

# CLARK EQUIPMENT CO /DE/

## FORM PREN14A

(Proxy Statements not involving Contested Solicitations (preliminary))

Filed 4/3/1995 For Period Ending 4/3/1995

Address	100 N MICHIGAN ST PO BOX 7008 SOUTH BEND, Indiana 46634
Telephone	219-239-0100
CIK	0000109710
Fiscal Year	12/31

SOLICITING MATERIALS

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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of  
1934]

Filed by Registrant [ ]  
Filed by a Party Other than Registrant [x]

Check the Appropriate Box:  
[ ] Preliminary Proxy Statement  
[ ] Confidential, for Use of the Commission Only (as permitted by Rule  
14a-6(e)(2))  
[ ] Definitive Proxy Statement  
[ ] Definitive Additional Materials  
[X] Soliciting Material Pursuant to Sec.240.14a-11(c) or Sec.240.14a-12

**CLARK EQUIPMENT COMPANY**  
(Name of Registrant as Specified In Its Charter)

**INGERSOLL-RAND COMPANY AND CEC ACQUISITION CORP.**  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**Payment of Filing Fee (Check Appropriate Box):**

[ ] \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1) or 14a-6(i)(2) or

Item 22(a)(2) of Schedule 14A.

[X] \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i)(3).

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each Class of Securities to which transaction applies:

2) Aggregate Number of Securities to which transaction applies:

3) Per unit price or the underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

[X] Fee paid previously with preliminary materials.\*

[X] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing:

1) Amount previously paid: \$500.00

2) Form, Schedule or Registration Statement No.: 001-05646

3) Filing Party: INGERSOLL-RAND COMPANY AND CEC ACQUISITION CORP.

4) Date Filed: April 3, 1995

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\* \$500 fee paid previously in connection with the filing of materials pursuant to Section 240.14a-6(a) on April 3, 1995.

[Logo] [Logo Address]

April 3, 1995

To the Stockholders of  
Clark Equipment Company

On March 28, 1995, Ingersoll-Rand Company made public its proposal to acquire Clark Equipment Company in a cash merger transaction at a price of between \$75.00 and \$77.00 per share. Clark's Board of Directors rejected our proposal and advised us of its "long-standing" position that Clark is not for sale. On April 3, 1995, Ingersoll-Rand commenced a tender offer to acquire all outstanding shares of Clark common stock at \$77.00 per share in cash (the "Tender Offer"). The Tender Offer price represents a 52% premium over the closing price of Clark common stock on March 14, 1995, the day before Ingersoll-Rand first conveyed its acquisition proposal to Clark.

On April 3, 1995, Ingersoll-Rand also delivered a notice to Clark nominating seven individuals for election as directors of Clark at Clark's annual meeting of stockholders scheduled for May 9, 1995. Ingersoll-Rand intends to solicit proxies from Clark's stockholders to elect Ingersoll-Rand's nominees at the annual meeting in place of Clark's existing directors in order to insure that the Board will take all necessary actions (subject to directors' fiduciary duties) to approve and effectuate the consummation of the Tender Offer.

All of Ingersoll-Rand's nominees are committed to a sale or merger of Clark at a price of not less than \$77.00 per share of Clark common stock.

We will soon be mailing to you Ingersoll-Rand's proxy materials, which will contain information about Ingersoll-Rand's nominees and the reasons why their election to Clark's Board is in your best interests. We urge you NOT to return any WHITE proxy card that you have received from Clark to either Clark or its agents before you have reviewed Ingersoll-Rand's proxy materials.

Sincerely yours,

**INGERSOLL-RAND COMPANY**

## ANNEX

Ingersoll-Rand Company ("Ingersoll-Rand") and its wholly owned subsidiary CEC Acquisition Corp. ("Acquisition") will be soliciting proxies for the 1995 annual meeting (the "Annual Meeting") of stockholders of Clark Equipment Company ("Clark") for the election of the following nominees of Ingersoll-Rand (the "Ingersoll-Rand Nominees") to the Clark Board of Directors: Robert N. Flint, Clyde H. Folley, William G. Kuhns, Donald C. Lowe, Allan D. Nichols, Donald E. Procknow and Willis A. Strauss.

The following individuals (the "Ingersoll-Rand Participants"), all of whom are directors or executive officers of Ingersoll-Rand or Acquisition, may be deemed participants in the solicitation of proxies for the election of the Ingersoll-Rand Nominees on behalf of Ingersoll-Rand and Acquisition:

James E. Perrella (Chairman, President and Chief Executive Officer and Director of Ingersoll-Rand), Thomas F. McBride (Senior Vice President and Chief Financial Officer of Ingersoll-Rand; President and Director of Acquisition), William G. Mulligan (Executive Vice President of Ingersoll-Rand; Director of Acquisition), J. Frank Travis (Executive Vice President of Ingersoll-Rand), William J. Armstrong (Vice President and Treasurer of Ingersoll-Rand; Treasurer of Acquisition), Patricia Nachtigal (Vice President and General Counsel of Ingersoll-Rand; Vice President, Assistant Secretary and Director of Acquisition) and Ronald G. Heller (Secretary and Assistant General Counsel of Ingersoll-Rand; Secretary of Acquisition).

Ingersoll-Rand beneficially owns an aggregate of 274,200 shares of Common Stock, par value \$7.50 per share, of Clark ("Shares") held in the name of Cede & Co. Mr. Mulligan currently owns 2,000 Shares. Other than as set forth above and in the attached letter, none of Ingersoll-Rand, Acquisition or (to the knowledge of Ingersoll-Rand and Acquisition) any of the Ingersoll-Rand Nominees or Ingersoll-Rand Participants has any interest, direct or indirect, by security holdings or otherwise, in Clark or in any matter to be acted upon at the Annual Meeting.

Merrill Lynch & Pierce, Fenner & Smith Incorporated ("Merrill Lynch") is acting as dealer manager in connection with the Tender Offer described in the attached letter and as Ingersoll-Rand's financial advisor in connection with the proposed acquisition of Clark. To date, Ingersoll-Rand has paid Merrill Lynch a fee of \$950,000. Ingersoll-Rand has agreed to pay Merrill Lynch an additional fee of \$4,450,000 upon the consummation of the Tender Offer or a merger or other business combination with, or acquisition of 50% or more of the Shares or of all or substantially all of the assets of, Clark. Ingersoll-Rand and Acquisition will also reimburse Merrill Lynch for reasonable out-of-pocket expenses, including reasonable attorneys' fees, and have also agreed to indemnify Merrill Lynch against certain liabilities under the federal securities laws. Merrill Lynch may from time to time render various investment banking services to Ingersoll-Rand and its affiliates for which it would be paid customary fees. In connection with Merrill Lynch's engagement as financial advisor, Ingersoll-Rand anticipates that employees of Merrill Lynch may communicate in person, by telephone or otherwise with a limited number of institutions, brokers or other persons who are Clark stockholders for the purpose of assisting in the solicitation of proxies for the Annual Meeting, and in such capacities the following employees (the "Merrill Lynch Participants") of Merrill Lynch may be deemed participants in the solicitation of proxies for the election of the Ingersoll-Rand Nominees on behalf of Ingersoll-Rand and Acquisition: Jack Levy (Managing Director - Investment Banking Group), Paul A. Stefanick (Director - Investment Banking Group) and J. Russell Crafton (Associate - Investment Banking Group). Merrill Lynch will not receive any additional fee for or in connection with such activities apart from the fees which it is otherwise entitled to receive as described above.

Merrill Lynch, in the ordinary course of its business, maintains customary arrangements and effects transactions in the securities of Clark for the accounts of its customers. On March 28, 1995, as a result of its engagement by Ingersoll-Rand, Merrill Lynch restricted its proprietary and customer trading in the securities of Clark (although it may still execute program trades for customers on an unsolicited agency basis). Other than as set forth above, to the knowledge of Ingersoll-Rand and Acquisition, none of Merrill Lynch or any of the Merrill Lynch Participants has any interest, direct or indirect, by security holdings or otherwise, in Clark or any matter to be acted upon at the Annual Meeting.

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**End of Filing**

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