

CATERPILLAR INC. ANNUAL MEETING TO BE HELD ON 06/08/11 AT 01:30 P.M. CDT  
 FOR HOLDERS AS OF 04/11/11 \*ISSUER CONFIRMATION COPY - INFO ONLY \*

3 1-0001

THIS FORM IS PROVIDED FOR INFORMATIONAL  
 PURPOSES ONLY. PLEASE DO NOT USE IT FOR  
 VOTING PURPOSES.

149123101

**DIRECTORS**

DIRECTORS RECOMMEND: A VOTE FOR ELECTION OF THE FOLLOWING NOMINEES 0010100

- 1 - 01-DAVID L. CALHOUN, 02-DANIEL M. DICKINSON, 03-EUGENE V. FIFE,
- 04-JUAN GALLARDO, 05-DAVID R. GOODE, 06-JESSE J. GREENE, JR.,
- 07-PETER A. MAGOWAN, 08-DENNIS A. MUILENBURG, 09-DOUGLAS R. OBERHELMAN,
- 10-WILLIAM A. OSBORN, 11-CHARLES D. POWELL, 12-EDWARD B. RUST, JR.,
- 13-SUSAN C. SCHWAB, 14-JOSHUA I. SMITH, 15-MILES D. WHITE

**PROPOSAL(S)**

- 2 - RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.
- 3 \*- APPROVE AMENDED AND RESTATED CATERPILLAR INC. EXECUTIVE SHORT-TERM INCENTIVE PLAN.
- 4 \*- ADVISORY VOTE ON EXECUTIVE COMPENSATION.
- 5 \*- ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.

DIRECTORS RECOMMEND A VOTE "AGAINST" FOR PROPOSALS 6, 7, 8, 9, 10, 11 AND 12.

- 6 \*- STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS AND EXPENSES.
- 7 \*- STOCKHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK.
- 8 \*- STOCKHOLDER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD.
- 9 \*- STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS.
- 10 \*- STOCKHOLDER PROPOSAL - INDEPENDENT CHAIRMAN OF THE BOARD.
- 11 \*- STOCKHOLDER PROPOSAL - REVIEW GLOBAL CORPORATE STANDARDS.
- 12 \*- STOCKHOLDER PROPOSAL - DEATH BENEFITS POLICY.

\*NOTE\* SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

**DIRECTORS RECOMMEND**

- FOR >>>> 0010200
- FOR >>>> 0029102
- FOR >>>> 0029440
- 1YR >>>> 0029414
- AGN >>>> 0061200
- AGN >>>> 0060200
- AGN >>>> 0060315
- AGN >>>> 0060100
- AGN >>>> 0066001
- AGN >>>> 0061000
- AGN >>>> 0061214

FOLD AND DETACH HERE

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON 06/08/11 FOR CATERPILLAR INC.  
 THE FOLLOWING MATERIAL IS AVAILABLE AT WWW.PROXYVOTE.COM \*\* | \*\*  
 - PROXY MATERIALS

2 -I -S  
 DIRECTORS  
 (MARK "X" FOR ONLY ONE BOX)

- FOR ALL NOMINEES
- WITHHOLD ALL NOMINEES
- WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE. WRITE NUMBER(S) OF NOMINEE(S) BELOW.

USE NUMBER ONLY

FOR AGN ABS PLEASE INDICATE YOUR PROPOSAL SELECTION BY FIRMLY PLACING AN "X" IN THE APPROPRIATE NUMBERED BOX WITH BLUE OR BLACK INK  
 FOR AGN ABS SEE VOTING INSTRUCTION NO. 2 ON REVERSE  
 FOR AGN ABS A/C:

1YR 2YR 3YR ABS  
    149123101

PLACE "X" HERE IF YOU PLAN TO ATTEND AND VOTE YOUR SHARES AT THE MEETING

FOR AGN ABS  
 FOR AGN ABS  
 FOR AGN ABS  
 FOR AGN ABS  
 FOR AGN ABS  
 FOR AGN ABS  
 FOR AGN ABS



51 MERCEDES WAY  
 EDGEWOOD NY 11717

CATERPILLAR INC.  
 ATTN: JONI J. FUNK  
 100 N.E. ADAMS STREET  
 PEORIA, IL 61629-6490



041

P06196

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3



FOLD AND DETACH HERE

SIGNATURE(S)

DATE

Proxy Services  
P.O. Box 9175  
Farmingdale NY 11735-9852

WRONG WAY

P.O. Box 9175

Fold and Detach Here

Please ensure you fold then detach and retain this portion of the Voting Instruction Form

Fold and Detach Here

## VOTING INSTRUCTIONS

TO OUR CLIENTS:

WE HAVE BEEN REQUESTED TO FORWARD TO YOU THE ENCLOSED PROXY MATERIAL RELATIVE TO SECURITIES HELD BY US IN YOUR ACCOUNT BUT NOT REGISTERED IN YOUR NAME. ONLY WE AS THE HOLDER OF RECORD CAN VOTE SUCH SECURITIES. WE SHALL BE PLEASED TO VOTE YOUR SECURITIES IN ACCORDANCE WITH YOUR WISHES, IF YOU WILL EXECUTE THE FORM AND RETURN IT TO US PROMPTLY IN THE ENCLOSED BUSINESS REPLY ENVELOPE. IT IS UNDERSTOOD THAT IF YOU SIGN WITHOUT OTHERWISE MARKING THE FORM YOUR SECURITIES WILL BE VOTED AS RECOMMENDED BY THE BOARD OF DIRECTORS ON ALL MATTERS TO BE CONSIDERED AT THE MEETING.

FOR THIS MEETING, THE EXTENT OF OUR AUTHORITY TO VOTE YOUR SECURITIES IN THE ABSENCE OF YOUR INSTRUCTIONS CAN BE DETERMINED BY REFERRING TO THE APPLICABLE VOTING INSTRUCTION NUMBER INDICATED ON THE FACE OF YOUR FORM.

FOR MARGIN ACCOUNTS, IN THE EVENT YOUR SECURITIES HAVE BEEN LOANED OVER RECORD DATE, THE NUMBER OF SECURITIES WE VOTE ON YOUR BEHALF HAS BEEN OR CAN BE ADJUSTED DOWNWARD.

PLEASE NOTE THAT UNDER A RULE AMENDMENT ADOPTED BY THE NEW YORK STOCK EXCHANGE FOR SHAREHOLDER MEETINGS HELD ON OR AFTER JANUARY 1, 2010, BROKERS ARE NO LONGER ALLOWED TO VOTE SECURITIES HELD IN THEIR CLIENTS' ACCOUNTS ON UNCONTESTED ELECTIONS OF DIRECTORS UNLESS THE CLIENT HAS PROVIDED VOTING INSTRUCTIONS (IT WILL CONTINUE TO BE THE CASE THAT BROKERS CANNOT VOTE THEIR CLIENTS' SECURITIES IN CONTESTED DIRECTOR ELECTIONS). CONSEQUENTLY, IF YOU WANT US TO VOTE YOUR SECURITIES ON YOUR BEHALF ON THE ELECTION OF DIRECTORS, YOU MUST PROVIDE VOTING INSTRUCTIONS TO US. VOTING ON MATTERS PRESENTED AT SHAREHOLDER MEETINGS, PARTICULARLY THE ELECTION OF DIRECTORS IS THE PRIMARY METHOD FOR SHAREHOLDERS TO INFLUENCE THE DIRECTION TAKEN BY A PUBLICLY-TRADED COMPANY. WE URGE YOU TO PARTICIPATE IN THE ELECTION BY RETURNING THE ENCLOSED VOTING INSTRUCTION FORM TO US WITH INSTRUCTIONS AS TO HOW TO VOTE YOUR SECURITIES IN THIS ELECTION.

IF YOUR SECURITIES ARE HELD BY A BROKER WHO IS A MEMBER OF THE NEW YORK STOCK EXCHANGE (NYSE), THE RULES OF THE NYSE WILL GUIDE THE VOTING PROCEDURES. THESE RULES PROVIDE THAT IF INSTRUCTIONS ARE NOT RECEIVED FROM YOU PRIOR TO THE ISSUANCE OF THE FIRST VOTE, THE PROXY MAY BE GIVEN AT DISCRETION OF YOUR BROKER (ON THE TENTH DAY, IF THE MATERIAL WAS MAILED AT LEAST 15 DAYS PRIOR TO THE MEETING DATE OR ON THE FIFTEENTH DAY, IF THE PROXY MATERIAL WAS MAILED 25 DAYS OR MORE PRIOR TO THE MEETING DATE). IN ORDER FOR YOUR BROKER TO EXERCISE THIS DISCRETIONARY AUTHORITY, PROXY MATERIAL WOULD NEED TO HAVE BEEN MAILED AT LEAST 15 DAYS PRIOR TO THE MEETING DATE.

AND ONE OR MORE OF THE MATTERS BEFORE THE MEETING MUST BE DEEMED "ROUTINE" IN NATURE ACCORDING TO NYSE GUIDELINES. IF THESE TWO REQUIREMENTS ARE MET AND YOU HAVE NOT COMMUNICATED TO US PRIOR TO THE FIRST VOTE BEING ISSUED, WE MAY VOTE YOUR SECURITIES AT OUR DISCRETION ON ANY MATTERS DEEMED TO BE ROUTINE. WE WILL NEVERTHELESS FOLLOW YOUR INSTRUCTIONS, EVEN IF OUR DISCRETIONARY VOTE HAS ALREADY BEEN GIVEN, PROVIDED YOUR INSTRUCTIONS ARE RECEIVED PRIOR TO THE MEETING DATE.

THE FOLLOWING INSTRUCTIONS PROVIDE SPECIFICS REGARDING THE MEETING FOR WHICH THIS VOTING FORM APPLIES.

### **INSTRUCTION 1**

ALL PROPOSALS FOR THIS MEETING ARE CONSIDERED "ROUTINE". WE WILL VOTE IN OUR DISCRETION ON ALL PROPOSALS, IF YOUR INSTRUCTIONS ARE NOT RECEIVED.

IF YOUR SECURITIES ARE HELD BY A BANK, YOUR SECURITIES CANNOT BE VOTED WITHOUT YOUR SPECIFIC INSTRUCTIONS.

### **INSTRUCTION 2**

IN ORDER FOR YOUR SECURITIES TO BE REPRESENTED AT THE MEETING ON ONE OR MORE MATTERS BEFORE THE MEETING, IT WILL BE NECESSARY FOR US TO HAVE YOUR SPECIFIC VOTING INSTRUCTIONS.

IF YOUR SECURITIES ARE HELD BY A BANK, YOUR SECURITIES CANNOT BE VOTED WITHOUT YOUR SPECIFIC INSTRUCTIONS.

### **INSTRUCTION 3**

IN ORDER FOR YOUR SECURITIES TO BE REPRESENTED AT THE MEETING, IT WILL BE NECESSARY FOR US TO HAVE YOUR SPECIFIC VOTING INSTRUCTIONS.

### **INSTRUCTION 4**

WE HAVE PREVIOUSLY SENT YOU PROXY SOLICITING MATERIAL PERTAINING TO THE MEETING OF SHAREHOLDERS OF THE COMPANY INDICATED. ACCORDING TO OUR LATEST RECORDS, WE HAVE NOT AS OF YET RECEIVED YOUR VOTING INSTRUCTION ON THE MATTERS(S) TO BE CONSIDERED AT THIS MEETING AND THE COMPANY HAS REQUESTED US TO COMMUNICATE WITH YOU IN AN ENDEAVOR TO HAVE YOUR SECURITIES VOTED.

\*\*IF YOU HOLD YOUR SECURITIES THROUGH A CANADIAN BROKER OR BANK, PLEASE BE ADVISED THAT YOU ARE RECEIVING THE VOTING INSTRUCTION FORM AND MEETING MATERIALS, AT THE DIRECTION OF THE ISSUER. EVEN IF YOU HAVE DECLINED TO RECEIVE SECURITY- HOLDER MATERIALS, A REPORTING ISSUER IS REQUIRED TO DELIVER THESE MATERIALS TO YOU. IF YOU HAVE ADVISED YOUR INTERMEDIARY THAT YOU OBJECT TO THE DISCLOSURE OF YOUR BENEFICIAL OWNERSHIP INFORMATION TO THE REPORTING ISSUER, IT IS OUR RESPONSIBILITY TO DELIVER THESE MATERIALS TO YOU ON BEHALF OF THE REPORTING ISSUER.

THESE MATERIALS ARE BEING SENT AT NO COST TO YOU.