to guarantee its commitments under the agreement. Also included, and subject to the agreement of the creditors, and the court process, was an offer to purchase the rental assets.

On September 24, 2010, Comerica Bank, N.A. (Comerica) issued a 1.0 million Euro standby letter in fulfillment of CVS's obligations under the rental agreement. The standby letter of credit expires on July 31, 2012. Although Comerica has a security interest in substantially all the assets of the Company to support the standby letter of credit issued by Comerica, the issuance of the standby letter of credit does not impact Company's availability under its revolving credit facilities it has with Comerica. On June 29, 2011, the Company entered into an agreement with CVS SpA in Liquidation to purchase on July 1, 2011 the assets that were being rented. The operating agreement was terminated on July 1, 2011, when the rented assets were transferred to CVS Ferrari srl. See Note 19 for further details.

**Note 7. Sale Type Leases**

The Company has entered into lease agreements with two of its customers to lease them three reach stackers. The Company has determined that the leases which, expire on June 15, 2013 and January 15, 2014, are both sales type leases.

Under the leases the Company is to receive minimum lease payments of:

<b>Years</b>	<b>Amount</b>
2012	\$ 394
2013	276
2014	281
Receivable finance	\$ 951

The Company has a reserve for unearned interest income of \$68, which will be amortized into income over the life of the leases.

**Table of Contents****Note 8. Inventory**

The components of inventory at December 31 are summarized as follows:

	2011	2010
Raw materials and purchased parts	\$ 31,599	\$ 22,928
Work in process	6,270	3,192
Finished goods and replacement parts	4,438	4,574
Inventories, net	\$ 42,307	\$ 30,694

The Company has established reserves for obsolete and excess inventory of \$699 and \$319 for the years ended December 31, 2011 and 2010, respectively.

**Note 9. Property, Plant and Equipment**

Property, plant and equipment consist of the following:

	2011	2010
Land	\$ 763	\$ 910
Buildings	8,313	8,419
Machinery and equipment	5,526	3,790
Furniture and fixtures	466	295
Leasehold improvements	405	319
Computer software & equipment	817	721
Rental cranes		67
Motor vehicles	222	85
Totals	16,512	14,606
Less: accumulated depreciation	(5,495)	(3,947)
Net property and equipment	\$ 11,017	\$ 10,659

Depreciation expense was \$1,284 (net of \$380 amortization of deferred gain on building), \$1,107 (net of \$381 amortization of deferred gain on building), and \$575 (net of \$381 amortization of deferred gain on building, in 2011, 2010, and 2009 respectively. See Note 13 for information regarding capital leases.

**Note 10. Goodwill and Other Intangible Assets**

The Company accounts for Other Intangible Assets under the guidance in ASC 350, Intangibles Goodwill and Other. Under the guidance intangible assets with definite lives are amortized over their estimated useful lives. Indefinite lived intangible assets are subject to annual impairment testing.

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The Company capitalizes certain costs related to patent technology. Additionally, a substantial portion of the purchase price related to the Company's acquisitions has been assigned to patents or unpatented technology, trade name, customer backlog, and customer relationships. The intangibles acquired in acquisitions have been valued using a discounted flow approach. Intangibles, except goodwill, are being amortized over their estimated useful lives.

	2011	2010	Useful Lives
Patented and unpatented technology	\$ 12,695	\$ 12,163	7-10 years
Amortization	(6,144)	(4,895)	
Customer relationships	10,081	10,089	10-20 years
Amortization	(2,723)	(2,146)	
Trade names and trademarks	7,287	5,995	25 years - Indefinite
Amortization	(1,143)	(903)	
In process research and development	100	100	indefinite
Customer backlog	472	473	< 1 year
Amortization	(472)	(473)	
Intangible assets	20,153	20,403	
Goodwill	15,267	14,452	
Goodwill and other intangibles	\$ 35,420	\$ 34,855	

Amortization expense was \$2,052, \$2,032 and \$1,879 for the periods ended December 31, 2011, 2010 and December 31, 2009, respectively.

Estimated amortization expense for the next five years and subsequent is as follows:

	Amount
2012	\$ 2,111
2013	2,111
2014	2,111
2015	2,111
2016	1,633
And subsequent	9,976
Total intangibles currently be amortized	\$ 20,053
In process research and development, not currently being amortized	100
Total intangible assets	\$ 20,153

**Table of Contents****Note 11. Accrual Detail**

	<b>As of December 31,</b>	
	<b>2011</b>	<b>2010</b>
Account payable:		
Trade	\$ 18,268	\$ 14,317
Bank overdraft	153	130
Total accounts payable	\$ 18,421	\$ 14,447
Accrued expenses:		
Accrued payroll	\$ 669	\$ 362
Accrued employee health	80	190
Accrued bonuses	1,007	756
Accrued vacation expense	348	387
Accrued consulting fees	263	101
Accrued rent	68	
Accrued interest	141	153
Accrued commissions	481	510
Accrued expenses other	347	325
Accrued warranty	698	577
Accrued income taxes	80	643
Accrued taxes other than income taxes	574	331
Accrued product Liability	113	
Accrued liability on forward currency exchange contracts	77	
Total accrued expenses	\$ 4,946	\$ 4,335

**Note 12. Revolving Term Credit Facilities and Debt***Revolving Credit Facility*

At December 31, 2011, the Company had drawn \$19,133 under a revolving credit facility. The Company is eligible to borrow up to \$22,500 with interest at the prime rate (prime was 3.25% at December 31, 2011). Alternatively, the Company can elect to take LIBOR based advances for a one, two or three month period, in which case interest is then equal to the applicable LIBOR interest rate plus 3.15%. At the end of specified period, the Company can elect to rollover the LIBOR based advance to another one, two or three month LIBOR based advance or can elect to convert the advance to a prime rate borrowing. The maximum amount available is limited to the sum of 85% of eligible receivables, and the lesser of 50% of eligible inventory or \$14,000, plus \$1,500. At December 31, 2011, the maximum the Company could borrow based on available collateral was capped at \$22,500. The credit facility's original maturity date was January 2, 2005. The maturity date was subsequently extended and the note is now due on April 1, 2015. The indebtedness is collateralized by substantially all of the Company's assets. The facility contains customary limitations including, but not limited to, limitations on acquisitions, dividends, repurchase of the Company's stock and capital expenditures. The agreement also requires the Company to have a Debt Service Ratio, as defined in the agreement, of 1.25 to 1.0 and Funded Debt to EBITDA Ratio, as defined in the agreement, of no greater than 5.25 to 1.0 through March 31, 2012, from June 30, 2012 through March 31, 2013 a ratio of no greater than 4.75 to 1.0 and on June 30, 2013 and thereafter a ratio of no greater than 4.25 to 1.0.

The agreement also provides that the bank is to receive an unused credit line fee in an amount equal to one-eighth percent per annum payable quarterly in arrears.

The agreement permits the Company to issue unsecured guarantees of indebtedness owed by CVS Ferrari, srl to foreign banks in respect to working capital financing, not to exceed the lesser of \$5,000 or the amount of such

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financing. Additionally the agreement allows the Company to make or allow to remain outstanding any investment (whether such investment shall be of the character of investment of shares of stock, evidence of indebtedness or other securities or otherwise) in, or any loans or advances to CVS or to any other wholly-owned foreign subsidiary in an amount not to exceed \$2,500.

The above summarizes the terms of the revolving credit facility as of December 31, 2011. The Company executed certain amendments to its revolving credit facility between June 27, 2011 and June 29, 2011 and paid an amendment fee of \$113. The amendments extended the maturity dates to April 1, 2015, increased the maximum borrowings to \$22,500 from \$20,500, modified advance formula, which increased the amount the Company can borrow, and decreased prime rate based interest rates by 1.5%. The amendment also added a provision which permits the Company to elect to take LIBOR based advances and added a new covenant which requires that the Company have a maximum Funded Debt to EBITDA Ratio at the end of a quarter.

On February 16, 2012, the Company and Comerica amended the revolving credit facility. The principal purpose of the Amendment was to increase the Revolving Credit Maximum Amount from \$22,500 to \$27,500. The Amendment also provides that Comerica is to receive a non-refundable amendment fee of \$25.

### *Revolving Canadian Credit Facility*

At December 31, 2011, the Company had drawn US \$5,741 under a revolving credit agreement with a bank. The Company is eligible to borrow up to CDN \$6,500 or US \$6,391. The maximum amount available is limited to the sum of (1) 85% of eligible receivables plus (2) the lesser of 35% of eligible work-in-process inventory or CDN \$500 plus (3) the lesser of 50% of eligible inventory less work-in-process inventory or CDN \$3,500. At December 31, 2011, the maximum the Company could borrow based on available collateral was CDN \$6,099 or US \$5,977. The indebtedness is collateralized by substantially all of Manitek Lifting ULC's assets. The Company can borrow in either U.S. or Canadian dollars. For the purposes of determining availability under the credit line, borrowings in U.S. dollars are converted to Canadian dollars based on the most favorable spot exchange rate determined by the bank to be available to it at the relevant time. Any borrowings under the facility in Canadian dollars bear interest at the Canadian prime rate (the Canadian prime was 3.0% at December 31, 2011) plus 0.5%. Any borrowings under the facility in U.S. dollars bear interest at the U.S. prime rate (prime was 3.25% at December 31, 2011). The credit facility has a maturity date of April 1, 2015.

The above summarizes the terms of the revolving Canadian credit facility as of December 31, 2011, which incorporates the amendments to its revolving credit facilities executed on June 29, 2011. The amendments extended the maturity dates to April 1, 2015, increased the maximum borrowings to CDN \$6,500 from CDN \$5,500, modified advance formula, which increased the amount the Company can borrow, and decreased Canadian prime rate and U.S. prime rate based interest rates by 1.5%. The amendment also added a provision which permits the Company to elect to take LIBOR based U.S. dollar advances. In connection with the amendments the Company paid a \$32 amendment fee.

### *Specialized Export Facility*

On December 23, 2011, the Canadian Revolving Credit agreement was amended to add a \$2,000 Specialized Export Facility that matures on March 11, 2013. Borrowings under the Specialized Export Facility are guaranteed by the Company and Export Development Canada, ( EDC ) a corporation established by an Act of Parliament of Canada. Under the Export Facility Lifting can borrow 90% of the total cost of material and labor incurred on export contracts which are subject to the EDC guarantee. The EDC guarantee, which expires on March 11, 2013, is issued under their export guarantee program and covers certain goods that are to be exported from Canada. At December 31, 2011, the maximum the Company could borrow based under the Specialized Export Facility was CDN \$822 or US \$808. Under this facility, the Company can borrow either Canadian or U.S. dollars. The Export Facility advances bear interest at the same rate as other advances received under Lifting's revolving Canadian credit facility. Repayment of advances made under the Export Facility are due sixty days after shipment of the goods, or five business days after the borrower receives payment in full for the goods covered by the guarantee

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(the Scheduled Payment Date ) or upon the termination of the EDC guarantee. In connection with the Specialized Export Facility, the bank received a \$10 commitment fee and the Company reimbursed the bank in the amount of \$25 for a fee the bank paid to the EDC in exchange for their guarantee.

At December 31, 2011, the Company had no borrowing outstanding under the Specialized Export Facility.

*Revolving Credit Facility Equipment Line*

At December 31, 2011, the Company had drawn \$1,000 under a revolving credit facility with a bank. The Company is eligible to borrow up to \$1,000, with interest at prime rate (prime was 3.25% at December 31, 2011). Alternatively, the Company can elect to take LIBOR based advances for a one, two or three month period, in which case interest is then equal to the applicable LIBOR interest rate plus 3.15%. At the end of specified period, the Company can elect to rollover the LIBOR based advance to another one, two or three month LIBOR based advance or can elect to convert the advance to a prime rate borrowing. The maximum amount available is limited to of 85% of eligible equipment. The maximum the Company could borrow on December 31, 2011 was \$1,000. The credit facility has a maturity date of April 1, 2015.

The above summarizes the terms of the revolving credit facility equipment line as of December 31, 2011, which incorporates the amendments to its revolving credit facilities executed on June 29, 2011. The amendments extended the maturity dates to April 1, 2015, increased the maximum borrowings to \$1,000 from \$500, and decreased prime rate based interest rates by 1.5%. The amendment also added a provision which permits the Company to elect to take LIBOR based advances.

*Installment Note*

On June 30, 2011, the Company borrowed \$1,850 under an installment note. Under the Note, the Company is obligated to make forty-eight monthly installment payments of \$39 plus accrued interest commencing on August 1, 2011. The Note, which matures on July 1, 2015, provides for interest of prime plus one percent (1.0%). The Note may be prepaid at any time without penalty or premium. The Company elected to make a prepayment of \$800 in December 2011. In the event of default (as defined in the Second Amended and Restated Credit Agreement dated April 11, 2007, as amended), Comerica at its option may declare any or all of the indebtedness under this Note due and payable. The Note also provides for interest of prime plus four percent (4.0%) in the event of a default. The Note is collateralized by substantially all the assets of the Company. As of December 31, 2011, the note has a balance of \$857.

*Note Payable Issued to Acquire Badger Equipment Company*

In connection with the Badger Equipment Company acquisition, the Company issued a note payable to the seller with a face amount of \$2,750. The Company is obligated to make annual principal payments of \$550 commencing on July 10, 2010 and on each year thereafter through July 10, 2014. Accrued interest under the promissory Note is payable quarterly commencing on October 1, 2009. The unpaid principal balance of the Term Note bears interest at 6% per annum. The holder of the note has been granted a security interest in the common stock of Badger Equipment Company, a subsidiary of the Company.

The note was recorded at its fair value on date of issuance at \$2,440. The fair value of the promissory note was calculated to be equal to the present value of the future debt payments discounted at a market rate of return commensurate with similar debt instruments with comparable levels of risk and marketability. A rate of interest of 11% was determined to be the appropriate rate following an assessment of the risk inherent in the debt issue and the market rate for debt of this nature using corporate credit ratings criteria adjusted for the lack of public markets for this note. The calculated fair value was \$2,440. The difference between face amount of the note and its fair value is being amortized over the life of the note (\$207 through December 31, 2011), and is being charged to interest expense. As of December 31, 2011, the note has a balance of \$1,547. As of December 31, 2011, there is \$103 of unamortized discount that will be amortized over the remaining life of the note.

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*Note Payable Terex*

At December 31, 2011, the Company has a note payable to Terex Corporation for \$1,250. The note which had an original principal amount of \$2,000 was issued in connection with the purchase of substantially all of the domestic assets of Crane & Machinery, Inc. ( Crane ) and Schaeff Lift Truck, Inc., ( Schaeff ). During the purchase negotiations, the Company agreed to assist the sellers and GT Distribution LLC in restructuring certain debt owed to Terex Corporation ( Terex ). Accordingly, on October 6, 2008, the Company entered into a Restructuring Agreement with Terex and Crane pursuant to which the Company executed and delivered to Terex a promissory note in the amount of \$2,000 that has an annual interest rate of 6%. Terex has been granted a lien on and security interest in all of the assets of the Company s Crane & Machinery Division.

The Company is required to make annual principal payments to Terex of \$250 commencing on March 1, 2009 and on each year thereafter through March 1, 2016. As long as the Company s common stock is listed for trading on the NASDAQ or another national stock exchange, the Company may opt to pay up to \$150 of each annual principal payment in shares of the Company s common stock having a market value of \$150. Accrued interest under the note is payable quarterly.

*Note Payable Floor Plan*

At December 31, 2011, the Company has a \$1,198 note payable to a finance company. The funds were borrowed from the finance company under the terms of a floor plan financing agreement. On March 3, 2010, the lender informed the Company that they would discontinue providing floor plan financing to construction equipment dealers on June 3, 2010. The lender decision, however, did not impact any loans that were outstanding at June 3, 2010 and such loans continued under the terms and conditions that were in effect on the date the loan was made.

Under the floor plan agreement, borrowings are secured by all inventory financed by or leased from the lender and the proceeds there from. The terms and conditions of any loans, including interest rate, commencement date, and maturity date were determined by the lender upon its receipt of the Company s request for an extension of credit.

The current balance \$1,198 is comprised of borrowings of \$644, \$266 and \$288 borrowed on December 30, 2008, January 12, 2009 and June 3, 2010. The interest rate on the outstanding advances is currently 6% per annum. The rate, however, may be increased upon the lender giving five days written notice to the Company. The Company is required to make monthly interest and principal payments. The monthly payment includes principal components of \$21, \$8 and \$7, respectively.

*Debt to Refinance Load King Acquisition Debt*

On December 31, 2011, the Company owed \$1,252 and \$855 to a bank and the South Dakota Board of Economic Development ( BED ), respectively.

On November 2, 2011, the Company s Load King subsidiary borrowed \$1,258 and \$858 from the bank and BED, respectively. In connection with the borrowings, Load King executed three promissory notes. Promissory notes in the amount \$858 were delivered to the bank and BED. The, aforementioned, promissory notes are collateralized by a mortgage on the Company s land and building located in Elk Point, South Dakota ( Bank Mortgage and BED Mortgage ). Additionally, Load King executed and delivered to the bank a \$400 promissory note, ( Equipment Note ) collateralized by the Company s machinery and equipment located in Elk Point, South Dakota.

The funds received in connection with the above borrowing were used to repay a 7 year promissory note to Terex Corporation ( Terex ), which was issued in connection with the Load King acquisition. The terms of the new borrowing, which extends the repayment period and lowers interest rates are as described below. Additionally, in



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exchange for prepayment Terex agreed to reduce the principal amount of the note. As a result, the Company recorded a gain of approximately \$194 in connection with early repayment of the promissory note held by Terex. This gain is reported in the Statement of Income as component of Other Income.

Under the terms of the Bank Mortgage, the Company is required to make 120 interest and principal payments. The first sixty payments of \$6 per month are based on a 240 month amortization period and a 6% interest rate. On November 2, 2016, the interest rate will reset. The new interest rate will be equal to the monthly average yield on 5 Year Constant Maturity U.S. Treasury Securities plus 3.75%. The monthly interest and principal payment will be recalculated accordingly. A final balloon payment of unpaid principal and interest is due on November 2, 2021. At December 31, 2011, the Bank Mortgage has a remaining outstanding balance of \$856.

Under the terms of the BED Mortgage, the Company is required to make 59 payments of \$5 based on a 240 month amortization period and a 3% interest rate. A final balloon payment of unpaid principal and interest is due on November 2, 2016. The interest rate for the note is subject to Load King maintaining employment levels specified in an Employment Agreement between Load King and BED. If Load King fails to maintain agreed upon employment levels, Load King may be required to pay BED an amount equal to the difference between the interest paid and amount of interest that would have been paid if the loan had a 6.5% interest rate. At December 31, 2011, the BED Mortgage has a remaining outstanding balance of \$855.

Under the Equipment Note, the Company is required to make monthly 84 monthly interest and principal payments. The first 60 payments will be for \$6 and are based on an 84 month amortization period and a 6.25% interest rate. On November 2, 2016, the interest rate will reset. The interest rate will be equal to the monthly average yield on 5 year Constant Maturity of U.S. Treasury Securities plus 4.00%. The monthly principal and interest payments will be recalculated based on the new interest rate and will remain fixed for the next 24 months. As of December 31, 2011, the Equipment Note has a remaining outstanding balance of \$396.

The Bank Mortgage, the BED Mortgage and the Equipment loans are guaranteed by Manitex International, Inc. and included customary events of default. In the event of default, the notes are subject to acceleration and a default interest rate as specified in the notes will apply.

*Note Payable Issued to Acquire CVS Assets*

In connection with the acquisition of CVS assets, the Company has non- interest bearing note payable in the amount of 2,350 (\$3,041). The note is payable as follows: 17(\$23) within 90 days of July 1, 2011, and the remaining balance in five semi-annual installments of 467 (\$604) payable on each December 30 and June 30 through December 30, 2013. The installment payment originally due on December 30, 2011 was paid on January 20, 2012. The Italian Court agreed in advance to extend the due date on the payment originally due on December 30, 2011.

The non-interest bearing promissory note was recorded at its fair value on date of issuance at 2,218 (\$2,870). The fair value of the promissory note was calculated to be equal to the present value of the future debt payments discounted at a market rate of return commensurate with similar debt instruments with comparable levels of risk and marketability. A rate of interest of 4% was determined to be the appropriate rate following an assessment of the risk inherent in the debt issued and the market rate for debt of this nature using corporate credit ratings. The difference between face amount of the promissory note and its fair value is being amortized over the life of the note (\$56 through December 31, 2011), and is being charged to interest expense. As of December 31, 2011, the promissory note has a balance of 2,261 or \$2,926. As of December 31, 2011, there is \$115 of unamortized discount that will be amortized over the remaining life of the note.

*CVS Short-Term Working Capital Borrowings*

At December 31, 2011, CVS had established demand credit facilities with four Italian banks. Under the facilities, CVS can borrow up to 25 Euro (\$32) on an unsecured basis and up to an additional 2,130 (\$2,756) as advances

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against orders, invoices and letters of credit. The maximum amount outstanding is limited to 80% of the assigned accounts receivable if there is an invoice issued or 50% if there is an order/contract issued. The banks will evaluate each request to borrow individually and determine the allowable advance percentage and interest rate. In making its determination the bank considers the customer's credit and location of the customer. Additionally, the banks have agreed to provide guarantees (performance bonds) to customers up to \$36 (\$47).

At December 31, 2011, the banks had advanced CVS \$1,390 (\$1,798), at an interest rate from 2.45% to 2.98%. Additionally, the banks have issued guarantees of \$36 (\$47). Manitex International, Inc. has guaranteed all of CVS's borrowings.

**Note 13. Leases***Capital leases*

The Company has a twelve year lease which expires in April 2018 that provides for monthly lease payments of \$73 for its Georgetown, Texas facility. The lease has been classified as a capital lease. At December 31, 2011, the outstanding capital lease obligation is \$3,509.

The Company has a five year lease which expires in July 10, 2014 that provides for monthly lease payments of \$25 for its Winona, Minnesota facility. At the conclusion of the lease, the Company has an option to purchase the facility for \$500 by giving notice to Landlord of its intent to purchase the Facility. The Landlord must receive such notice at least three months prior to end of the Lease term. At December 31, 2011, the Company has outstanding capital lease obligation of \$1,127.

The Company has one additional capital lease. The lease is a 72 month lease for a forklift which expires on July 20, 2015 that provides for monthly lease payments of \$1. As of December 31, 2011, the capitalized lease obligation related to aforementioned lease was \$33.

Future Minimum Lease Payments are:

Years	Operating Leases	Capital Leases
2012	\$ 1,252	\$ 1,181
2013	1,234	1,181
2014	1,183	1,538
2015	729	880
2016	623	870
Subsequent	233	1,160
<b>Total Minimum Lease Payments</b>	<b>\$ 5,254</b>	<b>6,810</b>
Less: imputed interest		(2,141)
<b>Present value of minimum lease payment</b>		<b>\$ 4,669</b>

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Capital Item as of or for the year ended December 31, 2011	Cost	Accumulated Depreciation	Depreciation Expense	Interest Expense
Building Georgetown, TX	\$ 4,913	\$ 2,284	\$ 35	\$ 522
Land & Building Winona, MN	1,700	\$ 141	57	77
Other Capitalized leases	51	18	7	3
Totals	\$ 6,664	\$ 2,443	\$ 99	\$ 602

Capital Item as of or for the year ended December 31, 2010	Cost	Accumulated Depreciation	Depreciation Expense	Interest Expense
Building Georgetown, TX	\$ 4,913	\$ 1,869	\$ 35	\$ 536
Land & Building Winona, MN	1,700	\$ 85	57	90
Other Capitalized leases	79	23	13	4
Totals	\$ 6,692	\$ 1,977	\$ 105	\$ 630

**Sales and Leaseback** In accordance with ASC 840-40 Sales- Leaseback Transaction, at December 31, 2011 and 2010, the Company has deferred gain of \$2,408 and \$2,789, respectively, related to the sale and leaseback of Georgetown operating facilities. The deferred gain is being amortized over the life of the lease which reduces depreciation expense \$380 annually.

*Operating leases*

The Company leases its Woodbridge, Ontario facility under an operating lease. Monthly payments under the lease are \$40. The lease expires on November 29, 2014. The Company has an option to renew the lease for an additional five years at a rent which is mutually agreed. In the event that the parties cannot agree the lease has an arbitration provision. Total rent expense related to this lease was \$492, \$480 and \$423 for the year ended December 31, 2011, 2010 and 2009, respectively.

The Company leases its 40,000 sq. ft. Bridgeview facility from an entity controlled by Mr. David Langevin, the Company's Chairman and CEO. Pursuant to the terms of the lease, the Company makes monthly lease payments of \$20. The Company is also responsible for all the associated operations expenses, including insurance, property taxes, and repairs. The lease will expire on June 30, 2016 and has a provision for six one year extension periods. The lease contains a rental escalation clause under which annual rent is increased during the initial lease term by the lesser of the increase in the Consumer Price Increase or 2.0%. Rent for any extension period shall, however, be the then-market rate for similar industrial buildings within the market area.

The Company has the option to purchase the building by giving the landlord written notice at any time prior to the date that is 180 days prior to the expiration of the lease or any extension period. The landlord can require the Company to purchase the building if a change of Control Event, as defined in the lease, occurs by giving written notice to the Company at any time prior to the date that is 180 days prior to the expiration of the lease or any extension period. The purchase price, regardless whether the purchase is initiated by the Company or the landlord, will be the Fair Market Value as of the closing date of said sale. Rent expense for the current and former Bridgeview facility was \$240, \$322 and \$444 for the years ended December 31, 2011, 2010 and 2009, respectively.

The Company leases its 103,000 sq. ft. facility in Cadeo, Italy from Fratelli Ferrari Realty. The lease which was executed on June 30, 2011 is for 6 years and provides annual rent of \$360 (\$466) payable in monthly installments. The Company has an option to renew the lease for an additional six years at a rent which is mutually agreed. The Company has a conditional commitment to purchase the building on June 30, 2014 for \$9,200. The commitment to purchase the building is contingent on CVS Ferrari srl being able to secure a mortgage on market terms for 75% of the purchase price.

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The Company has various operating equipment leases with monthly payments ranging from less than \$1 to \$4 with various expiration dates through 2015. Total rent expense under these additional leases was \$199, \$203, and \$92 for the years ended December 31, 2011, 2010, and 2009.

**Note 14. Income Taxes**

Information pertaining to the Company's income before income taxes is as follows:

	Year ended December 31,		
	2011	2010	2009
Income before income taxes:			
Domestic	\$ 3,460	\$ 267	\$ 1,436
Foreign	753	2,868	106
Total income before income taxes	\$ 4,213	\$ 3,135	\$ 1,542

Information pertaining to the Company's provision (benefit) for income taxes is as follows:

	Year ended December 31,		
	2011	2010	2009
Provision (benefit) for income taxes:			
Current:			
Federal	\$ (35)	\$ (8)	\$ (217)
State and local	52	(33)	(45)
Foreign	332	977	114
	349	936	(148)
Deferred:			
Federal	1,077	162	(1,817)
State and local	(7)	(9)	(132)
Foreign	14	(63)	
	1,084	90	(1,949)
Total provision (benefit) for income taxes	\$ 1,433	\$ 1,026	\$ (2,097)

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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and income tax purposes. Significant components of the Company's deferred tax assets and liabilities are as follows:

	<b>Year ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
Deferred tax assets:		
Current:		
Accrued expenses and other liabilities	\$ 923	\$ 650
Long-term:		
Other liabilities	427	51
Deferred gain	843	976
Net operating loss carryforwards	1,037	3,329
Tax credit carryforwards	814	782
Unrealized Foreign Currency Loss	117	111
Total deferred tax asset	4,161	5,899
Deferred tax liabilities:		
Long-term:		
Property, plant and equipment	676	956
Intangibles	4,149	4,517
Total deferred tax liability	4,825	5,473
Net deferred tax asset (liability)	\$ (664)	\$ 426

The effective tax rate before income taxes varies from the current statutory federal income tax rate as follows:

	<b>Year ended December 31,</b>	
	<b>2011</b>	<b>2010</b>
Statutory rate	34.00%	34.00%
State and local taxes	1.05	-1.32
Permanent differences	0.37	0.33
Tax credits	-2.18	-2.22
Change in valuation allowance		-4.01
Foreign operations	2.16	8.28
Other	-1.39	-2.33
	34.01%	32.73%

As of December 31, 2011, the Company has approximately \$3,011 of federal net operating loss carryforwards. Such loss carryforwards expire beginning in 2024 through 2029, if not utilized. As of December 31, 2011, the Company has approximately \$1,500 of Texas Temporary Margin Tax Credit that may be utilized through 2026, subject to certain annual limitations. Due to the limitations imposed on the Texas Temporary Margin Tax Credit, the Company has reflected a deferred tax asset in the table above of \$573.

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A reconciliation of the beginning and ending amount of unrecognized tax benefits, including interest and penalties, is as follows:

	2011	2010
Balance at January 1	\$ 131	\$ 170
Increases in tax positions for prior years	29	8
Decreases in tax positions for prior years	(8)	(47)
Settlements		
<b>Balance at December 31</b>	<b>\$ 152</b>	<b>\$ 131</b>

Of the amounts reflected in the above table at December 31, 2011, the entire amount would reduce the Company's annual effective tax rate if recognized. The Company had approximately \$33 of accrued interest as of December 31, 2011. The Company records accrued interest related to income tax matters in the provision for income taxes in the accompanying consolidated statement of income. The Company does not expect its unrecognized tax benefits to change significantly over the next 12 months.

The Company files income tax returns in the United States, Canada and Italy as well as various state and local tax jurisdictions with varying statutes of limitations. The 2008 through 2011 tax years generally remain subject to examination by federal, foreign and most state tax authorities.

**Note 15. Supplemental Cash Flow Disclosures**

Interest received and paid, income taxes paid and non-cash transactions incurred during the years ended December 31, 2011, 2010, and 2009 were as follows:

	2011	2010	2009
Interest Paid	\$ 2,552	\$ 2,443	\$ 1,828
Income Taxes	1,247	65	16
Non-Cash Transactions:			
Acquisition note Terex Load King			2,580
Acquisition note Badger Equipment Company			2,440
Acquisition stock note Terex Load King			250
Acquisition stock Badger Equipment Company			976
Acquisition capital lease Badger Equipment Company			1,656
Acquisition contingent consideration Terex Load King			30
Acquisition note CVS	2,870		
Acquisition deferred payments CVS	85		
Legal settlement (see Note 24)	1,183		
Terex Note payment paid in stock (1)		150	150
Manitex stock note (see Note 19) (2)		250	
Reserves for uncertain tax positions		(39)	(27)

- (1) On March 1, 2010 and 2009, the Company issued 64,655 and 147,059 shares of its common stock to Terex Corporation, in lieu of \$150 of the principal payment on the Term Note that was due on March 1, 2010 and 2009. These transactions are non-cash transactions. Accordingly, the cash flow statement excludes the impact of these transactions.
- (2) On January 6, 2010, the Company issued 130,890 shares of common stock to settle a promissory note issued on December 31, 2009 in connection with the Load King acquisition. The note was executed to ensure the delivery to the Seller of 130,890 shares of the Company's Common Stock as provided for in the Purchase Agreement. This transaction is a non-cash transaction. Accordingly, the cash flow statement excludes the impact of this transaction.

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The Company sponsors a 401(k) plan. The plan is intended to cover all non-union United States based employees. The plan is open to employees 21 years of age & older. There is no minimum employment duration required before eligibility. The plan allows for monthly enrollment and contribution changes.

The Company suspended its discretionary matching contribution on February 15, 2009. On January 1, 2012, the Company again began to match participants' contributions. The Company match currently in effect matches dollar for dollar participants' contributions up to 3% of the participant's income. There is no dollar limit regarding matched funds and the plan also calls for immediate vesting of the employer contribution component. The employer match is paid when payroll is processed.

The amount paid in matching contributions by the company for 2009 was \$18.

**Note 17. Accrued Warranties**

A liability for estimated warranty claims is accrued at the time of sale. The liability is established using historical warranty claim experience. Historical warranty experience is, however, reviewed by management.

The current provision may be adjusted to take into account unusual or non-recurring events in the past or anticipated changes in future warranty claims. Adjustments to the initial warranty accrual are recorded if actual claim experience indicates that adjustments are necessary. Warranty reserves are reviewed to ensure critical assumptions are updated for known events that may impact the potential warranty liability.

The following table summarizes the changes in product warranty liability:

	2011	2010
Balance January 1,	\$ 577	\$ 550
Accrual for warranties issued during the year	1,363	1,988
Warranty services provided	(1,232)	(1,805)
Changes in estimates	(8)	(172)
Foreign currency translation	(2)	16
Balance December 31,	\$ 698	\$ 577

**Note 18. Segment Information**

The Company operates in two business segments: Lifting Equipment and Equipment Distribution.

The Lifting Equipment segment is a leading provider of engineered lifting solutions. The Company designs, manufactures and distributes, predominately through a network of dealers, a diverse group of products that serve different functions and are used in a variety of industries. The Company markets a comprehensive line of boom trucks and sign cranes, a complete line of rough terrain forklifts, including both the Lifting and Noble product lines, as well as special mission oriented vehicles, and other specialized carriers, heavy material handling transporters and steel mill equipment. The Company also manufactures a number of specialized rough terrain cranes and material handling products, including a 30-ton model, the first in new line of specialized high quality rough terrain cranes. The Company lifting products are used in industrial applications, energy exploration and infrastructure development in the commercial sector and for military applications. The company's specialized rough terrain cranes primarily serve the needs of the construction, municipality, and railroad industries. Additionally, as of January 1, 2010, the Company began to manufacture and distribute custom trailers and hauling systems typically used for transporting heavy equipment, the trailer business serves niche markets in the commercial construction, railroad, military, and equipment rental industries through a dealer network.

During the third quarter 2010, CVS Ferrari, srl, our recently formed Italian subsidiary located near Milan, commenced operations. CVS Ferrari, srl used through June 30, 2011 certain assets in its operations that it rented





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from CVS SpA under an exclusive rental agreement while CVS SpA proceeds through the Italian bankruptcy process (concordato preventivo). On June 29, 2011, the Company entered into an agreement with CVS SpA in Liquidation to purchase on July 1, 2011 the assets that were being rented. The rental agreement was terminated on July 1, 2011, when the rented assets were transferred to CVS Ferrari srl. See Note 19 for further details.

The Equipment Distribution segment located in Bridgeview, Illinois is a distributor of Terex rough terrain and truck cranes, Fuchs material handlers and Manitex boom trucks and sky cranes. The Equipment Distribution segment predominately sells its products to end users, including the rental market. Its products are used primarily for infrastructure development and commercial constructions, applications include road and bridge construction, general contracting, roofing, scrap handling and sign construction and maintenance. The Equipment Distribution segment supplies repair parts for a wide variety of medium to heavy duty construction equipment and sells both domestically and internationally. The segment also provides repair services in the Chicago area. In the second quarter of 2010, the Company expanded our Equipment Distribution segment by creating a new division, North American Equipment Exchange, ( NAEE ) to market previously-owned construction and heavy equipment, domestically and internationally. This Division provides a wide range of used lifting and construction equipment of various ages and condition, and the Company has the capability to refurbish the equipment to the customers' specification.

Acquisitions accounted for as purchases have been included in the Company's results from their respective dates of acquisition: July 10, 2009 for Badger Equipment Company; and December 31, 2009 for the assets of Manitex Load King, Inc. Results for CVS Ferrari are included in the Company's results from commencement of operations from July 1, 2010. On July 1, 2011, CVS Ferrari, Srl purchased the intangible assets and the machinery and equipment that CVS had previously rented from CVS SpA in Liquidation pursuant to a purchase agreement dated June 29, 2011. Additionally on June 29, 2011, CVS entered into a second agreement which also closed on June 29, 2011 with Cabletronic, Srl to acquire software and electronic know-how that is used in the products manufactured by CVS. Assets as well as associated depreciation and amortization for assets purchased from Cabletronic Srl and CVS SpA in Liquidation are included in the Company's financial results from their respective dates of acquisition June 29, 2011 and July 1, 2011, respectively.

The following is financial information for our two operating segments, i.e., Lifting Equipment and Equipment Distribution. The below financial information includes results for each of the above acquisitions from the respective date of acquisition:

	Year ended December 31,		
	2011	2010	2009
<b>Net Revenues</b>			
Lifting Equipment	\$ 130,305	\$ 88,736	\$ 52,392
Equipment Distribution	11,986	7,139	3,495
<b>Total</b>	<b>\$ 142,291</b>	<b>\$ 95,875</b>	<b>\$ 55,887</b>
<b>Operating Earnings</b>			
Lifting Equipment	\$ 11,069	\$ 8,722	\$ 5,420
Equipment Distribution	64	33	(79)
Corporate expenses	(4,532)	(3,218)	(1,997)
<b>Total operating income</b>	<b>\$ 6,601</b>	<b>\$ 5,537</b>	<b>\$ 3,344</b>
<b>Total Assets</b>			
Lifting Equipment	\$ 115,211	\$ 99,702	\$ 89,384
Equipment Distribution	6,255	5,595	5,154
Corporate	125	220	147
<b>Total</b>	<b>\$ 121,591</b>	<b>\$ 105,517</b>	<b>\$ 94,685</b>

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Total foreign source net revenue was approximately \$66,864, \$37,410, and \$15,135 for the years ended December 31, 2011, 2010, and 2009, respectively. Total long-lived assets related to the Company's foreign operations were approximately \$5,656 and \$787 for the years ended December 31, 2011 and 2010, respectively. Information of external net revenues and long lived asset information by country is shown on the below tables:

The following is a summary of goodwill by segment:

	Year ended December 31,		
	2011	2010	2009
<b>Goodwill Lifting Equipment Segment</b>			
Balance January 1	\$ 14,177	\$ 14,177	\$ 14,177
Goodwill related to CVS acquisition (see Note 19)	815		
Balance December 31,	\$ 14,992	\$ 14,177	\$ 14,177

	Year ended December 31,		
	2011	2010	2009
<b>Goodwill Equipment Distribution Segment</b>			
Balance January 1 and December 31	\$ 275	\$ 275	\$ 275
Total goodwill at December 31,	\$ 15,267	\$ 14,452	\$ 14,452

**Net Revenues**

	2011	2010	2009
United States	\$ 75,427	\$ 58,465	\$ 40,752
Canada	30,771	23,755	10,372
Italy	15,861	1,064	
France	4,647	278	
Korea	3,398	1,029	
United Arab Emirates	1,931	2,264	2,453
Brazil	1,443	2,434	
Russia	1,369	435	
Mexico	1,296	510	643
Switzerland	1,134		
Germany	984		
Algeria		2,790	
Spain	1	357	524
Other	4,029	2,494	1,143
	\$ 142,291	\$ 95,875	\$ 55,887

Company attributes revenue to different geographic areas based on where items are shipped or services are performed.

**Long Lived Assets**

	2011	2010
United States	\$ 44,726	\$ 50,027

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Canada	766	787
Italy	4,890	
Total Long-Lived Assets	\$ 50,382	\$ 50,814

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Long-Lived Assets are based on where the operating unit is domiciled.

Due to the nature of the Company's business, the Company's sales are concentrated with a small number of customers comprising a significant percentage of revenues. In 2011, no customers accounted for more than 10% of the Company's net revenues. In 2010, one customer accounted for 11% of revenue. In 2009, no single customer represented 10% or greater of total Company revenues.

**Note 19. Acquisitions**

*Badger Equipment Company*

On July 10, 2009, Manitex International, Inc. completed the acquisition of 100% of the capital stock of Badger Equipment Company, a Minnesota corporation, ( Badger ) pursuant to a Stock Purchase Agreement (the Purchase Agreement ) with Avis Industrial Corporation, an Indiana corporation ( Avis ). Badger produces specialized rough terrain cranes and material handling products, including a 30-ton model, the first in a new line of specialized high quality rough terrain cranes. Badger primarily serves the needs of the construction, municipality, and railroad industries. The Company acquired Badger primarily to obtain the recently developed new 30 ton Rough Terrain crane together with Badger's long standing crane legacy and niche customer relationships. These provide significant additional markets for the Company and are also strategically aligned with its existing lifting equipment segment.

During the assessment of the Badger acquisition it became apparent that the transaction may result in a bargain purchase. The Company's initial view was that a favorable price had been negotiated due to there being no open market sale process due to the long standing relationship with Avis since 2000. In addition, Avis did not use any outside advisors for the transaction and needed to focus on its core (mainly automotive) businesses that were under significant pressure in the current economy. The Company engaged a valuation expert and a tax advisor to provide guidance and assistance to management which was considered and in part relied upon in completing its purchase price allocation. A physical inventory count of the inventory and fixed assets was conducted. As required by accounting standard, FASB ASC 805-30-30, a reassessment was conducted to ensure that assets and liabilities were completely identified and fairly valued which included a decision to further review the fair value of the real estate and a further review of the fair value of consideration given including the stock in Manitex International Inc and the interest bearing promissory note.

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The fair value of the purchase consideration was \$5,112 as follows:

	<b>Fair Value</b>
Cash	\$ 40
300,000 shares of Manitex International, Inc. stock	976
Interest-bearing promissory note	2,440
Capital lease obligation	1,656
<b>Total purchase consideration</b>	<b>5,112</b>
Less: non-cash items and cash received;	
Manitex International, Inc. common stock	(976)
Promissory note	(2,440)
Capital lease	(1,656)
Cash received in the acquisition	(1)
<b>Net cash consideration paid</b>	<b>\$ 39</b>
<b>Purchase Price allocation</b>	
Cash	\$ 1
Inventory	2,301
Machinery & equipment	698
Land & buildings	1,700
Accounts receivable	604
Deferred taxes	345
Prepaid expenses	10
Trade names & trademarks	600
Unpatented technology	810
In-process research and development	100
Dealer relationships	440
Accounts payable	(560)
Accrued expenses	(354)
Deferred tax liability	(683)
Gain on bargain purchase	(900)
<b>Net assets acquired</b>	<b>\$ 5,112</b>

*Manitex International, Inc. stock* The fair value of the stock consideration was established using the guideline public company method to establish an enterprise value for the Company at the transaction date, which resulted in a per share value of \$3.25 or an aggregate value of \$976 for the three hundred thousand shares. While the NASDAQ closing price was considered in the valuation of fair value, the market price of the Company's stock is only one indicator. It is the Company's opinion that the NASDAQ closing price was not a reliable indicator of the value for the Company, at the date of acquisition. The conclusion is based on the fact that trading volume of the Company's stock is very limited, the Company does not provide guidance nor is there is any significant analyst coverage. Furthermore, very modest sized trades can impact the stock price significantly because the trading volume is so low.

*Interest-bearing Promissory Note* Under the terms of the Purchase Agreement, the Company promises to pay Avis the principal sum of \$2,750 at an interest rate of 6.0% per annum from the date of the Transaction through July 10, 2014. The Promissory Note requires the Company to make interest only payments commencing on October 1, 2009 and continuing on the first day of each subsequent quarter thereafter. Furthermore principal payments will be paid annually, in the amount of \$550 commencing on July 10, 2010 and continuing on each subsequent July 10th for the following four years. The Agreement also states that the Promissory Note is secured by all of the outstanding shares of capital stock of Badger. The fair value of the promissory note was calculated



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to be equal to the present value of the future debt payments discounted at a market rate of return commensurate with similar debt instruments with comparable levels of risk and marketability. A rate of interest of 11% was determined to be the appropriate rate following an assessment of the risk inherent in the debt issue and the market rate for debt of this nature using corporate credit ratings criteria adjusted for the lack of public markets for this Note. The calculated fair value was \$2,440.

*Capital Lease obligation* The Company entered into a five year lease for the Badger premises which expires in April 2018 that provides for annual rent of \$25 payable in twelve equal monthly installments. The lease has been classified as a capital lease under the provisions of ASC 840-10. The Company has an option to purchase the facility for \$500 at the end of the lease by giving notice to Landlord of its intent to purchase the Facility. The fair value of this obligation was calculated by discounting the payments required under the lease by a discount factor of 6.125%, a rate that is considered to be the market rate for similar mortgage type transactions. The calculated fair value was \$1,656.

Under the acquisition method of accounting, the total acquisition consideration is allocated to the assets acquired and liabilities assumed based on their fair values as of the date of the acquisition as shown below.

*Cash and other tangible assets and liabilities:* The tangible assets and liabilities were valued at their respective carrying values by Badger, except for certain adjustments necessary to state such amounts at their estimated fair values at the acquisition date.

*Intangible assets:* There are three fundamental methods applied to value intangible assets outlined in FASB ASC 820. These methods include the Cost Approach, the Market Approach, and the Income Approach. Each of these valuation approaches was considered in our estimation of value.

*Trade names and trademarks and Unpatented Technology:* Valued using the Relief from Royalty method, a form of both the Market Approach and the Income Approach. Because the Company has established trade names and trademarks and has developed unpatented technology, the Company estimated the benefit of ownership as the relief from the royalty expense that would need to be incurred in absence of ownership.

*In-process research and technology and dealer relationships:* Because there is a specific earnings stream that can be associated exclusively with the in-process research and development and with the dealer relationships, the Company determined the discounted cash flow method was the most appropriate methodology for valuation.

*Gain on bargain purchase:* In accordance with ASC 805, any excess of fair value of acquired net assets over the acquisition consideration results in a bargain purchase. Prior to recording a gain, the acquiring entity must reassess whether all acquired assets and assumed liabilities have been identified and recognized and perform re-measurements to verify that the consideration paid, assets acquired and liabilities assumed have been properly valued. The Company, together with its advisors, underwent such a reassessment, and as a result, has recorded a gain on bargain purchase of \$900. In accordance with acquisition method of accounting, any resulting gain on bargain purchase must be recognized in earnings on the acquisition date. The gain on bargain purchase is disclosed on a separate line in the Company consolidated statement of income. The Company believes that the gain on bargain purchase resulted from the negotiation of a favorable price for Badger due to there being no open market sale process due to the long standing relationship with Avis since 2000, Avis not using any outside advisors for the transaction and the fact that Avis needed to focus on its core (mainly automotive) businesses that were under significant pressure in the current economy.

*Acquisition transaction costs:* The majority of acquisition transaction costs were the responsibility of the seller, Avis Industrial Corp, who paid for legal costs. Due diligence and other legal activities were performed by internal Company employees. Costs for valuation and tax services amounted to \$17 and are recorded in selling, general and administration expense for the quarter ended September 30, 2009.

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The results of the acquired Badger operations have been included in our consolidated statement of operations since July 10, 2009, the acquisition date. The results of Badger also form part of the segment disclosures for the Lifting Equipment segment.

*Terex Load King Acquisition*

On December 31, 2009, Manitex International, Inc. completed the purchase of the assets and certain liabilities of Terex Load King Trailers, ( Load King ) an Elk Point, South Dakota-based manufacturer of specialized custom trailers and hauling systems typically used for transporting heavy equipment, pursuant to an Asset Purchase Agreement with Genie Industries, Inc., a subsidiary of Terex Corporation. Load King primarily serves the commercial construction, railroad, oilfield service, military and equipment rental industries. The Company acquired Load King primarily because of its long standing legacy niche products and customer relationships. These attributes provide significant additional markets for the Company combined with its synergy with existing material handling products within the Company's lifting equipment segment.

During the assessment of the processing of the Load King acquisition it became apparent that the transaction may result in a bargain purchase. This supported an initial view that a favorable price had been negotiated due to the transaction being completed with a motivated seller as Terex Corporation ( Terex ) desired to restructure its operations and focus on core competencies. Additionally, although Terex employed an investment banker to solicit potential buyers, Manitex was the only bidder identified willing to consummate a transaction with terms attractive to Terex (i.e., the only bidder who was willing to purchase substantially all the assets of Load King).

The Company engaged a valuation expert and a tax advisor to provide guidance and assistance to management which was considered and in part relied upon in completing its purchase price allocation. Physical assets had been reviewed and visited. As required by accounting standard, FASB ASC 805-30-30, a reassessment was conducted to ensure that assets and liabilities were completely identified and fairly valued which included a further review of the fair value of consideration.

The fair value of the purchase consideration was \$2,960 as follows:

	<b>Fair Value</b>
Cash	\$ 100
130,890 shares of Manitex International, Inc. stock	250
Interest-bearing promissory note	2,580
Contingent consideration	30
<b>Total purchase consideration</b>	<b>2,960</b>
Less: none cash items and cash received;	
Manitex International, Inc. common stock	(250)
Promissory note	(2,580)
Contingent consideration	(30)
<b>Net cash consideration paid</b>	<b>\$ 100</b>

*Manitex International, Inc. stock.* The fair value of the stock consideration was determined to be \$250, as the Asset Purchase Agreement contained a methodology to determine the number of shares equal to \$250.

*Interest-bearing Promissory Note.* Per the terms of the Agreement, Manitex promised to pay Genie Industries, Inc. the principal sum of \$2,750 at an interest rate of 6.0% per annum from the date of the Transaction through December 31, 2016. The Promissory Note requires Manitex to make interest payments commencing on December 31, 2009 and continuing on the last day of each subsequent quarter through and including December 31, 2016. Furthermore, principal payments equal to one-sixth of the principal sum



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(i.e., approximately \$458) will be paid annually, commencing on December 31, 2011 and continuing on each subsequent December 31 for the following five years. The Promissory Note is secured by certain real property and machinery and equipment of Load King, located in South Dakota.

The note was recorded at its fair value on date of issuance at \$2,580. The fair value of the promissory note was calculated to be equal to the present value of the future debt payments discounted at a market rate of return commensurate with similar debt instruments with comparable levels of risk and marketability. A rate of interest of 8% was determined to be the appropriate rate following an assessment of the risk inherent in the debt issue and the market rate for debt of this nature using corporate credit ratings criteria adjusted for the lack of public markets for this Note. The difference between face amount of the note and its fair value is being amortized over the life of the note, and is being charged to interest expense.

*Contingent Consideration.* In accordance with ASC 805, the acquirer is to recognize the acquisition date fair value of contingent consideration. The agreement has a contingent consideration provision which provides for a onetime payment of \$750 if net revenues are equal to or greater than \$30,000 in any of the next three years, i.e., 2010, 2011 or 2012. Given the disparity between the revenue threshold and the Company's projected financial results, it was determined that a Monte Carlo simulation analysis was appropriate to determine the fair value of contingent consideration. It was determined that the probability weighted average earn out payment is \$30. Based thereon, we determined the fair value of the contingent consideration to be \$30.

Under the acquisition method of accounting, in accordance ASC 805, Business Combinations, the assets acquired and liabilities assumed are valued based on their estimated fair values as of the date of the acquisition as shown below.

<b>Purchase Price allocation:</b>	
Inventory	\$ 1,841
Machinery & equipment	1,716
Land & buildings	2,610
Accounts receivable	464
Prepaid expenses	5
Trade names & trademarks	420
Unpatented technology	670
Accounts payable	(144)
Accrued expenses	(150)
Deferred tax liability	(1,557)
Gain on bargain purchase	(2,915)
<b>Net assets acquired</b>	<b>\$ 2,960</b>

*Tangible assets and liabilities:* The tangible assets and liabilities were valued at their respective carrying values by Load King, except for certain adjustments necessary to state such amounts at their estimated fair values at the acquisition date. A significant fair market adjustment to land and building was made. Fair market adjustments, which were not significant, were also made to adjust machinery and equipment and inventory.

*Intangible assets:* There are three fundamental methods applied to value intangible assets outlined in FASB ASC 820. These methods include the Cost Approach, the Market Approach, and the Income Approach. Each of these valuation approaches was considered in our estimation of value.

*Trade names and trademarks and unpatented technology:* Valued using the Relief from Royalty method, a form of both the Market Approach and the Income Approach. Because the Company has established trade names and trademarks and has developed unpatented technology, the Company estimated the benefit of ownership as the relief from the royalty expense that would need to be incurred in absence of ownership.

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*Gain on bargain purchase:* In accordance with ASC 805, any excess of fair value of acquired net assets over the acquisition consideration results in a bargain purchase. Prior to recording a gain, the acquiring entity must reassess whether all acquired assets and assumed liabilities have been identified and recognized and perform re-measurements to verify that the consideration paid, assets acquired and liabilities assumed have been properly valued. The Company, together with its advisors, underwent such a reassessment, and as a result, has recorded a gain on bargain purchase of \$2,915. In accordance with acquisition method of accounting, any resulting gain on bargain purchase must be recognized in earnings on the acquisition date. The gain on bargain purchase is disclosed on a separate line in the Company consolidated statement of income for year ended December 31 2009. The Company believes that the gain on bargain purchase resulted from the negotiation of a favorable price for Load King due to the transaction being completed with a motivated seller who desired to restructure its operations and focus on core competencies. Additionally, although the Seller employed an investment banker to solicit potential buyers, Manitex was the only bidder identified willing to consummate a transaction with terms attractive to Terex (i.e. the only bidder who was willing to purchase substantially all the assets of Load King).

*Acquisition transaction costs:* The Company incurred \$54 in legal fees in connection with the Load King acquisition. Due diligence and other activities were performed by internal Company employees. Internal cost and legal fees are recorded in recorded in selling, general and administration expense in 2009. Costs for prior years audits, valuation and tax services performed after December 31, 2009 are approximately \$86 and have been recorded in the first quarter of 2010.

The results of the acquired Load King operations have been included in our consolidated statement of income since the acquisition date. The results of Load King also form part of the segment disclosures for the Lifting Equipment segment.

The following unaudited pro forma information assumes the acquisition of Badger Equipment Company and Terex Load King occurred on January 1, 2009. The unaudited pro forma results have been prepared for informational purposes only and do not purport to represent the results of operations that would have been had the acquisition occurred as of the date indicated, nor of future results of operations. The unaudited pro forma results for the year ended December 31, 2009 are as follows (in thousand, except per share data)

	<b>Year Ended December 31, 2009</b>
Net revenues	\$ 65,306
Net (loss) income from continuing operations	\$ (551)
(Loss) income per share from continuing operations:	
Basic	\$ (0.05)
Diluted	\$ (0.05)

*Pro Forma Adjustment Note*

Pro Forma adjustments were made to give effect to the amortization of the intangibles recorded as a result of the acquisition, which would have resulted in \$150 of additional amortization expense in 2009. Pro Forma adjustments to interest expense was made to reflect interest on the promissory notes issued in connection with the acquisitions, the capital lease executed in the Badger acquisition and to eliminate interest expense for Badger debt not assumed in the transaction. The net effect was to increase interest expense by \$384 for 2009. Pro Forma adjustments were made to account for the changes in depreciation expense based on the value of fixed as determined in the purchase price allocation. The effect was to decrease depreciation expense by \$55 for 2009.

Basic shares outstanding were increased by 275,514 and diluted shares outstanding were increased by 273,450 for 2009.

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*CVS SpA in Liquidation Assets Purchase*

On July 1, 2011, CVS Ferrari, Srl purchased the intangible assets and the machinery and equipment that CVS had previously rented from CVS SpA in Liquidation (the Seller) pursuant to a purchase agreement (Purchase Agreement) with the Seller dated June 29, 2011. Additionally on June 29, 2011, CVS entered into a second agreement which also closed on June 29, 2011 with Cabletronic, Srl (Cabletronic Agreement) to acquire software and electronic know-how that is used in the products manufactured by CVS. Finally, CVS Ferrari assumed certain liabilities.

Total Consideration for the acquired assets is as follows:

	Euros	U.S. Dollars (3)
Per the Purchase agreement	2,817	\$ 4,089
Per Cabletronic agreement	100	145
Stamp taxes and notary fees	91	132
Assumed liabilities	500	726
<b>Sub-total</b>	<b>3,508</b>	<b>\$ 5,092</b>
Present value adjustment related to a non-interest bearing note (1)	(132)	(192)
<b>Total consideration</b>	<b>3,376</b>	<b>4,900</b>
Less: non-cash amounts		
Deferred payments (2)	(2,284)	(3,315)
<b>Cash consideration</b>	<b>1,092</b>	<b>\$ 1,585</b>
<b>Purchase Price Allocation</b>		
Machinery and equipment	1,336	\$ 1,939
Trade names and trademarks	1,000	1,452
Patented and unpatented technology	410	595
Goodwill	630	914
<b>Net assets acquired</b>	<b>3,376</b>	<b>\$ 4,900</b>

- (1) Under the terms of the purchase agreement 2,350 payable without interest with 17 payable within 90 days of July 1, 2011 and the balance of 2,333 in bi-annual payment of 468 every 6 months being on December 31, 2011. It was determined that the present value of the 2,333 note is 2,218 based on 4% discount interest rate. It was determined that a 4% rate was appropriate taking into account current interest rates and the inherent risk.
- (2) The non-cash consideration is comprised of the present value of the above described note of 2,218 and 66 which represents two payment of 33 related to Cabletronic agreement which are payable on October 30, 2011 and January 12, 2012, respectively.
- (3) The CVS acquisition was consummated in Euros. The U.S dollar conversions above and elsewhere in this note are based on the exchange rates on the transaction date. As such, the balances in U.S. dollars shown above will differ from the amounts reflected in our December 31, 2011 balance sheet and other notes in the our financial statements as exchanges rates on July 1, 2011 and December 31, 2011 are different.

*Purchase Agreements*

On June 29, 2011, CVS Ferrari srl (the Purchaser), an Italian Corporation and a wholly owned subsidiary of Manitex International, Inc. (the Company), entered into a purchase agreement (the Purchase Agreement) with CVS SpA in Liquidation (the Seller) to acquire on July 1, 2011 for 2,817 (approximately \$4,089) (1) rights, designs and drawings for all products previously manufactured by CVS SpA including reach stackers, straight mast container handlers, straddle carriers and tractors and (2) certain machinery and equipment used to manufacture the aforementioned items.



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The purchase price is payable as follows: 467 (\$630) upon signing the agreement, 17 (\$23) within 90 days of July 1, 2011, and the remaining balance in five semi-annual installments of 467 (\$630) payable on each December 30 and June 30 through December 30, 2013. No interest is accrued or payable on the deferred portion of the purchase price.

The fair value of the promissory note was calculated to be equal to the present value of the future debt payments discounted at a market rate of return commensurate with similar debt instruments with comparable levels of risk and marketability. A rate of interest of 4% was determined to be the appropriate rate following an assessment of the risk inherent in the debt issue and the market rate for debt of this nature using corporate credit ratings criteria. The calculated fair value of the deferred amount of 2,350 (\$3,411) was 2,218 (\$3,219). The difference between face amount of the promissory note and its fair value is being amortized over the life of the note.

The obligation under the purchase agreement is secured by an existing guarantee of 1,000 (approximately \$1,400) issued by Unicredit SPA which expires on June 30, 2012. The Unicredit SPA guarantee is supported by a standby letter of credit issued by Comerica Bank which also expires on June 30, 2012. The purchase agreement requires the Company to replace the existing guarantee when it expires with a new guarantee issued by Unicredit SPA in an amount equal to the outstanding balance.

*Cabletronic Agreement*

On June 29, 2011, The Company and Cabletronic srl entered into a separate agreement. Under the agreement, the Company agreed to pay Cabletronics 100 (approximately \$145) in exchange for the software or electronic know-how (including source code) and all rights to said software and electronic know-how currently used to manufacture and operate the products acquired from CVS SpA. Additionally, Cabletronic also agreed to supply only to CVS Ferrari srl the hardware on which to run the software for a three year period ending June 30, 2014. The 100 is payable as follows: 34 upon signing of the contract, 33 (\$45) on October 30, 2011 and 33(\$45) on January 12, 2012.

*Assumed Liabilities*

In connection with the transactions, the Company assumed the liability of 500 (approximately \$726).

Under the acquisition method of accounting, the total acquisition consideration is allocated to the assets acquired based on their fair values as of the date of the acquisition as shown below.

*Machinery and equipment:* The fair value of the machinery and equipment was determined by management relying in part on an independent appraisal of the machinery and equipment.

*Intangible assets:* There are three fundamental methods applied to value intangible assets outlined in FASB ASC 820. These methods include the Cost Approach, the Market Approach, and the Income Approach. Each of these valuation approaches was considered in our estimation of value.

*Trade names and trademarks and patented and unpatented technology:* Valued using the Relief from Royalty method, a form of both the Market Approach and the Income Approach. Because the Company has established trade names and trademarks and has developed patented and patented technology, we estimated the benefit of ownership as the relief from the royalty expense that would need to be incurred in absence of ownership.

*Goodwill:* Goodwill represents the excess of total consideration paid and the fair value of net assets acquired. The recognition of goodwill of \$914 reflects the inherent value in the CVS's reputation, which has been built since being founded in 1982. CVS has a reputation for quality and technical proficiency acquired by continued development of a robust and superior product and after sales service, with products in use across the global container handling and inter-modal markets. The entire amount of goodwill in this transaction is associated with our Lifting Equipment Segment.

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*Conditional Future Purchase Commitment and Other Payments*

On June 29, 2011, upon the signing of the Purchase Agreement a conditional commitment became effective to purchase the building in which CVS Ferrari srl operates. Under the agreement, CVS Ferrari srl has a commitment to purchase the building on June 30, 2014 for 9,200. The commitment to purchase the building is contingent on CVS Ferrari srl being able to secure a mortgage on market terms for 75% of the purchase price.

The former owners of CVS SpA agreed to enter into consultancy contracts for the provision of future services to CVS Ferrari srl. Included into these agreements is a potential bonus plan for each year from 2011 to 2015, under which, the Consultant shall accrue the right to receive 20% of the EBITDA in excess of 6% of the sales volume of the business. At the time of the acquisition the Company estimated that the fair value of this agreement was zero.

*Pro Forma Results*

Pro forma results have not been provided in connection with the CVS acquisitions as they are materially different than reported results. Pro forma information is not available as CVS SpA was in Liquidation and has not operated since December 31, 2008.

**Note 20. Equity**

*Issuance of Common Stock and Warrants*

*Stock Warrants*

The Company accounts for equity instruments issued to non-employees based on the fair value of the equity instruments issued. The Warrants will be exercisable on a cashless basis under certain circumstances, and are callable by the Company on a cashless basis under certain circumstances. Roth Capital Partners, LLC acted as exclusive placement agent for the 2007 Private Placement and received cash and 105,000 warrants to purchase the Company's common stock as a placement agent fee. The Warrants were issued the day after the closing of the 2007 Private Placement (September 11, 2007) and will be exercisable after the sixth month anniversary of the issuance date of the Warrants until September 11, 2012. The warrant holder can purchase 105,000 shares of the Company's common stock. The Warrants have an exercise price of \$7.18 per share.

The Series A Warrants and the Series B Warrants (together the Warrants) were issued upon the closing of a private placement on November 15, 2006 and will be exercisable after the sixth month anniversary of the issuance date of the Warrants until November 15, 2011. The Series A warrant holders can purchase 550,000 shares of the Company's common stock. The Series A Warrants have an exercise price of \$4.05 per share. The Series B warrant holders can purchase 550,000 shares of the Company's common stock. The Series B Warrants have an exercise price of \$4.25 per share. During the 2007, the warrant holders exercised 100,000 Series A warrants and 346,000 Series B warrants. During 2011, the warrant holders exercised 191,199 Series A warrants and 258,801 Series A warrants expired. During 2011, the warrant holders exercised 75,369 Series B warrants and 128,631 Series B warrants expired.

On November 15, 2006, the Company also issued warrants to purchase an aggregate of 192,500 shares of the Company's common stock to a finder and to Roth Capital Partners, LLC for acting as placement agent in connection with the private placement that closed on November 15, 2006. These warrants will be exercisable until November 15, 2011, and have an exercise price of \$4.62 per share. The warrants aforementioned warrants expired on November 15, 2011.

On June 18, 2007, the Company and Hayden Communications, Inc. ( Hayden ) entered into a contract under which Hayden will provide public and investor relation services to the Company for a period of one year. The contract provides for the issuance of 15,000 warrants to Hayden Communications, Inc. Each warrant allows Hayden to purchase one share of Company Common Stock for \$7.08 per share. The warrants are exercisable

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beginning on June 15, 2008 and expire on June 15, 2011. The warrants are exercisable on a cashless basis under certain circumstances. The warrants and underlying common stock are not registered under federal or state securities laws and, therefore, may not be sold or transferred by Hayden in the absence of registration or an exemption there from. The warrants issued to Hayden expired on June 18, 2011.

At December 31, 2011, 2010 and 2009 the Company had issued and outstanding warrants as follows:

Number of Warrants Shares			Exercise Price	Expiration Date	Reason for Issuance
2011	December 31, 2010	2009			
	450,000	450,000	\$ 4.05	November 15, 2011	Private placement
	204,000	204,000	\$ 4.25	November 15, 2011	Private placement
	192,500	192,500	\$ 4.62	November 15, 2011	Placement Agent Fee
	15,000	15,000	\$ 7.08	June 15, 2011	Investor Relation Service
105,000	105,000	105,000	\$ 7.18	September 11, 2012	Placement Agent Fee

The following table contains information regarding warrants for the years ended December 31, 2011, 2010 and 2009 respectively:

	2011		2010		2009	
	Warrants	Price per Share	Warrants	Price per Share	Warrants	Price per Share
Outstanding on January 1	966,500	\$ 4.05-7.18	966,500	\$ 4.05-7.18	966,500	\$ 4.05-7.18
Exercised	(266,568)	\$ 4.05 -4.25				
Cancelled (expired)	(594,932)	\$ 4.05-7.08				
Outstanding on December 31	105,000	\$ 7.18	966,500	\$ 4.05-7.18	966,500	\$ 4.05-7.18
Weighted average exercise price	\$ 7.18		\$ 4.59		\$ 4.59	
Weighted average remaining life of warrants at December 31	0.68 years		0.97 years		1.97 years	
<i>Cancelled (Expired) Warrants</i>						

On June 18, 2011, the Company cancelled 15,000 warrants issued to Hayden that expired on that date. On November 15, 2011, the Company cancelled 579,932 warrants that had expired on that date. In connection with the cancellation of warrants, approximately \$1,098 which was previously included in stockholders equity under the caption entitled warrants was transferred to paid in capital. The amount transferred represents the value of the expiring warrant, as it was determined on the issue date of the warrants.

*Stock Issuance*

On January 2, 2009, the Company issued in aggregate 103,375 shares of common stock to employees pursuant to restricted stock units issued under the Company's 2004 Incentive Plan, which vested on that date.

On March 1, 2009, the Company issued 147,059 shares of common stock to the Terex Corporation as the Company elected to pay \$150 of the annual principal payment due March 1, 2009 in shares of the Company's common stock. The share price for the transactions was the average closing price for the twenty trading days ending the day before the payment is due. See note 12.

On March 31, 2009, the Company issued 1,320 shares of common stock to an employee pursuant to restricted stock units issued under the Company's 2004 Incentive Plan, which vested on that date. An entry was recorded to increase common stock by \$6 and decrease paid in capital by \$6.

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On July 10, 2009, the Company issued 300,000 shares of common stock with a value of \$976 in connection with the purchase of Badger Equipment Company.

On October 1, 2009, the Company issued in aggregate 16,772 shares of common stock to employees as restricted stock units issued under the Company's 2004 Incentive Plan vested on that day. An entry was recorded to increase common stock by \$106 and decrease paid in capital by \$106.

On December 31, 2009, the Company issued in aggregate 10,170 shares of common stock to four independent Directors as restricted stock units issued under the Company's 2004 Incentive Plan to these Directors vested on that day. An entry was recorded in increase common stock by \$28 and decrease paid in capital by \$28.

On January 6, 2010, the Company issued 130,890 shares of common stock to settle a promissory note issued on December 31, 2009 in connection with the Load King acquisition. The note was executed to ensure the delivery to the Seller of 130,890 shares of the Company's Common Stock as provided for in the Purchase Agreement.

The Company issued the shares of common stock to employees and Directors at various times during 2010 as restricted stock units issued under the Company's 2004 Incentive Plan vested. Upon issuance entries were recorded to increase common stock and decrease paid in capital for the amounts shown below. The following is a summary of stock issuances that occurred during 2010:

<b>Date of Issue</b>	<b>Employees or Director</b>	<b>Shares Issued</b>	<b>Value of Shares Issued</b>
January 5, 2010	Employees	1,500	\$ 3
January 6, 2010	Employees	4,000	9
January 18, 2010	Employees	1,000	2
January 28, 2010	Employees	10,500	21
February 1, 2010	Employees	5,500	12
March 31, 2010	Employees	1,320	6
October 1, 2010	Employees	16,831	106
December 31, 2010	Directors	6,800	6
		47,451	\$ 165

The Company issued the shares of common stock to employees and Directors at various times during 2011 as restricted stock units issued under the Company's 2004 Incentive Plan vested. Upon issuance entries were recorded to increase common stock and decrease paid in capital for the amounts shown below. The following is a summary of stock issuances that occurred during 2011:

<b>Date of Issue</b>	<b>Employees or Director</b>	<b>Shares Issued</b>	<b>Value of Shares Issued</b>
January 1, 2011	Employees	10,000	\$ 38
March 15, 2011	Directors	6,617	37
March 31, 2011	Employees	1,360	6
December 31, 2011	Directors	4,950	28
		22,927	\$ 109

On November 15, 2011, the Company issued 266,568 shares of common stock as warrant holders exercised 191,199 Series A warrants and 75,369 Series B warrants. The exercise of warrants resulted in an increase in common stock of \$1,554 of which \$1,095 represents cash received upon the exercise of the warrants and the balance of approximately \$459 represents the value of exercised warrants determined upon issuance of the warrants on November 15, 2006. As a result of the exercise, the \$459 which was previously included in stockholders equity under the caption warrants is transferred to common stock.





**Table of Contents***Stock Repurchase*

On October 1, 2009, the Company purchased 2,619 shares of Common Stock at the October 1, 2009 closing price of \$2.27 from certain employees. The stock was purchased from the employees to satisfy employees' withholding tax obligations related to October 1, 2009 stock issuance described above.

During 2010, the Company purchased shares of Common Stock at various times from certain employees at the closing price on date of purchase. The stock was purchased from the employees to satisfy employees' withholding tax obligations related to stock issuances described above. The following is a summary of common stock purchases that occurred during 2010:

<b>Date of Purchase</b>	<b>Shares Purchased</b>	<b>Closing Price on Date of Purchase</b>
January 5, 2010	490	\$ 2.19
January 6, 2010	1,309	\$ 2.19
January 18, 2010	327	\$ 2.30
January 28, 2010	3,429	\$ 2.30
February 1, 2010	1,798	\$ 2.25
October 1, 2010	1,477	\$ 2.48
	8,830	

On January 1, 2011, the Company purchased 3,065 shares of Common Stock at the December 31, 2010 closing price of \$3.85 from an employee. The stock was purchased from the employee to satisfy employees' withholding tax obligations related to January 1, 2011 stock issuance described above.

*2004 Equity Incentive Plan*

In 2004, the Company adopted the 2004 Equity Incentive Plan and subsequently amended and restated the plan on May 28, 2009. The maximum number of shares of common stock reserved for issuance under the plan is 500,000 shares. The total number of shares reserved for issuance may, however, be adjusted to reflect certain corporate transactions or changes in our capital structure. Employees and members of the board of directors who are not our employees or employees of an affiliate are eligible to participate in the plan. The plan is administered by a committee of the board comprised of members who are outside directors. The plan provides that the committee has the authority to, among other things, select plan participants, determine the type and amount of awards, determine award terms, fix all other conditions of any awards, interpret the plan and any plan awards. Under the plan, the committee can grant stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares and performance units, except Directors may not be granted stock appreciation rights, performance shares and performance units. During any calendar year, participants are limited in the number of grants they may receive under the plan. In any year, an individual may not receive options for more than 15,000 shares, stock appreciation rights with respect to more than 20,000 shares, more than 20,000 shares of restricted stock and/or an award for more than 20,000 performance shares or restricted stock units or performance units. The plan requires that the exercise price for stock options and stock appreciation rights be not less than fair market value of our common stock on date of grant.

On April 15, 2008, the Company awarded under the Amended and Restated 2004 Equity Incentive Plan 4,000 restricted stock units to an employee. The employee restricted stock units will vest 33%, 33% and 34% on March 31, 2009, March 31, 2010, and March 31, 2011 respectively. The restricted stock units awarded were valued at \$18 or \$4.55 per share, which was the closing price of the Company's common stock on the date of grant.

On December 18, 2008, the Company awarded under the Amended and Restated 2004 Equity Incentive Plan 103,375 and 21,155 restricted stock units to employees and to the independent Directors, respectively. The

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restricted stock units are subject to the same conditions as the restricted stock awards except the restricted stock units will not have voting rights and the common stock will not be issued until the vesting criteria are satisfied. The employee restricted stock units vested on January 2, 2009, following the Company's final determination that each of the employees had met certain performance objectives. The units granted to Directors will vest 36.7%, 31.2% and 32.1% on December 31, 2008, December 31, 2009 and December 31, 2010 respectively. The restricted stock units awarded were valued at \$112 or \$0.90 per share, which was the closing price of the Company's common stock on the date of grant. The value of the restricted stock units is being charged to compensation expense over the vesting period. Compensation expense in 2011, 2010 and 2009 includes \$103, \$78 and \$86 related to restricted stock units, respectively. Compensation expense related to restricted stock units will be \$28 for the year 2012.

The Company awarded under the Amended and Restated 2004 Equity Incentive Plan a total of 26,667 and 22,500 restricted stock units to employees and directors during 2011 and 2010, respectively. The restricted stock units are subject to the same conditions as the restricted stock awards except the restricted stock units will not have voting rights and the common stock will not be issued until the vesting criteria are satisfied.

The following is a summary of restricted stock units that were awarded during 2011 and 2010:

2011 Grants	Vesting Date	Number of Restricted Stock Units	Closing Price on Date of Grant	Value of Restricted Stock Units Issued
January 1, 2011	January 1, 2011	10,000	\$ 3.85	\$ 38
March 15, 2011	6,667 units March 15, 2011;			
	4,950 units December 31, 2011 and 5,000 units December 31, 2012	16,667	\$ 5.56	93
		26,667		\$ 131

2010 Grants	Vesting Date	Number of Restricted Stock Units	Closing Price on Date of Grant	Value of Restricted Stock Units Issued
January 1, 2010	January 28, 2010	10,000	\$ 1.92	\$ 19
January 5, 2010	January 5, 2010	1,500	\$ 2.19	3
January 6, 2010	January 6, 2010	4,000	\$ 2.19	9
January 18, 2010	January 18, 2010	1,000	\$ 2.30	2
January 28, 2010	January 28, 2010	500	\$ 2.30	1
February 1, 2010	February 1, 2010	5,500	\$ 2.25	12
		22,500		\$ 46

The following table contains information regarding restricted stock units for the years ended December 31, 2011, December 31, 2010 and, December 31, 2009, respectively:

	Restricted Stock Units		
	2011	2010	2009
Outstanding on January 1,	1,360	26,379	160,689
Issued	26,667	22,500	
Vested and issued	(19,862)	(38,621)	(129,018)
Vested issued and repurchased for income tax withholding	(3,065)	(8,830)	(2,619)
Forfeited		(68)	(2,673)

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Outstanding on December 31	5,100	1,360	26,379
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**Note 21. Recent Accounting Guidance**

*Recently Adopted Accounting Guidance*

On January 1, 2011, the Company adopted ASU 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force. This ASU amended the criteria for when to evaluate individual delivered items in a multiple deliverable arrangement and how to allocate consideration received. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

On January 1, 2011, the Company adopted ASU No. 2010-29, Business Combinations (Topic 805). This ASU clarifies the acquisition date that should be used for reporting pro forma financial information for business combinations. If comparative financial statements are presented, the pro forma revenue and earnings of the combined entity for the comparable prior reporting period should be reported as though the acquisition date had been completed as of the beginning of the comparable prior annual reporting period. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

In September 2011, the FASB issued ASU No. 2011-09, *Compensation-Retirement Benefits-Multiemployer Plans*. ASU 2011-09 is intended to enhance the disclosure requirements for employers participating in multiemployer pension plans to improve transparency and increase awareness of the commitments and risks involved with participation in multiemployer plans. The new accounting guidance requires employers participating in multiemployer plans to provide additional quantitative and qualitative disclosures to provide users with more detailed information regarding an employer's involvement in multiemployer plans. The new standard is effective for fiscal years ending after December 15, 2011. The adoption of this standard on December 31, 2011 did not have a material impact on the Company's consolidated financial statements.

The Company participates in two multiemployer defined benefit pension plans under the terms of a collective-bargaining agreement that covers three employees with Automobile Mechanics Local 701. Both of the funds are considered to be less than 65% funded. The Company's contributions to these plans were \$16, \$11 and \$14 in 2011, 2010 and 2009, respectively. The Company's total contributions for the past three years are substantially less than 1% of total contributions. The collective-bargaining agreement covering these employees expired on September 30, 2011 and an extension is currently being negotiated. After assessing future required contributions and/or the potential liabilities associated with withdrawing from these plans the Company has concluded that none of these plans are significant.

On October 1, 2011, the Company early adopted Accounting Standard Update (ASU) 2011-08, Intangibles-Goodwill and Other (Topic 350): Testing Goodwill for Impairment. This ASU simplifies how entities test goodwill for impairment and permits an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This ASU is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011, although early adoption is permitted. The Company has incorporated this guidance into its goodwill testing for impairment. See Note 3 for additional information.

*Accounting Guidance Issued But Not Adopted as of December 31, 2011*

In May 2011, the FASB issued ASU 2011-04, *Fair Value Measurement (Topic 820: Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs)*. The amendments in this ASU generally represent clarification of Topic 820, but also include instances where a particular principle or requirement for measuring fair value or disclosing information about fair value measurements has changed. This update results in common principles and requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and International Financial Reporting Standards (IFRS). The amendments are effective for interim and annual periods beginning after December 15, 2011 and

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are to be applied prospectively. Early application is not permitted. The Company is in the process of assessing the impact, if any, that the adoption of ASU 2011-04 will have on its results of operations or its financial position.

In June 2011, the FASB issued ASU 2011-05 Presentation of Comprehensive Income ( ASU 2011-05 ), requires entities to present reclassification adjustments included in other comprehensive income on the face of the financial statements and allows entities to present the total of comprehensive income, the components of net income and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. It also eliminates the option for entities to present the components of other comprehensive income as part of the statement of changes in stockholders' equity. For public companies, ASU 2011-05 is effective for fiscal years (and interim periods within those years) beginning after December 15, 2011, with earlier adoption permitted. In December 2011, the FASB issued ASU 2011-12 Comprehensive Income (Topic 220): Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05, which defers certain aspects of ASU 2011-05 related to the presentation of reclassification adjustment. The adoption of the revised guidance on January 1, 2012 is not expected to have a material impact on the Company's consolidated financial statements. The new presentation will be included in the Company's Quarterly Reporting on Form 10-Q for the quarter ended March 31, 2012.

In September 2011, the FASB issued ASU No. 2011-09, *Compensation-Retirement Benefits-Multiemployer Plans*. ASU 2011-09 is intended to enhance the disclosure requirements for employers participating in multiemployer pension plans to improve transparency and increase awareness of the commitments and risks involved with participation in multiemployer plans. The new accounting guidance requires employers participating in multiemployer plans to provide additional quantitative and qualitative disclosures to provide users with more detailed information regarding an employer's involvement in multiemployer plans. The new standard is effective for fiscal years ending after December 15, 2011. The adoption of this standard may expand our footnote disclosures but is not anticipated to have a material impact on our consolidated financial statements for the year ending December 31, 2011.

**Note 22. Contractual Obligations**

The following is a schedule as of December 31, 2011 of our long-term contractual commitments, future minimum lease payments under non-cancelable operating lease arrangements and other long-term obligations.

	Total	Payments due by period					Thereafter
		2012	2013	2014	2015	2016	
Revolving credit facilities	\$ 25,874	\$	\$	\$	\$ 25,874	\$	\$
Installment note	857	463	394				
Term loan	7,831	2,658	2,078	810	369	1,061	855
CVS working capital borrowings (short-term note)	1,798	1,798					
Floor Plan	1,198	431	431	295	41		
Operating lease obligations	5,254	1,252	1,234	1,183	729	623	233
Capital lease obligations (3)	6,810	1,181	1,181	1,538	880	870	1,160
Legal settlement (See note 24)	1,075	60	29	30	32	34	890
Purchase obligations (1)	36,905	36,905					
Total	\$ 87,602	\$ 44,748	\$ 5,347	\$ 3,856	\$ 27,925	\$ 2,588	\$ 3,138

- (1) Except for a very insignificant amount, purchase obligations are for inventory items. Purchase obligations not for inventory would include research and development materials, supplies and services.
- (2) At December 31, 2011, the Company had unrecognized tax benefits of \$152 for which the Company is unable to make reasonably reliable estimates of the period of cash settlement with the respective tax authority. Thus, these liabilities have not been included in the contractual obligations table. See footnote 14.

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(3) Capital lease obligations include imputed interest.

**Note 23. Transactions between the Company and Related Parties**

In the course of conducting its business, the Company has entered into certain related party transactions.

The Company, through its subsidiaries, purchases and sells parts to GT Distribution, LLC. ( GT ) including its subsidiaries, BGI USA, Inc. ( BGI ) and SL Industries, Ltd ( SL ). BGI is a distributor of assembly parts used to manufacture various lifting equipment. SL Industries, Ltd is a Bulgarian subsidiary of GT that manufactures fabricated and welded components used to manufacture various lifting equipment. GT is owned by a Senior Vice President of Manitex International, Inc.

The Company through its Manitex Liftking subsidiary provides parts and services to LiftMaster, Ltd ( LiftMaster ) or purchases parts or services from LiftMaster. LiftMaster is a rental company that rents and services rough terrain forklifts. LiftMaster is owned by the Vice President of a wholly owned subsidiary of the Company, Manitex Liftking, ULC, and a relative.

As of December 31, 2011 the Company had an accounts receivable of \$54 from LiftMaster and accounts payable of \$442 and \$81 to GT and LiftMaster, respectively. As of December 31, 2010, the Company had net payables of \$473 and \$8 to GT and LiftMaster, respectively.

The following is a summary of the amounts attributable to certain related party transactions as described in the footnotes to the table, for the periods indicated:

	2011	2010	2009
Bridgeview Facility (1)	\$ 240	\$ 140	\$ 7
Sales to:			
BGI			7
SL Industries, Ltd	216	3	1
LiftMaster (2)	6	117	31
Total Sales	222	120	39
Purchases from:			
SL Industries, Ltd	3,321	2,334	1,394
LiftMaster (2)	26	46	26
BGI	197	206	698
Total Purchases	\$ 3,544	\$ 2,586	\$ 2,118

- The Company leases its 40,000 sq. ft. Bridgeview facility from an entity controlled by Mr. David Langevin, the Company's Chairman and CEO. Pursuant to the terms of the lease, the Company makes monthly lease payments of \$20. The Company is also responsible for all the associated operations expenses, including insurance, property taxes, and repairs. The lease will expire on June 30, 2016 and has a provision for six one year extension periods. The lease contains a rental escalation clause under which annual rent is increased during the initial lease term by the lesser of the increase in the Consumer Price Increase or 2.0%. Rent for any extension period shall however, be the then-market rate for similar industrial buildings within the market area. The Company has the option, to purchase the building by giving the Landlord written notice at any time prior to the date that is 180 days prior to the expiration of the lease or any extension period. The Landlord can require the Company to purchase the building if a change of Control Event, as defined in the agreement occurs by giving written notice to the Company at any time prior to the date that is 180 days prior to the expiration of the lease or any extension period. The purchase price regardless whether the purchase is initiated by the Company or the landlord will be the Fair Market Value as of the closing date of said sale.
- The Company provides parts and services to LiftMaster, Inc. LiftMaster is a rental company that rents and services rough terrain forklifts. LiftMaster is owned by a relative of the Officer of Manitex Liftking, ULC.

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**Note 24. Legal Proceedings and Other Contingencies**

The Company is involved in various legal proceedings, including product liability, employment related issues, and workers' compensation matters which have arisen in the normal course of operations. The Company has product liability insurance with self insurance retention that range from \$50 to \$1,000. Until 2012, all worker compensation claims were fully insured. Beginning in 2012, the Company has a \$250 per claim deductible on worker compensation claims and \$1,000 aggregate. Certain cases are at a preliminary stage, and it is not possible to estimate the amount or timing of any cost to the Company. However, the Company does not believe that these contingencies, in the aggregate, will have a material adverse effect on the Company. When it is probable that a loss has been incurred and possible to make a reasonable estimates of the Company's liability with respect to such matters, a provision is recorded for the amount of such estimate or the minimum amount of a range of estimates when it is not possible to estimate the amount within the range that is most likely to occur.

One of our insurance carriers has denied coverage for two product liability claims. The Company believes the insurance companies' basis for denial of coverage is improper. As such, the Company has engaged outside legal representation to challenge the insurance companies' denial of coverage. Currently, the Company is engaged in a declaratory judgment action which contests the denial of coverage. This suit was filed by Colony National Insurance Company against Manitex LLC, Manitex Inc., Manitex Skycrane, LLC, Quantum Equipment, LLC f/k/a Quantum Heavy Equipment, LLC, Quantum Value Management, LLC, Quantum Value Partners, LP and JLG Industries, Inc. It was filed October 2, 2009 in the United States District Court for the Western District of Texas, Austin Division, cause number A09CA724. The Lexington Insurance Company that provides excess coverage over the Colony policy filed a motion to intervene in this action December 8, 2009. That motion has been granted. Colony and Lexington seek a ruling by the court that the defense of JLG in the underlying product liability litigation is not covered by their policies.

In its complaint, Colony and Lexington have asserted several grounds for its denial of coverage and the Company has answered the Colony complaint and filed a counterclaim against Colony alleging its right to coverage and seeking its costs for JLG industries' defense and related costs.

On November 16, 2010 the Court granted the Company's motion for Summary Judgment finding that Colony did have a duty to defend the two product liability claims. Colony and Lexington have been granted leave to appeal the decision to the Fifth Circuit Court of Appeals.

On May 5, 2011, the Company entered into two (2) separate Settlement Agreements with the two (2) Plaintiffs in the underlying product liability lawsuits. Pursuant to these agreements, if the Court's decision in the Declaratory Judgment action is affirmed, the Plaintiffs will have the opportunity to pursue their recovery solely and exclusively against either or both of the liability insurance carriers, and the Company itself shall have no liability to the Plaintiffs. If, after all appeals in the Declaratory Judgment action, it is determined that there was no duty on the part of the liability insurance carriers to defend the Company, the Company will be liable to the Plaintiffs in the total amount of \$1.9 million, payable in equal annual installments over a period of twenty (20) years without interest, beginning at the conclusion of the Declaratory Judgment action.

On February 21, 2012, the Company was informed that the Fifth Circuit Court of Appeals reversed the District Court's decision and determined that the insurance companies did not have an obligation to defend these two product liability suits. The Company has filed a Petition for Panel Rehearing pursuant to Rule 40 of the Federal Rules of Appellate Procedure to the Fifth Circuit Court of Appeals. If this petition is denied, or the Court determines that its decision was correct, The Company will become liable to the Plaintiffs for the annual payments described above.

As a result of the recent Fifth Circuit appeals court ruling, the Company concluded that it should recognize the liability under the May 5, 2011 settlement agreements and record a charge to income for this liability in 2011. In accordance with current accounting guidance, a liability was recorded for \$1,183, which represents the present



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value of future payments discounted at a market rate of return in the amount of \$1,075 and legal fees of \$108. The Company is not aware of any other similar potential liabilities at the present time and has secured insurance coverage to explicitly cover such future instances, mitigating future business risk.

It is reasonably possible that the Estimated Reserve for Product Liability Claims may change within the next 12 months. A change in estimate could occur if a case is settled for more or less than anticipated, or if additional information becomes known to the Company.

**Note 25. Restructuring**

The Company began to experience the effects of the current economic recession in September of 2008, which resulted in a dramatic curtailment of our new orders, requests to delay deliveries and, in some cases to cancellation of existing orders. In response to these adverse economic conditions and longer sales cycles, management took action to balance its operations with decreased demand levels. The specific actions taken to achieve these cost reductions included headcount reductions of salaried and hourly employees, virtual elimination of overtime, suspension of additional hires and merit increases, reduction in executive and salaried pay, bonus and benefits and the introduction of shortened workweeks. These actions, although difficult, were required to enable the Company to adjust to current conditions and position it to respond quickly when the market recovers. Certain of the aforementioned actions were implemented before December 31, 2008. Significant additional steps were implemented shortly after year end and still other additional staff reductions occurred during the remainder of 2009.

During 2010, the Company continued to monitor its staffing levels to insure that it was balanced with current demand levels. As a result, additional layoffs were made to reduce the workforce in certain of the Company's locations during the year.

In 2011, our back log has increased steadily and as result of we have selectively increased production capacity, including hiring additional manufacturing employees at certain of our locations. In 2011, only two employees both in our Canadian facilities were laid off. These layoffs rather than being related to economic conditions were made to improve efficiencies.

The following is summary of staff reductions and associated restructuring expenses (severance payments) that occurred during the years ended December 31, 2011, 2010 and 2009, respectively:

	Year Ended December 31, 2011			Year Ended December 31, 2010			Year Ended December 31, 2009		
	Staff Reduction	Severance	Average (2)	Staff reduction	Severance	Average	Staff reduction	Severance	Average
Normal course (1)		\$	\$		\$ 53	\$		\$	\$
Related to economic conditions	2	69	35	53	123	2	67	\$ 255	\$ 4
<b>Total</b>	<b>2</b>	<b>\$ 69</b>	<b>\$ 35</b>	<b>53</b>	<b>\$ 176</b>	<b>\$ 2</b>	<b>67</b>	<b>\$ 255</b>	<b>\$ 4</b>

- (1) During 2010, the Company also incurred costs of \$53 to relocate its Bridgeview, Illinois facility to a smaller more economical facility.
- (2) The average severance was considerably higher in 2011, as the employees that were laid off were long-term employees located in our Canadian facility. Canadian law requires that a minimum severance based on years of service be paid to terminated employees.

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Summarized quarterly financial data for 2011 and 2010 are as follows (in thousands, except per share amounts).

	2011				2010			
	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
Net revenues	\$ 31,722	\$ 37,066	\$ 36,942	\$ 36,561	\$ 21,970	\$ 19,502	\$ 24,859	\$ 29,544
Gross Profit	6,459	7,478	7,824	7,489	5,212	4,607	5,855	7,660
Net income (loss)	\$ 442	\$ 1,029	\$ 1,020	\$ 289	\$ 307	\$ 213	\$ 657	\$ 932
Earnings (loss) per Share								
Basic	\$ 0.04	\$ 0.09	\$ 0.09	\$ 0.03	\$ 0.03	\$ 0.02	\$ 0.06	\$ 0.08
Diluted	\$ 0.04	\$ 0.09	\$ 0.09	\$ 0.03	\$ 0.03	\$ 0.02	\$ 0.06	\$ 0.08
Shares outstanding								
Basic	11,402,821	11,409,533	11,409,533	11,545,768	11,317,125	11,371,956	11,372,467	11,387,895
Diluted	11,581,676	11,601,180	11,454,012	11,555,764	11,338,522	11,392,759	11,396,770	11,395,814

Results for CVS Ferrari are included in the Company's results from commencement of operations from July 1, 2010. On July 1, 2011, CVS Ferrari, Srl purchased the intangible assets and the machinery and equipment that CVS had previously rented from CVS SpA in Liquidation pursuant to a purchase agreement dated June 29, 2011. Additionally on June 29, 2011, CVS entered into a second agreement which also closed on June 29, 2011 with Cabletronic, Srl to acquire software and electronic know-how that is used in the products manufactured by CVS. Assets as well as associated depreciation and amortization for assets purchased from Caabletronic Srl and CVS SpA in Liquidation are included in the Company's financial results from their respective dates of acquisition June 29, 2011 and July 1, 2011, respectively.

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**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Securities Exchange Act of 1934, as amended (the Exchange Act) is recorded, processed, summarized, and reported, within the time periods specified by the Securities and Exchange Commission (SEC) rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to management, including the Chief Executive Officer (principal executive officer) and the Chief Financial Officer (principal financial officer), as appropriate to allow timely decisions regarding required disclosure.

Under the supervision of, and with the participation of our management, including our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), we conducted an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as of the end of the period covered by this report. Based on our evaluation, the Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) have concluded that these controls and procedures were effective as of the end of the period covered by this report to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC.

**Management's Report on Internal Control over Financial Reporting**

*Management's Responsibility*

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

*Management's Assessment*

Management, under the supervision and with the participation of our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2011. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control - Integrated Framework*. In connection with such evaluation, our management concluded that the Company's internal control over financial reporting was effective as of December 31, 2011.

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This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the SEC that permit us to provide only management's report in this annual report.

*Changes in Internal Control over Financial Reporting*

During the fourth quarter of 2011, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION**

**New Executive Appointment:**

On March 21, 2012 The Board of Directors of the Company appointed Lubomir T. Litchev to the newly created position of President of Manufacturing Operations. Mr. Litchev has been an employee of the Company since July, 2008 serving in various capacities.

**Bonus Awards**

On March 21, 2012, the Compensation Committee of the Board of Directors of the Company recommended to the Board of Directors, that certain bonuses be awarded to key Executive Officers of the Company. The discretionary awards were based on the recognition by the Committee of the superior level of performance and leadership provided by these Executives during 2011, which led to the Company's improved financial performance for that year. The recommended awards were to the Company's Chairman and Chief Executive officer, David J. Langevin, in the amount of \$213,500, to the Company's President and Chief Operating Officer, Andrew M Rooke, in the amount of \$162,250, to the Company's President of Manufacturing Operations, Lubomir T Litchev in the amount of \$ 153,400 and to the Company's Vice President and Chief Financial Officer, David H. Gransee, in the amount of \$100,000. The Compensation Committee recommended that fifteen percent of the bonus award be paid in restricted stock awarded under the Company's 2004 Equity Incentive Plan and that the remainder of the bonus awards be paid in cash. The Board of Directors approved the bonuses recommended by the Compensation Committee.

**Employment Agreements**

Also, on March 21, Manitex International, Inc. (the Company), upon recommendation of the Compensation Committee, and the approval of the Board of Directors, entered into new Employment Agreements, effective as of March 21, 2012 with David J. Langevin ( Mr. Langevin's Employment Agreement ), Andrew M. Rooke (Mr. Rooke's Employment Agreement ), Lubomir T. Litchev (Mr. Litchev's Employment Agreement ) and David H. Gransee (Mr. Gransee's Employment Agreement ). Mr. Langevin, Mr. Rooke and Mr. Gransee currently have employment agreements with the Company that extend through June 15, 2012. The new employment agreements which replace their existing employment agreements, contain certain modifications and extends the terms of employment to March 31, 2015. The Employment Term of each agreement will automatically extend for successive periods of three years at the end of each one year anniversary of the current Employment Term unless either the Company or Employee notifies the other in writing (a Non-Renewal Notice ) of the expiration of the Employment Term at least 90 days prior to the end of each annual anniversary. The Employment agreement with each of the named Executives may be terminated by either party at any time, with or without cause, but the Executive is entitled to receive severance payments from the Company under certain circumstances.

*Mr. Langevin's Employment Agreement*

Under the terms of the Mr. Langevin's Employment Agreement, the Company agreed to employ Mr. Langevin as the Company's Chairman and Chief Executive Officer. He is entitled to receive (i) an annual base salary of \$375,000; (ii) various benefits made available to the employees of the Company; (iii) monthly reimbursement of a single country club and/or private club dues (iv) a monthly automobile allowance in the amount of \$1,500.

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Mr. Langevin is also eligible to receive annual cash incentives under the Employment Agreement. Under the terms of his Employment Agreement, Mr. Langevin is subject to a non-competition covenant and is obligated to maintain the confidentiality of our proprietary information and trade secrets for at least two years following his term of employment.

*Mr. Rooke's Employment Agreement*

Under the terms of the Mr. Rooke's Employment Agreement, the Company agreed to employ Mr. Rooke as the Company's President and Chief Operating Officer. He is entitled to receive (i) an annual base salary of \$295,000; (ii) various benefits made available to the employees of the Company; (iii) monthly reimbursement of any country club and/or private club dues up to \$1,000 per month; (iv) a monthly automobile allowance in the amount of \$1,000. Mr. Rooke is also eligible to receive annual cash incentives under the Employment Agreement. Under the terms of his Employment Agreement, Mr. Rooke is subject to a non-competition covenant and is obligated to maintain the confidentiality of our proprietary information and trade secrets for at least two years following his term of employment.

*Mr. Litchev's Employment Agreement*

Under the terms of the Mr. Litchev's Employment Agreement, the Company agreed to employ Mr. Litchev as the Company's President of Manufacturing Operations. He is entitled to receive (i) an annual base salary of \$280,000, (ii) various benefits made available to the employees of the Company; (iii) a monthly automobile allowance in the amount of \$1,000. Mr. Litchev is also eligible to receive annual cash incentives under the Employment Agreement. Under the terms of his Employment Agreement, Mr. Litchev is subject to a non-competition covenant and is obligated to maintain the confidentiality of our proprietary information and trade secrets for at least two years following his term of employment.

*Mr. Gransee's Employment Agreement*

Under the terms of the Mr. Gransee's Employment Agreement, the Company agreed to employ Mr. Gransee as a Company's Vice President and Chief Financial Officer and Mr. Gransee is entitled to receive (i) an annual base salary of \$214,000; (ii) various benefits made available to the employees of the Company; (iii) a monthly automobile allowance in the amount of \$750. Mr. Gransee is also eligible to receive annual cash incentives under the Employment Agreement. Under the terms of his Employment Agreement, Mr. Gransee is subject to a non-competition covenant and is obligated to maintain the confidentiality of our proprietary information and trade secrets for at least two years following his term of employment.

The descriptions of Mr. Langevin's, Mr. Rooke's, Mr. Litchev's and Mr. Gransee's Employment Agreements set forth herein do not purport to be complete and is qualified in its entirety by reference to the full text of the Mr. Langevin's, Mr. Rooke's, Mr. Litchev and Mr. Gransee's Employment Agreements attached hereto as Exhibits 10.2, 10.4 and 10.6. and 10.7.

**PART III**

Certain information required by Part III is omitted from this Form 10-K as the Company intends to file with the Commission its definitive Proxy Statement for its 2012 Annual Meeting of Shareholders (the 2012 Proxy Statement) pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, not later than 120 days after December 31, 2011.

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information under the headings "Nominees to Serve Until the 2012 Annual Meeting," "Executive Officers of the Company who are not also Directors," "Section 16(a) Beneficial Ownership Reporting Compliance," "Committee on Directors and Board Governance," and "Audit Committee" in our 2012 Proxy Statement is incorporated herein by reference.

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### **Code of Ethics**

The Company has adopted a code of ethics applicable to our principal executive officer and principal financial and accounting officer, in accordance with Section 406 of the Sarbanes-Oxley Act of 2002, the rules of the SEC promulgated thereunder, and the NASDAQ rules. The code of ethics also applies to all employees of the Company as well as the Board of Directors. In the event that any changes are made or any waivers from the provisions of the code of ethics are made, these events would be disclosed on the Company's website or in a report on Form 8-K within four business days of such event. The code of ethics is posted on our website at [www.manitexinternational.com](http://www.manitexinternational.com). Copies of the code of ethics will be provided free of charge upon written request directed to Investor Relations, Manitex International, Inc., 9725 Industrial Drive, Bridgeview, Illinois 60455.

### **ITEM 11. EXECUTIVE COMPENSATION**

The information under the headings Compensation Committee Interlocks and Insider Participation, EXECUTIVE COMPENSATION, and DIRECTOR COMPENSATION in our 2012 Proxy Statement is incorporated herein by reference.

### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information under the headings Equity Compensation Plan Information and PRINCIPAL STOCKHOLDERS in our 2012 Proxy Statement is incorporated herein by reference.

### **ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information under the headings Transactions with Related Persons, Corporate Governance, Compensation Committee, and Audit Committee in our 2012 Proxy Statement is incorporated herein by reference.

### **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information under the heading AUDIT COMMITTEE in our 2012 Proxy Statement is incorporated herein by reference.

## **PART IV**

### **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this Report:

(1) *Financial Statements*

See Index to Financial Statements on page 50.

(2) *Supplemental Schedules*

None.

All schedules have been omitted because the required information is not present in amounts sufficient to require submission of the schedules, or because the required information is included in the consolidated financial statements or notes thereto.

*(b) Exhibits*

See the Exhibit Index following the signature page.

*(c) Financial Statement Schedules*

All information for which provision is made in the applicable accounting regulations of the SEC is either included in the financial statements, is not required under the related instructions or is inapplicable, and therefore has been omitted.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

Dated: March 23, 2012

MANITEX INTERNATIONAL, INC.

By: */s/* DAVID H. GRANSEE  
**David H. Gransee**  
**Vice President, Chief Financial Officer**  
**(On behalf of the Registrant and as**  
  
**Principal Financial and Accounting Officer)**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David J. Langevin and David H. Gransee his or her attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with Exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or substitute or substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

*/s/* DAVID J. LANGEVIN March 23, 2012

**David J. Langevin,**

**Chairman and Chief Executive Officer**

**(Principal Executive Officer)**

*/s/* DAVID H. GRANSEE March 23, 2012

**David H. Gransee,**

**Vice President, Chief Financial Officer**

**(Principal Financial and Accounting Officer)**

*/s/* RONALD M. CLARK March 23, 2012

**Ronald M. Clark,**

**Director**

*/s/* STEPHEN J. TOBER March 23, 2012

**Stephen J. Tober,**



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**Director**

/s/ ROBERT S. GIGLIOTTI

March 23, 2012

**Robert S. Gigliotti,**

**Director**

/s/ MARVIN B. ROSENBERG

March 23, 2012

**Marvin B. Rosenberg,**

**Director**

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**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
2.1	Asset Purchase Agreement, dated October 6, 2008, by and among Manitex International, Inc., GT Distribution, LLC, Schaeff Lift Truck Inc., and Crane & Machinery, Inc. <i>(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on October 10, 2008).</i>
2.2	Stock Purchase Agreement, dated July 10, 2009, by Manitex International, Inc. and Avis Industrial Corporation <i>(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on July 16, 2009).</i>
2.3	Asset Purchase Agreement, effective December 31, 2009, between Genie Industries, Inc. and Manitex Load King, Inc <i>(incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed on January 7, 2010).</i>
2.4	English Summary of Form of Agreement for Sale of Company Division dated June 27, 2011 between C.V.S. Costruzione Veicoli Speciali S.p.A. and CVS Ferrari srl <i>(incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K/A filed on August 8, 2011).</i>
3.1	Articles of Incorporation, as amended <i>(incorporated by reference to Exhibit 3.1 to the Quarterly Report on Form 10-Q filed on November 13, 2008).</i>
3.2	Amended and Restated Bylaws of Veri-Tek International, Corp. (now known as Manitex International, Inc.), as amended <i>(incorporated by reference to Exhibit 3.2 to the Annual Report on Form 10-K filed on March 27, 2008).</i>
4.1	Specimen Common Stock Certificate of Manitex International, Inc. <i>(incorporated by reference to Exhibit 4.1 to the Annual Report on Form 10-K filed on March 25, 2009).</i>
4.2	Rights Agreement, dated as of October 17, 2008, between Manitex International, Inc. and American Stock Transfer & Trust Company, LLC <i>(incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed on October 21, 2008).</i>
4.3	Securities Purchase Agreement, dated as of November 3, 2006, between the Company and the investors identified on the signature pages thereto <i>(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on November 16, 2006).</i>
4.4	Registration Rights Agreement, dated as of November 3, 2006, between the Company and the investors identified on the signature pages thereto <i>(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on November 16, 2006).</i>
4.5	Securities Purchase Agreement, dated as of August 30, 2007, between the Company and the investors identified on Annex A (the Schedule of Buyers) attached thereto <i>(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on August 31, 2007).</i>
4.6	Registration Rights Agreement, dated as of August 30, 2007, between the Company and the investors identified on the signature pages thereto <i>(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on August 31, 2007).</i>
4.7	Form of Warrant issued to Roth Capital Partners, LLC, dated September 11, 2007 <i>(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on September 11, 2007).</i>
4.8	Exchange Agreement, dated May 2, 2008, between Veri-Tek International, Corp. (now known as Manitex International, Inc.), the individuals listed on Schedule A thereto, and Michael Azar as the Holders Representative <i>(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 8, 2008).</i>

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<b>Exhibit No.</b>	<b>Description</b>
4.9	Piggyback Registration Rights Agreement, dated October 6, 2008, by and between Manitex International, Inc. and Terex Corporation ( <i>incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on October 10, 2008</i> ).
10.1 *	Employment Agreement, dated June 16, 2009, between Manitex International, Inc. and David J. Langevin ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on June 17, 2009</i> ).
10.2 * <sup>(1)</sup>	Employment Agreement, dated March 21, 2012 to Employment Agreement, dated June 16, 2009, between Manitex International, Inc. and David J. Langevin.
10.3 *	Employment Agreement, dated June 16, 2009, between Manitex International, Inc. and Andrew M. Rooke ( <i>incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on June 17, 2009</i> ).
10.4 * <sup>(1)</sup>	Employment Agreement, dated March 21, 2012, to Employment Agreement, dated June 16, 2009, between Manitex International, Inc. and Andrew M. Rooke.
10.5 *	Employment Agreement, dated June 16, 2009, between Manitex International, Inc. and David H. Gransee ( <i>incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on June 17, 2009</i> ).
10.6 * <sup>(1)</sup>	Employment Agreement, dated March 21, 2012, to Employment Agreement, dated June 16, 2009, between Manitex International, Inc. and David H. Gransee.
10.7 * <sup>(1)</sup>	Employment Agreement, dated March 21, 2012, between Manitex International, Inc. and Lubomir T. Litchev.
10.8 *	Second Amended and Restated Manitex International, Inc. 2004 Equity Incentive Plan ( <i>incorporated by reference to Exhibit 10.4 to the Annual Report on Form 10-K filed on March 30, 2010</i> ).
10.9 *	Form of Restricted Stock Unit Award ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on November 16, 2007</i> ).
10.10	Lease dated April 17, 2006 between Krislee-Texas, LLC and Manitex, Inc. for facility located in Georgetown, Texas ( <i>incorporated by reference to Exhibit 10.21 to the Annual Report on Form 10-K filed on April 13, 2007</i> ).
10.11	Lease Agreement, dated July 10, 2009, by and between Badger Equipment Company and Avis Industrial Corporation ( <i>incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed on July 16, 2009</i> ).
10.12	Lease Agreement, dated May 26, 2010, between Manitex International, Inc. and KB Building, LLC ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 28, 2010</i> ).
10.13	Lease dated June 8, 2010, between Aldrovandi Equipment Limited and Manitex Lifting, ULC for facility located in Woodbridge, Ontario ( <i>incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on August 13, 2010</i> ).
10.14	Loan Agreement by and between Comerica Bank and Veri-Tek International, Corp. (now known as Manitex International, Inc.) dated November 19, 2004 ( <i>incorporated by reference to Exhibit 10.10 to the Registration Statement on Form S-1 (Amendment No. 2) filed on December 1, 2004 (Registration No. 333-11830)</i> ).

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<b>Exhibit No.</b>	<b>Description</b>
10.15	Second Amended and Restated Credit Agreement, dated April 11, 2007, by and between Veri-Tek International, Corp. (now known as Manitex International, Inc.), Manitex, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on May 15, 2007</i> ).
10.16	Amendment No. 1, effective as of August 9, 2007, to the Second Amended and Restated Credit Agreement by and between Veri-Tek International, Corp. (now known as Manitex International, Inc.), Manitex, Inc., and Comerica Bank dated April 11, 2007 ( <i>incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q filed on August 14, 2007</i> ).
10.17	Amendment No. 2, dated October 18, 2007, to the Second Amended and Restated Credit Agreement by and between Veri-Tek International, Corp. (now known as Manitex International, Inc.), Manitex, Inc. and Comerica Bank dated April 11, 2007, as amended ( <i>incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on October 22, 2007</i> ).
10.18	Amendment No. 3, dated June 30, 2008, to Second Amended and Restated Credit Agreement dated April 11, 2007, as amended, and Amendment to Revolving Credit Note, by and between Manitex International, Inc., Manitex, Inc., and Comerica Bank, as amended ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on July 7, 2008</i> ).
10.19	Amendment No. 4, dated July 9, 2009, to Second Amended and Restated Credit Agreement dated April 11, 2007, as amended, and Amendment to Revolving Credit Note, by and between Manitex International, Inc., Manitex, Inc., and Comerica Bank, as amended ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on July 10, 2009</i> ).
10.20	Amendment No. 5, dated November 9, 2010, to Second Amended and Restated Credit Agreement, dated April 11, 2007, as amended and Amendment to Revolving Credit Note, by and between Manitex International, Inc., Manitex, Inc., and Comerica Bank, as amended ( <i>incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on November 12, 2010</i> ).
10.21	Amendment No. 6, dated November 9, 2010, to Second Amended and Restated Credit Agreement, dated April 11, 2007, as amended and Amendment to Revolving Credit Note, by and between Manitex International, Inc., Manitex, Inc., and Comerica Bank, as amended ( <i>incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q filed on November 12, 2010</i> ).
10.22	Amendment No. 7, dated June 28, 2011, to Second Amended and Restated Credit Agreement and Amendment to Revolving Credit Note dated August 9, 2007, by and between Manitex International, Inc., Manitex, Inc., and Comerica Bank, as amended ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.23	Amendment No. 8, dated February 16, 2012, to Second Amended and Restated Credit Agreement and Amendment to Revolving Credit Note, by and between Manitex International, Inc., Manitex, Inc., and Comerica Bank, as amended ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on February 17, 2012</i> ).
10.24	Revolving Credit Note for \$16,500,000 dated April 11, 2007, payable to Comerica Bank by Manitex, Inc. ( <i>incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q filed on May 15, 2007</i> ).
10.25	Master Revolving Note in the principal amount of \$20.5 million, dated July 9, 2009, by and between Manitex, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on July 10, 2009</i> ).
10.26	Amendment, effective May 5, 2010, to Master Revolving Note in the principal amount of \$20.5 million, dated July 9, 2009, by and between Manitex, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on May 11, 2010</i> ).

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<b>Exhibit No.</b>	<b>Description</b>
10.27	Letter Agreement between Manitex Liftking, ULC and Comerica Bank dated December 29, 2006 ( <i>incorporated by reference to Exhibit 10.25 to Amendment No. 1 to the Annual Report on Form 10-K/A filed on May 17, 2007</i> ).
10.28	Letter Agreement, dated June 30, 2008, by and between Manitex LiftKing, ULC and Comerica Bank ( <i>incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on July 7, 2008</i> ).
10.29	Letter Agreement, dated October 29, 2009, by and between Manitex LiftKing, ULC and Comerica Bank ( <i>incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on November 2, 2009</i> ).
10.30	Amendment effective as of June 29, 2011 to the Letter Agreement dated October 29, 2009 by and between Manitex LiftKing, ULC and Comerica Bank ( <i>incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.31	Amended and Restated Letter Agreement between Manitex Liftking, ULC and Comerica Bank dated December 23, 2011 ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.32	Security Agreement, dated December 29, 2006, between Manitex Liftking, ULC and Comerica Bank ( <i>incorporated by reference to Exhibit 10.27 to Amendment No. 1 to the Annual Report on Form 10-K/A filed on May 17, 2007</i> ).
10.33	Amendment dated December 23, 2011 to Security Agreement dated December 29, 2006, between Manitex Liftking, ULC and Comerica Bank ( <i>incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.34	Guaranty executed by Manitex, LLC on December 29, 2006, guaranteeing the loan from Comerica Bank to Manitex Liftking, ULC ( <i>incorporated by reference to Exhibit 10.28 to Amendment No. 1 to the Annual Report on Form 10-K/A filed on May 17, 2007</i> ).
10.35	Advance Formula Agreement dated as of December 23, 2011, made by Manitex Liftking, ULC in favor of Comerica Bank ( <i>incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.36	Master Revolving Note in the principal amount of \$500,000 dated May 5, 2010, between Manitex International, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed on May 11, 2010</i> ).
10.37	Letter agreement dated May 5, 2010, between Manitex International, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on May 11, 2010</i> ).
10.38	Amendment effective as of June 29, 2011 to the Letter Agreement dated May 5, 2010 between Manitex International, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10.7 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.39	Comerica Bank Foreign Currency Exchange Master Agreement, dated September 7, 2007, between Veri-Tek International, Corp. (now known as Manitex International, Inc.) and Comerica Bank ( <i>incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q filed on November 14, 2007</i> ).
10.40	Specialized Equipment Export Facility Master Revolving Note for \$2.0 million dated December 23, 2011, between Manitex Liftking, ULC and Comerica Bank ( <i>incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on December 30, 2011</i> ).

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<b>Exhibit No.</b>	<b>Description</b>
10.41	Manitex International, Inc. Guarantee dated as of December 23, 2011 in favor of Comerica Bank related to indebtedness of Manitex Liftking, ULC Specialized Equipment Export Facility ( <i>incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.42	Manitex, LLC Guarantee dated as of December 23, 2011, in favor of Comerica Bank related to indebtedness of Manitex Liftking, ULC Specialized Equipment Export Facility ( <i>incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.43	Manitex International, Inc. Waiver issued to Export Development Canada dated December 9, 2011 ( <i>incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.44	Manitex, LLC Waiver issued to Export Development Canada dated December 9, 2011 ( <i>incorporated by reference to Exhibit 10.7 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.45	Amended and Restated Master Revolving Note (Multi-Currency) for \$6.5 million dated December 23, 2011, between Manitex Liftking, ULC and Comerica Bank ( <i>incorporated by reference to Exhibit 10.9 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.46	Amended and Restated Guaranty dated December 23, 2011 from Manitex International, Inc. to Comerica Bank related to Manitex Liftking, ULC Amended and Restated Master Revolving Note ( <i>incorporated by reference to Exhibit 10.10 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.47	Amended and Restated Security Agreement dated as of December 23, 2011 from Manitex International, Inc. to Comerica Bank related to Manitex Liftking, ULC Amended and Restated Master Revolving Note ( <i>incorporated by reference to Exhibit 10.11 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.48	Amended and Restated Guaranty dated December 23, 2011 from Manitex, LLC to Comerica Bank related to Manitex Liftking, ULC Amended and Restated Master Revolving Note ( <i>incorporated by reference to Exhibit 10.12 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.49	Security Agreement dated as of December 23, 2011 from Manitex, LLC to Comerica Bank related to Manitex Liftking, ULC Amended and Restated Master Revolving Note ( <i>incorporated by reference to Exhibit 10.13 to the Current Report on Form 8-K filed on December 30, 2011</i> ).
10.50	Floorplan and Security Agreement between Manitex International, Inc. and HCA Equipment Finance LLC, dated December 15, 2008, together with the form of Extension of Credit, which is attached as Exhibit A thereto, and the Addendum to Floorplan and Security Agreement, dated January 20, 2009 ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on January 27, 2009</i> ).
10.51	Restructuring Agreement, dated October 6, 2008, by and among Terex Corporation, Crane & Machinery, Inc., and Manitex International, Inc. ( <i>incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on October 10, 2008</i> ).
10.52	Term Note in principal amount of \$2,000,000, dated October 6, 2008, payable by Manitex International, Inc. to Terex Corporation ( <i>incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on October 10, 2008</i> ).
10.53	Security Agreement, dated October 6, 2008, by and between Crane & Machinery, Inc. and Terex Corporation ( <i>incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed on October 10, 2008</i> ).

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<b>Exhibit No.</b>	<b>Description</b>
10.54	Promissory Note in principal amount of \$2,750,000, dated July 10, 2009, payable by Manitex International, Inc. to Avis Industrial Corporation ( <i>incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on July 16, 2009</i> ).
10.55	Security Agreement, dated July 10, 2009, by and between Manitex International, Inc. and Avis Industrial Corporation ( <i>incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on July 16, 2009</i> ).
10.56	Promissory Note, dated December 31, 2009, payable by Manitex Load King, Inc. to Genie Industries, Inc. ( <i>incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on January 7, 2010</i> ).
10.57	Share Promissory Note, dated December 31, 2009, payable by Manitex Load King, Inc. to Genie Industries, Inc. ( <i>incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on January 7, 2010</i> ).
10.58	Security Agreement, dated December 31, 2009, between Manitex Load King, Inc. and Genie Industries, Inc. ( <i>incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on January 7, 2010</i> ).
10.59	Master Revolving Note in the principal amount of \$22.5 million dated June 29, 2011 by and between, and between Manitex, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10-2 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.60	Master Revolving Note in the principal amount of \$1.0 million dated June 29, 2011 by and between, and between Manitex International, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10-6 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.61	Guaranty of Manitex International, Inc. dated June 29, 2011 that guarantees Manitex, Inc. indebtedness to Comerica Bank ( <i>incorporated by reference to Exhibit 10.9 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.62	Guaranty of Manitex International, Inc. dated June 29, 2011 that guarantees Manitex Lifting, ULC indebtedness to Comerica Bank ( <i>incorporated by reference to Exhibit 10.10 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.63	Guaranty of Badger Equipment Company and Manitex Load King, Inc. dated June 29, 2011 that guarantees Manitex, Inc. and Manitex International, Inc. indebtedness to Comerica Bank ( <i>incorporated by reference to Exhibit 10.11 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.64	Security Agreement dated June 29, 2011 by and between, and between Badger Equipment Company and Comerica Bank ( <i>incorporated by reference to Exhibit 10.12 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.65	Security Agreement dated June 29, 2011 by and between, and between Manitex Load King, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10.13 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.66	Guaranty of Manitex, Inc. dated June 29, 2011 that guarantees Manitex International, Inc. indebtedness to Comerica Bank ( <i>incorporated by reference to Exhibit 10.14 to the Current Report on Form 8-K filed on July 1, 2011</i> ).
10.67	Installment Note in the principal amount of \$1.85 million dated June 27, 2011 by and between, and between Manitex International, Inc. and Comerica Bank ( <i>incorporated by reference to Exhibit 10.15 to the Current Report on Form 8-K filed on July 1, 2011</i> ).

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<b>Exhibit No.</b>	<b>Description</b>
10.68	Loan Agreement dated November 2, 2011, between the South Dakota Board of Economic Development and Manitex Load King, Inc. <i>(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.69	Promissory Note in the principal amount of \$857,500 dated November 2, 2011, between Manitex Load King, Inc. and the South Dakota Board of Economic Development <i>(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.70	Mortgage One Hundred Eighty Day Redemption dated November 2, 2011, between Manitex Load King, Inc. and the South Dakota Board of Economic Development <i>(incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.71	Guaranty Agreement dated November 2, 2011, between the State of South Dakota Board of Economic Development and Manitex International, Inc. <i>(incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.72 *	Employment Agreement dated November 2, 2011, between the State of South Dakota Board of Economic Development and Manitex Load King, Inc. <i>(incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.73	Promissory Note in the principal amount of \$857,500 dated November 2, 2011, between Manitex Load King, Inc. and Home Federal Bank <i>(incorporated by reference to Exhibit 10.6 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.74	Mortgage One Hundred Eighty Day Redemption dated November 2, 2011, between Manitex Load King, Inc. and Home Federal Bank <i>(incorporated by reference to Exhibit 10.7 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.75	Guaranty dated November 2, 2011, between Manitex International, Inc., Manitex Load King, Inc. and Home Federal Bank <i>(incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.76	Promissory Note in the principal amount of \$400,000 dated November 2, 2011, between Manitex Load King, Inc. and Home Federal Bank <i>(incorporated by reference to Exhibit 10.9 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.77	Security Agreement dated November 2, 2011, between Home Federal Bank and Manitex Load King, Inc. <i>(incorporated by reference to Exhibit 10.10 to the Current Report on Form 8-K filed on November 8, 2011).</i>
10.78	English Summary of Form of Agreement for the Provision of Goods dated June 29, 2011 between CVS Ferrari Srl and Cabletronic srl. <i>(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K/A filed on August 8, 2011).</i>
10.79	English Summary of Form of Letter Agreement dated February 11, 2011 between C.V.S. Costruzione Veicoli Speciali S.p.A. and CVS Ferrari srl <i>(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K/A filed on August 8, 2011).</i>
21.1 <sup>(1)</sup>	Subsidiaries of the Company.
23.1 <sup>(1)</sup>	Consent of UHY LLP.
24.1 <sup>(1)</sup>	Power of Attorney (included on signature page).
31.1 <sup>(1)</sup>	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.



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<b>Exhibit No.</b>	<b>Description</b>
31.2 <sup>(1)</sup>	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1 <sup>(1)</sup>	Certification by Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. 1350.
101 **	The following financial information from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Income for the fiscal years ended December 31, 2011, 2010 and 2009, (ii) Consolidated Balance Sheets as of December 31, 2011 and 2010, (iii) Consolidated Statements of Shareholders Equity and Comprehensive Income, (iv) Consolidated Statements of Cash Flows and (v) Notes to Consolidated Financial Statements.

\* Denotes a management contract or compensatory plan or arrangement.

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under those sections.

<sup>(1)</sup> Filed herewith.