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cascade
corporation

CASCADE CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee of Cascade Corporation (the "Company") is appointed by the Board of Directors (the "Board") to provide oversight on the broad range of issues surrounding the composition and operation of the Board, including identifying individuals qualified to serve on the Board and recommending to the Board director nominees for election at the Company's next annual meeting of shareholders or for appointment by the Board to fill an existing or newly created vacancy on the Board, identifying members of the Board to serve on and to chair each Board committee, and developing and revising as appropriate Corporate Governance Guidelines applicable to the Company and recommending such guidelines or revisions to the Board.

Committee Membership

The Nominating and Governance Committee shall consist of at least three members of the Board. The members of the Nominating and Governance Committee shall meet the independence requirements of the New York Stock Exchange and any applicable laws, rules and regulations. Nominating and Governance Committee members shall be appointed and may be removed by the Board.

Meetings

The Nominating and Governance Committee shall meet as often as it determines, but not less frequently than two times each year. The Nominating and Governance Committee may request any officer, employee, or adviser to attend the meetings and supply information as necessary.

Committee Authority and Responsibilities

The Nominating and Governance Committee shall:

1. Identify individuals qualified to serve on the Board and recommend to the Board nominees for election at the Company's next annual meeting of shareholders or for appointment by the Board to fill an existing or newly created vacancy on the Board.
2. Identify qualified members of the Board to serve on and to chair each board committee.
3. Develop Corporate Governance Guidelines applicable to the Company and recommend such guidelines or revisions of such guidelines to the Board. The Nominating and Governance Committee shall review such guidelines at least annually and, when necessary or appropriate, recommend changes to the Board.
4. Review at least annually the charters of the each Board committee and, when necessary or appropriate, recommend changes in such charters to the Board.



5. Oversee the annual evaluation by the Board of itself and its members.
6. Oversee the Board's evaluation of management.
7. Conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
8. Make regular reports to the Board.
9. Monitor the development of best practices regarding corporate governance and take a leadership role in shaping the corporate governance of the Company.

The Nominating and Governance Committee may form and delegate authority to subcommittees when appropriate.

The Nominating and Governance Committee shall have the authority appropriate to discharge its duties and responsibilities, including the authority to retain experts and advisers to assist the Nominating and Governance Committee with its work. In particular, the Nominating and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve the fees and other retention terms of any such engagement.