

**OSHKOSH CORPORATION
BOARD OF DIRECTORS
EXECUTIVE COMMITTEE CHARTER
EFFECTIVE FEBRUARY 3, 2004**

The Executive Committee of the Board of Directors shall be comprised of the Chairman and CEO, who will chair the Executive Committee, and the Chairs of each of the other committees of the Board. The Executive Committee will meet as the Chair deems reasonably necessary and appropriate.

Except for certain matters set forth in Section 180.0825(5) of the Wisconsin Business Corporation Law and such other matters as the Board of Directors may from time to time by resolution determine to be outside the scope of the Executive Committee, the Executive Committee will have the full power and authority of the Board of Directors to act on specific matters within the authority or discretion of the Board of Directors on occasions when a decision is essential and it is not possible to convene a meeting of the full Board of Directors, whether by telephonic means or otherwise in a timely manner. Any such action of the Executive Committee shall require the unanimous consent of all members. Such actions of the Executive Committee shall not require ratification by the Board of Directors to be effective. Actions of the Executive Committee may, however, be amended, rescinded or revoked by the Board of Directors.