

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

In re:

ACR MANAGEMENT, L.L.C., et al.,¹

Debtors.

)
)
) Case No. 04-27848-MBM
)
) Chapter 11
)
) (Jointly Administered)
)

**NOTICE OF NON-SUBSTANTIVE MODIFICATIONS TO DEBTORS THIRD AMENDED PLAN WITH
TECHNICAL MODIFICATIONS**

Please be advised that, pursuant to the authority granted to the Debtors pursuant to the *Debtors' Third Amended Joint Plan of Reorganization pursuant to Chapter 11 of the United States Bankruptcy Code (with Technical Modifications)* (the "Plan"), the *Order Confirming Debtors' Plan Of Reorganization* (the "Confirmation Order") and section 1127(b) of the Bankruptcy Code, the Debtors have made certain non-substantive modifications to the Plan to aid in Effective Date distributions to Holders of Class 3 and Class 4 Claims.² In particular:

- At the request of, and with the consent of, the Prepetition Senior Agents on behalf of the Prepetition Senior Lenders and the Tranche A Steering Committee, the Debtors intend to treat the Holders of Class 3 Claims as of January 17, 2005, (a list of which will be submitted by the Prepetition Senior Agent to the Debtors on or before the Effective Date) as the list of Holders of Class 3 Claims as of the Distribution Record Date, which is December 30, 2004, for purposes of making distributions of cash and New Common Stock to the Holders of Class 3 Claims under the Plan and Confirmation Order.
- At the request of, and with the consent of, the Prepetition Term B Facility Lenders, the Debtors intend to treat the Holders of Class 4 Claims as of January 17, 2005, (a list of which will be submitted by counsel for the Class 4 Claim Holders to the Debtors on or before the Effective Date) as the list of Holders of Class 4 Claims as of the Distribution Record Date for purposes of distributing New Common Stock to Holders of Class 4 Claims under the Plan and Confirmation Order.

Please be further advised that each of the Debtors, the Prepetition Senior Agents and the Prepetition Term B Facility Lenders believe, and have taken the position that, neither of these changes will materially or adversely affect the rights of any parties-in-interest to the Plan. Indeed, each of the Debtors, the Prepetition Senior Agents and the Prepetition Term B Facility Lenders believe, and have taken the position that, making distributions pursuant to the Plan, on or about the Effective Date, to the Holders of Class 3 Claims and Holders of Class 4 Claims as of January 17, 2005, will redound to the benefit of all parties-in-interest by simplifying the distribution process and avoiding unnecessary cost and delay.

¹ The Debtors are the following entities: ACR Management, L.L.C., Anthony Crane Rental Holdings, L.P., ACR/Dunn Acquisition, Inc., Anthony Crane Capital Corporation, Anthony Crane Holdings Capital Corporation, Anthony Crane International, L.P., Anthony Crane Sales & Leasing, L.P., Anthony International Equipment Services Corporation, Anthony Sales & Leasing Corporation, Carlisle Equipment Group, L.P., Carlisle GP, L.L.C., Husky Crane, Inc., Anthony Crane Rental, L.P., d/b/a Maxim Crane Works, Maxim Crane Works, LLC, Sacramento Valley Crane Service, Inc., The Crane & Rigging Company, LLC, Thompson & Rich Crane Service, Inc.

² Terms not defined in this Notice shall have the respective meanings ascribed to them in the Plan.

Please be further advised that, in the interests of administrative convenience and cost effectiveness, the Prepetition Senior Agent and the Debtors have agreed that the Debtors will distribute the entire Tranche A Non-Equity Distribution to the Prepetition Senior Agent (for the ratable benefit of the Holders of Allowed Class 3 Claims), and the Debtors have requested, and the Prepetition Senior Agent has agreed, that the Prepetition Senior Agent will then distribute on behalf of the Debtors and in accordance with Article III(B)(3) of the Plan to each Holder of an Allowed Class 3 Claim its Pro Rata share of such Tranche A Non-Equity Distribution as soon as practicable after the Prepetition Senior Agent receives such Tranche A Non-Equity Distribution from the Debtors. Each of the Debtors and the Prepetition Senior Agent believe, and have taken the position that, the distribution process described in the immediately preceding sentence with respect to the Tranche A Non-Equity Distribution will not materially or adversely affect the rights of the Holders of Allowed Class 3 Claims. Indeed, each of the Debtors and the Prepetition Senior Agent believe, and have taken the position that, distributing the Tranche A Non-Equity Distribution in the manner described in this paragraph will redound to the benefit of the Holders of Allowed Class 3 Claims by making the distributions of such Tranche A Non-Equity Distribution more efficient and economical.

Please be further advised that each of the Debtors, the Prepetition Senior Agents and the Prepetition Term B Facility Lenders believe, and have taken the position that, pursuant to the terms of the Plan, no liability may accrue against any of the Debtors, the Prepetition Senior Agents, the Tranche A Steering Committee, the Prepetition Senior Lenders, or the Prepetition Term B Facility Lenders for any of the acts described herein, including, without limitation, with respect to the Prepetition Senior Agent, the distribution process described in the immediately preceding paragraph in connection with the Tranche A Non-Equity Distribution.

Please be further advised that this Notice has been served via facsimile, e-mail or other available electronic means upon each Holder of Class 3 and Class 4 Claims as of the Distribution Record Date, counsel for the Committee and upon each party on the 2002 Service List, and has been posted on the website of the Notice and Claims Agent, Bankruptcy Management Corporation, at www.bmccorp.net. The Prepetition Senior Agents has also contacted each Holder of a Class 3 Claim regarding this matter, and counsel for the Class 4 Claim Holders has similarly contacted each such Holder regarding this matter.

Please be further advised that any Holder of a Class 3 Claim who does not want to have its distribution treated in the above-described manner should submit a written request to counsel for the Prepetition Senior Agents and counsel for the Debtors no later than 4:00 pm, January 31, 2005, at:

Anup Sathy
Roger Higgins
KIRKLAND & ELLIS LLP
Counsel to the Debtors
200 East Randolph Dr.
Chicago, IL 60601

312-861-2200 (fax)

Jeffrey Steen
Dennis Twomey
SIDLEY AUSTIN BROWN & WOOD *Prepetition Senior Lenders' Counsel*
Bank One Plaza 10 S. Dearborn Street, 48th Floor
Chicago, IL 60603

Fax: 312-853-7036

Please be further advised any Holder of a Class 4 Claim who does not want to have its distribution treated in the above-described manner should submit a written request to counsel for the Prepetition Term B Holders and counsel for the Debtors no later than 4:00 pm, January 31, 2005, at:

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