DAY ONE

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CATERPILLAR®

THE NEXT GREAT CHAPTER IN MINING IS HERE

Caterpillar purchase of Bucyrus creates unprecedented opportunities for mining

For nearly 100 years, Cat and Bucyrus products have worked alongside each other on mine sites around the world—drilling and digging, loading and hauling, grading and dozing. Today, they have united their strengths to create a powerful new opportunity for the company, its employees, its customers and the mining industry.

Caterpillar announced its agreement to purchase Bucyrus in November 2010. Today, the two begin serving the mining industry as one company— Caterpillar—with the broadest line of surface and underground equipment in the world. Based in Peoria, Ill., USA, Caterpillar will operate its mining business from new headquarters in Oak Creek, Wis., USA, near the Bucyrus production facility in South Milwaukee.

"This is an exciting day for Caterpillar, for Bucyrus, and for the mining industry as a whole," said Caterpillar Chairman and CEO Doug Oberhelman.

Bucyrus and Caterpillar are a good strategic fit: Complementary products, complementary parts and service networks, complementary cultures and values, and one focus—helping mining companies succeed. That focus on the customer was an essential consideration for the acquisition.

"For several years our customers have been asking us to expand our range of products and services to better meet their increasingly complex requirements," said Oberhelman. "Today, we can tell them, 'We heard you loud and clear.""

The acquisition is also based on a key Caterpillar corporate strategy, which



Cat and Bucyrus products have worked alongside each other for nearly 100 years. And now Cat and Bucyrus employees will do the same—uniting their cultures, generations of experience and focus on the mining industry to help customers around the world succeed.

calls for the company to expand its leadership in the mining industry. "The acquisition positions us to capitalize on the robust long-term outlook for commodities," said Oberhelman. "It is a positive move for our shareholders, customers and employees."

While the Cat and Bucyrus product lines have virtually no overlap, the

companies themselves are more alike than they are different, with complementary products, parts and service networks, and even people.

"We share a passion for one industry and a commitment to doing whatever it takes to help

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Together we're making history

A letter from Doug Oberhelman, Caterpillar Chairman and CEO

Today marks an important chapter in the long histories of Bucyrus and Caterpillar. We are bringing together two iconic companies with well-respected brands and



the best products and people. And with our shared vision to serve mining customers around the world, we are well positioned for the future.

When we decided to expand our mining product line, we chose to do so by working with the best. The products Bucyrus makes and the work its employees do is recognized around the world, and frankly, that expertise and excellence is what has brought us to this point. We proudly welcome the Bucyrus people and products to our Caterpillar family.

The combination of Caterpillar and Bucyrus is all about growth. Our combined capabilities, coupled with outstanding industry attractiveness, will give us unprecedented opportunities. Together we are an unbeatable combination that neither company could replicate alone. While we come from different backgrounds, we are now one Caterpillar team.

While Caterpillar is proud to have many second- and third-generation employees, I'm told Bucyrus has fourthand even fifth-generation employees working today. That kind of loyalty and legacy is important to me—it demonstrates a commitment to building a company whose foundation is rooted in quality and customer service. And whether you are new to the team or part

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Purchase

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our customers succeed," said Oberhelman. "We have similar cultures and values—demanding integrity, honesty and trust in our dealings with our customers, our dealers, our suppliers and each other. In those areas where we're not the same, we'll embrace those differences and fill the gaps—making it possible to do things together that we could never do alone."

Both companies also share a commitment to developing innovative products, creating a collaborative and safe work environment for employees, and minimizing the impact on the environment.

Former Bucyrus President and CEO Tim Sullivan credits his team for their role in making Bucyrus an excellent partner for Caterpillar. "The purchase is a testament to the tremendous value that the talented Bucyrus team has created and to the strength of our brand in the global mining machinery marketplace," Sullivan said.

The companies' combined financial strength, complementary product offerings and people will drive a number of benefits, including:

- The combined speed and entrepreneurial spirit of Bucyrus, and the process focus and discipline of Caterpillar.
- A one-stop shop for global mining customers, with an unparalleled product range of mining and support equipment for all types of surface and underground mining.
- Support from the Cat global dealer network—unmatched service, integrated solutions, after-sales support, fast and efficient parts fulfillment, and world-class remanufacturing capabilities.
- Cat[®] engines and components to enhance performance and lower owning and operating costs.
- Additional scale and cost efficiencies in areas such as purchasing and engineering.
- Deployment of manufacturing best practices through the Caterpillar Production System and Bucyrus' lean manufacturing principles.

"Caterpillar and Bucyrus are better together," said Oberhelman. "We're better at supporting our industry. Better at meeting our customers' needs. And better at protecting people and minimizing impacts on environments where mining companies operate."





Bucyrus shovels have been loading Cat[®] trucks, top photo, for decades. Now the complementary products of these two companies will be offered by one single source— Caterpillar. This acquisition gives Caterpillar a number of new products for surface and underground mining customers. The shearer, above left, is a highly productive longwall mining machine. The dragline, right, is a new surface product in the Cat lineup.



The merger of Caterpillar and Bucyrus gives the mining industry access to the broadest line of underground and surface mining equipment in the world-from one source.



Making history

(CONTINUED FROM PAGE 1)

of a long legacy, each and every one of you is critical to our success.

The work of both companies is deeply rooted in strong values. When I first looked at Bucyrus' philosophy, I was happy to see the words Safety, Integrity, Quality, Reliability, Customer Focus, Sustainable Development, Continuous Improvement and Drive for Results—all things that are important at Caterpillar. Within our company, we've identified Integrity, Excellence, Teamwork and Commitment as the pillars of our Worldwide Code of Conduct, known as Our Values in Action. These values are our foundation, and will drive our decisions and actions as we build the best mining company in the industry. Joining two companies focused on doing things the right way gives me confidence in our future success and pride in what we will make possible for our customers and the world.

There is much work to be done, and you'll be learning more as the organization continues to develop in the weeks and months ahead, but for now, please accept my most sincere welcome to the new Caterpillar mining team and my appreciation for the work you do every day.

Caterpillar is well-positioned for growth

The new Caterpillar Global Mining organization begins operation today under a new leadership team comprised of Caterpillar and Bucyrus leaders with decades of experience in the mining industry.

The leadership team reflects the strengths of both companies and creates an enduring organization that positions the company for exceptional growth and mining industry leadership. While the structure is different from either Caterpillar or Bucyrus' former organizations-largely due to a broader product line-it enables a clear focus on meeting customer needs and fully capturing the benefits possible from the combined organizations.

These leaders will be located at either the Caterpillar Global Mining organization headquarters in Oak Creek, Wis., or in regional locations throughout the world near the global mining markets or manufacturing operations.

Group President Steve Wunning has responsibility for Resource Industries, which includes the Caterpillar Global Mining organization. Caterpillar Global Mining is organized into three primary divisions:

- Mining Sales & Marketing Division, which focuses on global marketing strategy, maintaining and enhancing customer relationships, and ensuring future growth opportunities.
- · Mining Products Division, which is responsible for overall product strategy development, product design and product sourcing.
- Integrated Manufacturing Operations Division, which supports manufacturing operations for mining products in addition to the manufacturing of other Cat products.

MINING SALES & MARKETING DIVISION

Chris Curfman is the Caterpillar vice president with responsibility for the Mining Sales & Marketing Division. He oversees a team of general managers with broad, regional commercial responsibility.

"Over the last few years we've been talking to customers about what Caterpillar can do to deliver more products and increase support," said Curfman. "This is really all about



customers and about answering their requests. Now that the acquisition is complete, we're able to leverage Bucyrus' strong reputation and robust product line and offer a complete line of

products as a single source. We expect to compete by providing the best quality and support-and we'll now be able to go to our customers with a broad

menu of options to support the mining business and improve productivity.'

- General managers in the Mining Sales & Marketing Division are:
- Janpeter Bekkering, Global Accounts
- Al Frese, Product Support and Solutions
- Dieter Gessner, Europe, Africa, Middle East and Commonwealth of Independent States
- Phil Kelliher, United States and Canada
- John Oliver, Latin America
- Andrew Ransley, Asia Pacific
- Kebao Yang, India and China

MINING PRODUCTS DIVISION

Luis de Leon is the Caterpillar vice president with responsibility for the Mining Products Division. He is formerly the COO of Bucyrus.

"Our products have a long lifetime, so a lot of the questions our customers ask are about support. They say, 'I



understand you have a great product but how are you going to support me?' Our Bucyrus field force has done a wonderful job satisfying these customers and ensuring they

are supported on any job site. And we're excited to explore the new support options made possible through the Cat dealer network," de Leon said. "We're working with the dealers, training them and preparing them to handle the new products, and once we've established that infrastructure we'll be able to offer customers the best solution for their needs. We'll bring all those things together, have a strong support function through the dealers, and be able to really exceed a lot of the customers? expectations.

Members of the product manager leadership team in the Mining Products Division are:

- Harry Bussmann, product manager for underground mining with specific responsibilities for longwall, room & pillar, highwall, LHD/trucks, and jumbo drill equipment.
- Joe Helfrich, product manager for surface extraction, which includes responsibility for draglines, electric rope shovels and hydraulic shovels.
- Ed McCord, product manager for surface hauling, specifically electric drive and mechanical drive trucks, including the autonomous program.
- Bob Sherack, product manager supporting growth markets, with primary responsibility focused on developing products for the China

market and managing existing joint ventures in China.

- Sri Srinath, product manager for surface material handling, with responsibility for large wheel loaders, large track-type tractors and rotary blasthole drills.
- · Larry Tate, product manager for hauling products, with responsibility for quarry and construction trucks, wheel tractor scrapers, articulated trucks, belt conveyor systems and track drills.

INTEGRATED MANUFACTURING **OPERATIONS DIVISION**

Dave Bozeman is the Caterpillar vice president with responsibility for the Integrated Manufacturing Operations Division.

"Both Bucyrus and Caterpillar have a history of producing high-quality



products that help mining customers around the world succeed," Bozeman said. "These products and our shared understanding of lean manufacturing principles

position us well for continued success. When the two companies come together and utilize the lean manufacturing techniques, we'll have world-class facilities, enabling us to remain a world-class company in a world-class industry.'

Leaders in the Integrated Manufacturing Operations Division are:

- Jim Blass, general manager for Aurora, Ill., and Peterlee, UK.
- · Rod Bolhous, general manager responsible for Milwaukee, Wis.; Houston, Pa.; Beckley, W.Va.; Hillsville, Va.; Tazewell, Va.; and Pulaski, Va. operations.
- Rick Brown, general manager responsible for East Peoria, Ill.;

Denison, Texas; and Halifax, UK, locations.

- Walt Hupe, general manager for Decatur, Ill., and Acuna, Mexico.
- Uli Noll, general manager responsible for operations located in Europe and Asia, including Luenen and Dortmund, Germany, as well as Czech Republic.
- Phil Pennington, general manager of facilities in Thiruvallur, India; Burnie, Tasmania; and the Thailand greenfield location.
- Ron Riekena, managing director of Caterpillar Mexico.
- Scott Rutherford, Mach 1 (order-todelivery, finance and controls business processes transformation initiative) deployment champion for the division.
- Duane Weeks, supply chain strategy manager for the division.

SUPPORT

Each of the divisions also has dedicated business resources and human resources support. Julie Lagacy is Chief Financial Officer (CFO) for the Mining Sales & Marketing and Mining Products Divisions, reporting to Dave Hoffman, Resource Industries Group CFO. Eric Mickel is Senior Business Resources Manager for the Integrated Manufacturing Operations Division. Ben Cordani will provide Human Resources leadership for the Mining Sales & Marketing and Mining Products Divisions. Sonya Miles will serve as Lead Human Resources Manager for the Integrated Manufacturing Operations Division.

Several other divisions will support the mining business, including the Advanced Components & Systems, Large Power Systems, Core Components, and Parts Distribution & Logistics divisions. Global Purchasing, IT and legal support will also be provided to the divisions; however, consistent with the Caterpillar structure, these teams will report directly to the Global Purchasing Division, Global Information Services and Corporate Legal Services respectively.

Growth creates tremendous opportunity

The Bucyrus acquisition is a huge transaction for Caterpillar-one that is expected to create opportunities for all stakeholders, including customers, dealers, employees and investors. "In addition to the acquisition, Caterpillar is investing to grow our mining business organically. We're expanding the capacity of our factories all around the world and investing significantly in new product introduction and developing new products," said Caterpillar Group President Steve Wunning, "By combining organic growth with the growth that we expect to receive from the Bucyrus acquisition, Caterpillar will better serve mining customers, which



benefits our dealers, employees and shareholders. The long-term outlook is very positive. And we're uniquely positioned to capitalize on that growth."



The world needs mining more than ever before

CATERPILLAR IS PROUD TO HELP MEET THE DEMAND

"If it's not grown, it's mined." Nearly everyone who works in the mining industry has heard this adage. Virtually everything we use in our everyday lives requires mining. Even most of the food we eat was grown with fertilizers that are made up of mined minerals.

Today, mining is more important than at any other time in history. World development and increased urbanization are driving sustained demand for minerals, metals and coal. Energy demand is expected to increase significantly in the coming decades—placing even more emphasis on supply, security, cost and environmental impact issues.

"This drive for urbanization and modernization, the basics of life in many ways, is unprecedented," said Bob Sherack, product manager supporting growth markets. "Mining is at the very core of that. We think this will be the case for a long time, and that makes it an attractive industry to Caterpillar."

The acquisition of Bucyrus positions Caterpillar to serve the mining industry with more products and services than any other manufacturer in the world. Caterpillar understands the importance of mining and what it means to the world.

"We heard from customers almost daily, 'Please help us in the marketplace,'" said Group President Steve Wunning. "We sat down and looked at it and thought, 'Now is the time.'"

The world needs minerals

Population growth in cities is expected to roughly double—to almost 70 percent of the global population—by 2050. As these new urban dwellers seek to improve their standards of living, countries must build infrastructure to serve the growing demand for reliable power, transportation, housing, clean water and sanitation. As these populations consume more resources, the demand for copper, coal, iron ore and other commodities will rise.

The world needs energy

A variety of new energy and fuel sources are under developmentand in some cases being put to use in limited applications at sites around the world. Caterpillar supports these efforts and is conducting its own research and development into alternative fuels not only for energy but also to power Cat machines.

To meet the energy needs of our growing world, one source continues to make compelling sense: Coal. "Much of the world's continued economic progress depends on maintaining coal as a secure and reliable source of energy," said Luis de Leon, vice president of the Caterpillar Mining Products Division. "We simply don't have the option of turning away from such an abundant energy resource. Instead, we must continue to find ways to process and use coal cleanly and efficiently."

The economy needs mining

Many countries rely on income from the mining industry to support their national economies. In Australia, for example, the mining industry accounts for 8 percent of the national Gross Domestic Product, which translates into billions of dollars each year. The mining industry is also a key employer in a number of countries. It's an industry that hires people with varying skill sets and provides market-competitive wages and benefits.

The industry continues to improve its reputation

Companies are putting even greater focus on the impact their operations have on environments and people. Today's miners are working diligently to reduce the impact of mining on the environment and to change the public perception of what they do.

> "The mining industry is making great strides environmentally and socially," said Chris Curfman, Caterpillar vice president with responsibility for the Mining Sales & Marketing Division. "The new generation of mining professionals is doing impressive work." Most major mining companies have executive-level leadership responsible for safety and sustainable development and are proactively looking for ways to address these topics at both the minesite and corporate levels. Caterpillar, too, embraces the concept of mining efficiently while helping protect the health and safety of miners and mitigating the impact on the environment and the communities in mining areas.

"Our customers are being challenged to do their work more efficiently and with less impact on the environment," said Caterpillar Chairman and CEO Doug Oberhelman. So only by making our customers more sustainable in their respective industries will our own business prosper."

Mining companies need solutions

As the demand for mined minerals grows, so does the need for a broad range of equipment and solutions to support the mining industry. Caterpillar now serves as a one-stop shop for surface and underground mining equipment.

"Our purchase of Bucyrus is a strong statement about our belief in the bright future of the mining industry," said Wunning. "Our customers are working hard to meet the world demand. And we're better able than ever before to support them in that effort."

Caterpillar: Engaged in the mining industry at every level

With the acquisition of Bucyrus, Caterpillar now offers more equipment for mining than any other manufacturer. But the company does a lot more than build iron. Caterpillar is an active partner in the mining industry, working on the issues that are important to mining companies and the communities where they operate.

Bucyrus, too, has made supporting the industry a priority. The company's vision is to have a positive, lasting effect on the world by supporting communities, improving environmental and safety performance, and creating sustainable economic growth.

"This acquisition unites two companies and thousands of dedicated people who are engaged in the mining industry," said Luis de Leon, Caterpillar vice president with responsibility for the Mining Products Division. "We're committed to working with schools, organizations and communities to promote the mining industry, and partnering with our customers to help them mine efficiently and productively. We're also striving to help protect the health and safety of miners, the environment and the communities impacted by mining."

Helping customers protect their greatest asset—their people

Mining customers have considered the safety of their workers a top priority for many years—working at the corporate level and at the mine-site level to improve safety with a goal of zero incidents. This is a goal both Caterpillar and Bucyrus have been committed to helping them achieve. "We are dedicated to the long-term health and safety of those who use our equipment," said Harry Bussmann, product manager for underground mining.

A number of major mining customers participate in and provide resources for a unique collaboration, the Earth Moving Equipment Safety Round Table (EMESRT).

In 2010, EMESRT representatives participated in a forum at the Caterpillar Edwards Demonstration and Learning Center, sharing their knowledge and experience with product group leaders and other stakeholders, and hearing about new features on upcoming models. Bucyrus also hosted EMESRT members at its facility in South Milwaukee, where they discussed health and safety risks for operators and maintenance personnel.

"Both Caterpillar and Bucyrus have always made safety a priority in design," said Ed McCord, product manager for surface hauling. "With EMESRT, we've gained additional insight through design reviews with operators and maintenance technicians. A combination of engineering excellence and direct input from customers produces the best results."

In addition to continually enhancing safety features on mining products like wide stairways, powered ladders, integrated cameras and lockout controls—Caterpillar gathers and shares safety information on the SAFETY. CAT.COM website. The site includes a full range of safety information, including a variety of engaging educational tools that help customers in their efforts to build and maintain safer mine sites.

Helping customers mine right—today and tomorrow

Sustainability—meeting the demands of the present without compromising the ability of future generations to meet their own needs—is a key issue for mining companies. And it's a key issue for Caterpillar, as well. The company has been named to the Dow Jones Sustainability Index for 10 years and has earned recognition as the sustainability leader in the Industrial Engineering sector.

While Bucyrus' public sustainability journey began in recent years, the company has been making great strides in sustainability for much longer. Bucyrus launched its official Sustainability Program in 2009, followed by the release of its inaugural Sustainability Report in 2010.

"Governments, regulatory agencies and the values of both companies direct and encourage us to establish and follow environmentally sound policies and practices in the way we design, engineer and manufacture our products," said McCord. "But we're committed to doing much more than that."

These days, sustainability for Caterpillar and Bucyrus means leveraging technology and innovation to increase efficiency and productivity with less impact on the environment, and helping customers do the same enabling their businesses to become more productive by providing products, services and solutions that use resources more efficiently. At Caterpillar, remanufacturing products and rebuilding components preserves up to 85 percent of the energy expended during the original manufacturing process. New products are designed to do more with less consuming less fluids and fuel to use fewer resources over their lifetimes. The company is also working on a carbon footprint calculation tool and exploring the impact and availability of biodiesel and biomass fuels.

Bucyrus has had a similar focus on equipping products to do more with less—reviewing sources of renewable energy, options to reduce emissions and opportunities for recycling.

"This joint focus on sustainability is another reason Caterpillar and Bucyrus are a natural fit," said Doug Oberhelman, Chairman and CEO. "Our strategy is all about serving our customers. And our customers are asking us how we can help them become more efficient and meet their sustainability challenges. That pull from customers is really all we need, but our people are also pushing us. It's wonderful to see employees get really excited about making our products more sustainable and also making our own operations more efficient."

Internally, Caterpillar has set aggressive operational goals for the year 2020. The company plans to hold water consumption flat, send zero waste to landfills, increase energy efficiency by 25 percent and reduce absolute greenhouse gas emissions by the same number. At the same time, Caterpillar is striving to increase alternative and renewable fuel usage to 20 percent of its

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Caterpillar seeks to address top trends impacting mining customers

The mission of Caterpillar Global Mining is to "be accountable for delivering the best solutions for mining customers." The company's purchase of Bucyrus is an effort to achieve that mission—responding to customers' requests for an expanded product range to better meet their requirements.

"Identifying and understanding customer needs is a way of doing business for Caterpillar," said Dieter Gessner, general manager in the Mining Sales & Marketing Division with responsibility for Europe, Africa, the Middle East and the Commonwealth of Independent States. "To be the company our customers want us to be, we must understand the issues they're facing, trends in the industry, the commodities market, etc."

Caterpillar has developed a list of the top trends in the industry that impact its customers.

Safety

Safety is a top priority for miners around the world. The mining industry promotes safety leadership and accountability and encourages personal involvement from all employees. The industry has banded together to promote safety, and many companies partner with suppliers on the development and enhancement of safety-focused technologies. This focus has driven significant advancements in machine and operator safety.

Sustainable Development

Mining companies face increasing environmental and other regulatory requirements that will bring change in their operations. But they often want to do more than just meet the requirements. Customers have broadened their definitions of sustainability to include issues such as safety, emissions, carbon footprint, energy consumption and water management. They must also engage with the communities where they operate and build community support in order to be successful. They often find themselves providing basic community services such as water, health, electricity and education.

Skilled Resources

A skills crisis is having an effect on the mining industry, and analysts agree the total impact won't be felt for another 10 years. That's when up to half the global work force, currently over the age of 50, is set to retire leaving a void in workers and a gap in professional knowledge that will be

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The Caterpillar acquisition of Bucyrus unites two

iconic companies to create one powerful source for mining products—at a time when mined materials are more important to the world than ever before.

It's an exciting time to be part of the mining industry. It's also an exciting time to be part of Caterpillar. We're financially strong, stable and well-positioned for growth. As we proudly welcome our new employees from Bucyrus, we're creating a team unlike any other in the industry.

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CATERPILLAR. WHEREVER THERE'S MINING, WE'RE THERE.



BUCYRUS AND CATERPILLAR: BUILDING OUR WORLD FOR MORE THAN A CENTURY

Bucyrus Mining Milestones

1880 | Bucyrus Foundry and Manufacturing Company is founded in Bucyrus, Ohio.

1893 | Bucyrus outgrows its Ohio facilities and moves operations to its current location in South Milwaukee, Wisconsin. The name is also changed to Bucyrus Steam Shovel and Dredge Company of Wisconsin.

1894 | Bucyrus introduces the first electric excavating machine.

1910 | With the purchase of manufacturing rights for the Heyworth-Newman dragline excavator, Bucyrus enters the dragline market.

1927 | Bucyrus merges with Erie Steam Shovel Company to become Bucyrus-Erie.

1933 | Bucyrus enters the drill market with the purchase of the Armstrong Drill product line.

1942 | Longwall plowing technology invented by Bucyrus predecessor GEW.

1952 | Bucyrus engineers the first commercially accepted large diameter rotary blasthole drill used in the mining industry.

1981 | Bucyrus introduces the first ever AC-powered electric mining shovel.

1997 | Bucyrus-Erie changes its name to Bucyrus International, Inc.

1997 | Bucyrus acquires Marion Power Shovel Company, the second largest (next to Bucyrus) supplier of draglines in the world.

2004 | Bucyrus stock is publicly traded. Bucyrus also designs the first gearless system for hoist and drag motions.

2007 | Bucyrus acquires DBT, a leading designer, manufacturer and marketer of high technology system solutions for underground coal mining.

2010 | Bucyrus acquires the mining division of Terex.

Bucyrus and Caterpillar. Two iconic companies that have played a role in building our world for more than 100 years. From working on the Panama Canal to being major supporters of the U.S. effort in World War II, the contributions these companies and their generations of employees have made to the mining industry—and the world are immeasurable.

While Caterpillar is excited about moving forward as one company, it's important to recognize the legacy of each company—a legacy of entrepreneurship, a commitment to mining customers and a focus on the mining industry. Caterpillar will build on these individual histories to serve the industry better than either company could alone.

ABOUT BUCYRUS

Bucyrus International, Inc. has been a world leader in the design and manufacture of high productivity mining equipment for surface and underground mining. The company's surface equipment is used for mining coal, copper, iron ore, oil sands and other minerals, and its underground equipment is used primarily for mining coal.

In addition to machine manufacturing, Bucyrus manufactures highquality OEM (original equipment manufacturer) parts and provides world-class support services for its equipment. Bucyrus is headquartered in South Milwaukee, Wisconsin, USA.

The Bucyrus Foundry and Manufacturing Company was formed in Bucyrus, Ohio, in 1880 by Daniel P. Eells, as a foundry and manufacturer of machinery and railroad cars. The company shipped its first railroad steam shovel to Northern Pacific Railroad in 1882, and the name Bucyrus has been synonymous with excavation machinery ever since.

In 1883 the company shipped its first dipper dredge and by 1893 had outgrown its facility and moved operations to South Milwaukee, Wis., where it began doing business as the Bucyrus Steam Shovel and Dredge Company of Wisconsin. The company reorganized in 1896 as The Bucyrus Company and it was during this time that Bucyrus redirected its focus to large, special-purpose excavation machines.

The company entered the dragline market in 1910 with the purchase of the manufacturing rights for the Heyworth-Newman dragline excavator. In 1912 Bucyrus helped pioneer the use of electricity as a power source for large stripping shovels and draglines used in mining. The model "Class 14" dragline was introduced as the first crawler mounted dragline, and over 370 were produced from 1911 to 1937.

A merger in 1911 marked the end of the Bucyrus organization as a family corporation. Bucyrus, Atlantic Equipment Co. and Vulcan Steam Shovel Co. merged to become "Bucyrus Company," a public corporation. The Vulcan acquisition resulted in the first fully revolving shovels that carried the Bucyrus name. By 1925 Bucyrus was the leading manufacturer of excavation equipment in the industry.

In 1927 Bucyrus merged with the Erie Steam Shovel Company, the country's leading manufacturer of small excavators. Three years later, Bucyrus-Erie joined with Ruston & Hornsby, Ltd., a British excavatingmachinery manufacturer, to form Ruston-Bucyrus, Limited. Between 1931 and 1939, Bucyrus' product line expanded to include walking draglines, drills and tractor equipment. In 1933 the company entered the drill market by acquiring the manufacturing rights to the Armstrong Drill product.

From 1942 to 1945, with the outbreak of World War II, Bucyrus dedicated virtually its entire production of excavators to the war effort. Following the war the company invested \$2 million in an expansion program to increase plant capacity. Through the purchase of other companies and their patents, Bucyrus expanded its product line to include contractor-size cranes and excavators, and all-hydraulic truck cranes.

Bucyrus' drill line initiatives began in earnest in 1946 and were successful beyond the company's expectations. More than 11,500 churn drills were sold up to 1984 and many are still in use today. Bucyrus introduced the first large diameter rotary drill used in the mining industry in 1952. This drill, the 50R, earned national fame in 1963 when it was instrumental in rescuing two coal miners trapped in the underground Sheppton Mine in Hazelton, Pa., USA. In the 1960s, new explosives requiring larger drill holes were introduced in the mining industry and Bucyrus developed new drills to meet the need. The company also continued its expansion overseas with joint ventures in Japan, Brazil and Australia.

Acquisitions continued to contribute to Bucyrus' overall success in the dragline marketplace. In 1988 Bucyrus acquired the dragline assets of Ransomes & Rapier Ltd. of England, a significant contributor to dragline development over the years. Less than 10 years later, Bucyrus acquired Marion Power Shovel Company, second only to Bucyrus as a supplier of draglines to the industry. The acquisition further broadened Bucyrus' product line, adding more than 120 operating draglines to the fleet and providing Bucyrus a wealth of technical data relative to design concepts and historical performance of the machine designs. The acquisition put Bucyrus in an ideal position to satisfy customer requirements for large capacity loading tools.

In 1996 the first longwall with a guaranteed production capacity of more than 5 000 tonnes/hr (5,512 tons/ hr) started production in the United States. Just two years later, Bucyrus predecessor DBT installed the world's first longwall face with a length of more than 400 m (1,312 ft).

In 1997 Bucyrus-Erie changed its name to Bucyrus International, Inc. With more than 75 percent of sales and service performed overseas, Bucyrus had established itself as an international leader.

Bucyrus celebrated its 125th anniversary in 2005 and two years later began a series of significant acquisitions. In 2007 the company acquired DBT, a leading designer, manufacturer and marketer of high technology system solutions for underground coal mining, and in 2010 purchased the mining business of Terex Corporation.

Throughout company history, Bucyrus has led the industry in innovative products designed to satisfy the world's toughest earthmoving requirements. Bucyrus has produced more than 60 different dragline models, with total weights of shipped dragline product exceeding 816 million kilograms (1.8 billion pounds).

The company has built over 1,100 draglines and more than 32,000 excavating machines — not including those produced by acquired companies prior to their purchase, which add nearly 70,000 machines to the total. The combined excavator design and manufacturing expertise totals more than 600 years. In addition, Bucyrus has produced more than 13,000 drills since 1933.

Before mining trucks became popular, shovels and tractor-pulled vagons were often used in loadand-haul applications. Bottom right, a Holt 5-Ton tractor pulls wagons being loaded by a Bucyrus shovel. Decades later, right, a Caterpillar RD8 track-type tractor performs the same job.

ABOUT CATERPILLAR

Caterpillar is the world's leading manufacturer of construction and mining equipment, diesel and natural gas engines, industrial gas turbines and dieselelectric locomotives. The company also is a leading services provider through Caterpillar Financial Services, Caterpillar Remanufacturing Services, Caterpillar Logistics Services and Progress Rail Services.

Caterpillar serves the worldwide mining community through its Caterpillar Global Mining organization, headquartered in Oak Creek, Wis., with additional offices in Peoria, Miami, Geneva, Burnie, Beijing, Melbourne and other locations around the world.

The Caterpillar story begins with the inefficiency of wheeled steam tractors used by farmers in California. Although they had been used to plow the fields of California for more than a decade, they had a tendency to get stuck in the damp earth. Manufacturers Daniel Best and Benjamin Holt began looking into potential improvements, experimenting with larger and wider wheels. It was then that Holt had a brilliant idea that would be the birth of the modern tractor: He replaced the large rear wheels of the tractor with a set of tracks.

By the time the Holt track-type tractor entered production in late 1908, gasoline power replaced the steam engines and the tractor was called a "Caterpillar" after the way it moved across the ground. The tractor soon found its way into freighting and logging applications and demand soon outstripped the production capabilities of the main Holt factory in Stockton, California. The Holts decided to expand into a new market by opening a factory in East Peoria, Illinois, in 1910, and the Holt "Caterpillar" tracktype tractor was soon operating around the world.

By this time, Daniel Best had retired and sold his tractor company. But his



son, C. L. Best, started a new company in 1910 and was soon building "Track Layer" track-type tractors that rivaled the Holts' "Caterpillar" design.

Caterpillar Tractor Co. was formed in 1925 and the older Best and Holt companies were merged together under the new organization. The company's first product line consisted of only five tractors.

Following the concept begun by the Holt and Best companies, Caterpillar immediately formed an independent worldwide dealer network to sell and distribute its machines. Cat dealerships developed a reputation for keeping machines running. The firm insisted that its dealers keep a large supply of spare parts available and employ a large service force. Another development in the aftermath of the merger was the shifting of all tractor manufacturing and headquarters operations to East Peoria by the end of 1930.

By 1931 Caterpillar engineers had finally perfected the diesel tractor engine for common use. Previously diesels had been too heavy and undependable for commercial use in a mobile vehicle. The Diesel Sixty Tractor, however, made the diesel the staple engine for heavy-duty vehicles. In 1933, the company's diesel production was double that of all other U.S. firms

gave Caterpillar the impetus to redesign many of its older models, making them more efficient and economical. Sales began to rise and continued to do so throughout the late 1930s, as Caterpillar benefited from the huge road-building projects of President Franklin D. Roosevelt's public works programs.

The company's contributions to World War II were many and varied. In one instance, Caterpillar was asked to convert a gasoline-powered radial airplane engine into a diesel engine and the company's engineers unveiled the new RD-1820 radial diesel engine that would be used to power M-4 Sherman Tanks only a few months later. Caterpillar also set up an aluminum foundry in East Peoria to help ease the shortage of this vital material. In addition to these special projects, Caterpillar was asked to build its standard track-type tractors, motor graders, diesel engines and generator sets in large numbers. These machines and engines worked in battle zones repairing damaged roads, building new ones, bulldozing tank traps, building airport runways, hauling supplies, and powering army bases and hospitals.

In the postwar period, Caterpillar experienced enormous growth because of the massive rebuilding campaigns begun both in Europe and Japan. In the United States itself, demand seemed limitless. Caterpillar could not get its products to customers fast enough. Consequently, it launched an expansion program in 1946 that was the first step toward becoming a truly international firm with a major impact on world industry.

Please see HISTORY, page 10

Caterpillar Mining Milestones

1925 | Caterpillar Tractor Co. is formed and acquires The Holt Manufacturing Company and the C.L. Best Tractor Co.

1931 | The first Caterpillar Diesel Sixty Tractor is produced, incorporating a new efficient power source for track-type tractors.

1955 | The Decatur, III., manufacturing facility (the company's largest) opens for the production of wheel tractors and motor graders.

1959 Cat machines help construct a railroad through an African jungle to open up mining opportunities in the region; many of the machines are used later to mine manganese in the region.

1963 | Caterpillar produces its first off-highway truck—the 769.

1984 | Caterpillar introduces its first mining truck—the 136-tonne (150-ton) 785.

1986 | Caterpillar Tractor Co. changes its name to Caterpillar Inc. in order to more accurately reflect the enterprise's growing diversity.

1998 | The world's largest offhighway mining truck makes its debut at the Caterpillar proving grounds in Arizona.

2000 | Caterpillar completes its purchase of Elphinstone, producer of underground mining loaders and trucks, and forms Caterpillar Underground Mining Pty. Ltd.

2006 | Caterpillar purchases Progress Rail Services Corporation, supplier of railroad and transit system products and services.

2008 | The first Cat AC Electric Drive truck, the 795F-AC, is introduced at MINExpo in Las Vegas.

2009 | Caterpillar produces its 50,000th off-highway truck.

2010 | Caterpillar purchases Electro-Motive Diesel, maker of railroad locomotives and large diesel engines.

2011 | The 10,000th Cat mining truck rolls off the assembly line in Decatur.

2011 | Caterpillar purchases Bucyrus International, Inc., a leading manufacturer of surface and underground mining equipment.

History

(CONTINUED FROM PAGE 9)

In 1950 Caterpillar announced the formation of its first overseas subsidiary, Caterpillar Tractor Company Ltd. of Great Britain. To further accommodate the postwar need for construction and road-building equipment, Caterpillar opened subsidiaries in Brazil in 1954 and Australia in 1955 and soon built plants in both of those countries and another one in Scotland in 1956. In the 1950s, within the United States, Caterpillar built five new factories and opened four new parts distribution centers.

In the 1960s the continuing boom in the construction of highways, dams and mines kept sales increasing rapidly. In 1963 the company produced its first off-highway construction and mining truck. By 1970, employment at Caterpillar was nearly twice that of 10 years prior. In 1974 Caterpillar embarked on another dramatic expansion program, announcing plans to build large additions to three of its U.S. plants and a new manufacturing center in Brazil. In 1975 Caterpillar allocated more funds than ever before for expansion and product development. The company expanded its foreign market at this time by selling pipe-laying equipment to China, a result of the improving relations between China and the United States.

By 1978 the expansion program was paying off. The product line had expanded to the point where Caterpillar offered more heavy-duty

agricultural, construction and materialhauling machines than any other company. In the 1980s, Caterpillar made a strategic decision to pursue leadership of the worldwide mining sector, and introduced its first mining production machine, the 785 truck, in 1984. The world's largest off-highway mining truck—the Cat 797— made its debut at the Caterpillar proving grounds in Arizona in 1998. In 1995, Caterpillar entered the underground mining equipment business by forming a joint venture with Elphinstone Pty. Ltd.; in 2000, the company became a wholly owned subsidiary. Today, with the

acquisition of Bucyrus, Caterpillar offers the industry's broadest line of mining equipment and technology.

In 1998 Caterpillar completed the purchase of LucasVarity plc's Perkins Engines unit, which provided the company with the ability to compete in the fast-growing market for small diesel engines, which were used in compact construction equipment, such as skidsteer loaders. This deal was well-timed in that Caterpillar was in the process of rolling out its own line of new, small-scale construction equipment. By 1998 engine sales accounted for nearly 30 percent of annual revenues,

aided by the acquisition of Krupp MaK Maschinenbau GmbH, a German producer of power generator engines in December 1996.

The Cat equipment product line currently consists of more than 300 machines used in dozens of industries. In addition to tractors, trucks, graders, excavators, scrapers and other heavy machinery used in the construction, mining and forestry industries, Caterpillar also makes diesel and gas engines used in Cat machinery, electric power generation equipment, locomotives and other industrial equipment. Through Caterpillar Financial Services Corporation and

> other subsidiaries, the company offers financing and insurance for its customers and Dealers

In 2010 the company employed more than 104,000 employees, most outside the United States. It serves customers in more than 180 countries, with more than half of its sales outside the United States.

Caterpillar distributes products through a global network of nearly 200 independent dealers. Collectively, Cat Dealers employ more than 125,000 people, operate from about 3,000 locations and support more than 2.1 million machines and engines. Most dealers have been in the business for generations and have built long-term relationships with their customers and communities.

Cat and Bucyrus products have made immeasurable contributions to the mining industry-and the world. Above, a Caterpillar D4600 engine

Top trends

(CONTINUED FROM PAGE 5)

felt throughout the industry. To address this crisis, mining companies are being more aggressive with people and talent retention. They are customizing working arrangements, providing advanced training and working on ways to better attract and retain people.

Globalization

As mining companies look to expand their portfolio of assets, the search for commodities expands beyond the normal developed regions of the world. Mining companies are looking for reserves in non-traditional locations such as Mozambique, Botswana and Mongolia. Operating in these locations creates a number of significant challenges such as finding skilled workers, building infrastructure and practicing sustainable development. Also, many countries are taking steps to nationalize their own resources by safeguarding their supplies and reducing the exports of natural resources.

Infrastructure

The need for new infrastructure in developing markets-and for rebuilding in established markets—is a driving factor in the demand for commodities. At the same time, mining in developing regions is difficult because good infrastructure does not exist. In many cases, they must invest in and build their own infrastructure, or partner with other entities to construct airports, railways, waterways and ports. Some companies must invest in power plants to help ensure they have the energy needed to operate.

Shift to Underground

Developed mining projects are moving underground to tap into deeper ore bodies. In addition to opening up new commodity resources, this trend also has a positive sustainability aspect because underground mining has less environmental impact. Another driver of the trend toward underground mining is the need for coal-an important part of helping satisfy the world's growing need for energy.

Energy

powers a Bucyrus Erie crane, which is being used to build a sea wall in Rio de Janeiro, Brazil, in 1949.

Mining companies are dealing with many issues they haven't had to address in the past, such as water shortages, enhanced environmental regulations and energy shortages. Energy issues are significant and will require mining companies to consider a number of options, such as developing their own power generation facilities, managing carbon offsets and adopting new technologies that control carbon and allow the switch between coal and gas. Mining companies are also looking for new energy alternatives such as liquefied natural gas (LNG), thermal, wind and solar power.

Technology

Customers are seeking to improve their operations by adopting and integrating technological advances. Existing equipment and materials management technologies are just now gaining strength and acceptance. Some customers are seeing significant returns and value associated with these investments.

Access to Capital

While the financial crisis of 2009 is over, some mining companies are still having trouble securing financing. Traditional lenders in many developed nations have abandoned the mining industry or have new terms that are not commercially viable. New capital provided from the highest demand areas (North Asia, China, Korea and Japan) is playing a bigger role in project financing.

Financial Performance

Customers are paying even closer attention to operational efficiencies and process improvements that reduce costs, increase production and can be sustained for the long term. They're striving to better position themselves for the cyclical nature of the mining business and will need to manage their costs and risks more effectively than ever before. Ever-changing political and governmental issues—which can make it more costly to access resources-also present a risk and impact financial performance for mining companies.



Wherever you go in the mining world, you'll find Caterpillar. From underground coal mines in China to surface gold mines in Mali to the oil sands of Canada, our products are hard at work. And our people are right there, too-building and supporting products, training operators, helping our customers mine more profitably, and working with schools, organizations and communities. As industry leaders, we are engaged in the mining industry at every level.

Wherever there's drilling and digging, loading and hauling, grading and dozing.

- Wherever there are products to support, parts to deliver or operators to train.
- Wherever there's research to conduct, innovations to discover or machines to improve.
- Wherever there are miners to protect and environments to preserve.

WHEREVER THERE'S MINING, WE'RE THERE.

Engaged

(CONTINUED FROM PAGE 5)

energy needs. Safety is a key focus area, with goals for dramatic improvements in workplace safety. The same holds true for Bucyrus, which has challenged employees to cut safety incident rates in half.

Strategic philanthropy is an essential component of each company's sustainability initiatives. In 2010, Bucyrus made monetary contributions of over \$2 million to communities around the world, launching a Mobile Dental Hygiene Unit and providing lapdesks to students in Southern Africa, and participating in its first United Way Campaign. The Caterpillar Foundation makes sustainable progress possible via programs in the areas of Sustainable Humanity, Sustainable Education and Sustainable Environment. It has invested nearly \$500 million since its inception in 1954, including an employee matching gift program.

Supporting the industry through education

Caterpillar believes that education is an important aspect of supporting the mining industry. One of the company's goals is to share knowledge with customers and provide educational materials and tools they can use to improve their own operations, train their employees, promote the industry and teach others about the importance of mining to the world.

In 2008 Caterpillar produced "Ground Rules: Mining Right for a Sustainable Future," a documentary film that follows the development of new and operating mines as geologists, engineers and mine managers tackle complex problems. The film draws on the experiences and achievements of other mine sites to illustrate creative and core concepts of sustainable development and social responsibility.



In addition to the film, Caterpillar offers 75 professionally-developed lesson plans available free at cat.com/groundrules, covering topics such as Mining, Geology, Minerals and Everyday Life, Mining Processes.

"Ground Rules" premiered at MINExpo 2008 and is the successor to the popular film "Common Ground: Modern Mining and You." It may be viewed online or ordered free on DVD from cat.com/groundrules. It is available in English, Spanish and French, as well as English with Chinese subtitles (online only).

Committed to employee safety

Sustainability is about more than creating environmentally advantageous technologies or using resources more efficiently. The sustainability journey is also focused on employee safety and creating and maintaining a safe work environment. And while Caterpillar and Bucyrus safety initiatives go by different names-Vision Zero and Zero Harm, respectively-both strive for the same end goal: Creating and maintaininga safe work environment for employees.

To drive improvement and awareness of safety initiatives across the enterprise, both Caterpillar and Bucyrus have teams of Environmental, Health & Safety (EHS) professionals. Bucyrus hosted its first EHS global conference in 2010, uniting 35 staff members from around the world to discuss safety standards, training and sustainability, while sharing best practices.

Both companies encourage employees to take an active role in the safety journey. At Bucyrus, over 450 employees participate on safety committees across all operations to discuss safety concerns and areas for improvement. Similarly, both companies' use of lean manufacturing principles has encouraged employees to point out and address safety issues in their own work areas.

While there is still work to be done, both companies have made considerable progress on their safety journeys. In 2010, Bucyrus employees:

- Completed over 60,000 hours of safety training.
- Increased their hours worked by 26 percent.
- Decreased the total incident rate by 32 percent.
- Decreased the lost-time incident rate by 21 percent.

Similarly, Caterpillar Recordable Injury Frequency and Lost-Time Case Frequency indicators have improved significantly since 2006, holding relatively flat from 2009 to 2010. In 2010, 120 of 298 reporting facilities ended the year with zero recordable injuries.

Brian Beer, sustainability manager, is excited for the opportunities ahead. "The safety of our people is primary in everything we do. Bringing together two companies, both of which have an intense focus on employee safety, will allow us to leverage the best safety practices across both organizations, continuously improving the safety of our work environments. When employees are safe, our customers, company and shareholders all benefit."

MORE FOR MINING

CATERPILLAR **OFFERS WIDE VARIETY OF VALUE-ADDED SERVICES**

The Cat mining product line, now the broadest in the industry, is backed by the power of Caterpillar-a Fortune 100 company that provides many value-added services for mining customers around the world.

Because we are a part of Caterpillar, we're able to offer A-to-Z services and solutions for mining customers," said John Oliver, general manager in the Mining Sales & Marketing division with responsibility for Latin America. "Like financing to help them get the most out of their investment and on-site expertise to help make their operations as efficient and productive as possible,"

CATERPILLAR SERVICES INCLUDE:

Cat Financial, a wholly-owned subsidiary of Caterpillar Inc. that provides financing services to mining customers around the world.

Cat Insurance, which offers a variety of equipment insurance programs and is supported by a staff of risk management and insurance experts who develop and manage programs.

Cat World Trade, which provides customers an alternate means of purchasing the equipment they need through innovative, nontraditional trade arrangements made possible by the company's global footprint and business relationships.

Power Generation, which provides a variety of emergency, prime and continuous power equipmentfrom diesel and gas generator sets to uninterruptible power supplies.

Rail services and equipment, provided through the Caterpillar wholly owned subsidiary Progress Rail Services Corporation and its acquisition of Electro-Motive Diesel.

Cat Used and Certified Used Equipment, an affordable alternative to new machines and engines, including trucks, tracktype tractors, graders and loaders.

Cat Rental Store, which offers daily, weekly and monthly rentals on a wide variety of equipment.



ABOUT THE ACQUISITION

Why did Caterpillar acquire Bucyrus?

The transaction combines two widely recognized and respected brandsboth with deep expertise in mining and strong customer relationships to provide mining companies with a highly complementary product line that better meets their increasingly complex requirements. The acquisition allows Caterpillar to capitalize on the continued economic growth, increasing urbanization and the need for improved infrastructure experienced by many emerging markets, as well as a robust, long-term outlook for commodity demand.

What products do we now manufacture?

Bucyrus brings to the company a broad product portfolio of surface and underground mining equipment, including electric rope shovels, draglines, hydraulic shovels, drills, trucks and highwall miners; longwall mining equipment (e.g., roof supports, plow systems, shearers, conveyors and automation systems); room and pillar equipment (e.g., continuous miners and transportation utility vehicles); and belt systems.

The Cat equipment product line consists of more than 300 machines

used in dozens

of industries. In addition to tractors, trucks, graders, excavators, scrapers, and other heavy machinery used in the construction, mining and forestry industries, Caterpillar also makes diesel and gas engines used in Cat machinery, electric power generation equipment, locomotives and other industrial equipment.

While mining customers purchase a wide variety of Cat equipment to support operations, the primary mining products are large mining trucks, large wheel loaders, large track-type tractors, large wheel dozers, wheel tractor-scrapers, large motor graders, and underground Load-Haul-Dump (LHD) machines and articulated trucks.

Why is this acquisition good for mining customers?

The acquisition positions Caterpillar to better serve its current mining customers, who have been asking Caterpillar to expand its range of products and services to better meet their increasingly complex requirements. The acquisition also reflects the company's belief in the bright future of the mining industry and demonstrates to customers that the company is committed to the mining industry.

How many people do we employ?

worldwide. The Caterpillar facilities that support the mining industry are noted on the map above.

new headquarters in Oak Creek, Wisconsin, USA. Caterpillar Inc. is headquartered in Peoria. Its manufacturing, marketing, logistics, service, R&D and related facilities, along with dealer locations, total more than 500 locations

In 2010, Caterpillar employed almost 104,000 people; of those, about 1,250 are employed by the Caterpillar Global Mining organization. Bucyrus employees total about 10,000. An additional 125,000 people are employed by Cat Dealers around the world.

How is Caterpillar Global Mining organized?

Group President Steve Wunning has responsibility for Resource Industries, which includes the Caterpillar Global Mining organization. Three Caterpillar vice presidents support the organization: Chris Curfman, Mining Sales & Marketing Division; Luis de Leon, Mining Products Division; and Dave Bozeman, Integrated Manufacturing Operations Division.

The Caterpillar Mining Organization has three primary divisions:

- Mining Sales & Marketing Division, which focuses on global marketing strategy, maintaining and enhancing customer relationships, and ensuring future growth opportunities.
- Mining Products Division, which is responsible for overall product

strategy development, product design and product sourcing.

 Integrated Manufacturing Operations Division, which supports manufacturing operations for mining products in addition to the manufacturing of other Cat products.

Several other divisions will support the mining business, including the Advanced Components & Systems, Large Power Systems, Core Components, and Parts Distribution & Logistics divisions.

Will we have a new website?

Companies looking for Cat mining products will now have access to a dedicated website that represents the Caterpillar brand as a mining company. The new sitemining.cat.com-fits within the Caterpillar corporate web framework but is also a stand-alone site with a separate home page that speaks directly to the mining audience. Cat mining products and information will continue to be featured on the Cat products website-cat.com. The corporate website-caterpillar.comgives more visibility to company information, such as news, investor relations' information, career opportunities and media resources.

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