

MANITOWOC CO INC  
Form 8-K  
December 29, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**Current Report**

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

**Date of Report (Date of earliest event reported): December 22, 2006**

**The Manitowoc Company, Inc.**  
(Exact name of registrant as specified in its charter)

**Wisconsin**  
(State or other jurisdiction  
of incorporation)

**1-11978**  
(Commission File  
Number)

**39-0448110**  
(I.R.S. Employer  
Identification Number)

**2400 S. 44<sup>th</sup> Street, Manitowoc, Wisconsin 54221-0066**

(Address of principal executive offices including zip code)

**(920) 684-4410**

## Edgar Filing: MANITOWOC CO INC - Form 8-K

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement

Effective on December 22, 2006, the Company entered into an amendment to its accounts receivable securitization program among the company, Manitowoc Funding, LLC as seller, Hannover Funding Company LLC as purchaser, and Norddeutsche Landesbank Girozentrale as agent. The amendment materially expanded the scope of the program.

Under this program, the company sells certain of its domestic trade accounts receivable to a wholly-owned, bankruptcy-remote, special purpose subsidiary which, in turn, sells participating interests in its pool of receivables to a third-party financial institution (the Purchaser). The Purchaser receives an ownership and security interest in the pool of receivables. The receivables are purchased by the special purpose subsidiary and participation interests are resold to the Purchaser as collections reduce previously sold participation interests. The company has retained collection and administrative responsibilities on the participation interest sold. The Purchaser has no recourse against the company for uncollectible receivables; however, the company's retained interest in the receivable pool is subordinate to the Purchaser and is recorded at fair value. Due to a short average collection cycle for such accounts receivable and the company's collection history, the fair value of the company's retained interest approximates book value.

The securitization program's capacity is \$90 million, and includes primarily domestic trade account receivables from the Crane and Foodservice segments of the company's business. Receivables sold under the securitization program are accounted for as sales in accordance with FASB Statement No. 140 (Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities).

The foregoing description of the amended securitization program does not purport to be complete, and is qualified in its entirety by reference to the full text of the definitive agreement relating to the amended securitization program, which is filed as Exhibit 10.1 to this Current Report on Form 8-K, and incorporated herein by this reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

10.1 Amended and Restated Receivables Purchase Agreement among Manitowoc Funding, LLC, as Seller, The Manitowoc Company, Inc., as Servicer, Hannover Funding Company LLC, as Purchaser, and Norddeutsche Landesbank Girozentrale, as Agent Dated as of December 21, 2006

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE MANITOWOC COMPANY, INC.  
(Registrant)

DATE: December 29, 2006

/s/ Carl J. Laurino  
Carl J. Laurino  
Senior Vice President & Chief Financial Officer

**THE MANITOWOC COMPANY, INC.**

**EXHIBIT INDEX**

**TO**

**FORM 8-K CURRENT REPORT**

**Dated as of December 22, 2006**

| <b>Exhibit No.</b> | <b>Description</b>  | <b>Filed Herewith</b> |
|--------------------|---|-----------------------|
| 10.1               | Amended and Restated Receivables Purchase Agreement among Manitowoc Funding, LLC, as Seller, The Manitowoc Company, Inc., as Servicer, Hannover Funding Company LLC, as Purchaser, and Norddeutsche Landesbank Girozentrale, as Agent Dated as of December 21, 2006 | x                     |