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APR 16 2003

**Notice of Facility Closing
Governmental Notice**

WORKFORCE TRANSITION

While the Company does not believe it is under any obligation to do so, this notice is being provided pursuant to the voluntary compliance provision of the Worker Adjustment and Retraining Notification Act of 1988 (the "WARN Act"), 29 U.S.C. §2106. The WARN Act requires certain employers under certain circumstances to give official notice to affected employees of a pending facility shutdown.

Ingersoll International, Inc (the "Company") recently has been faced with extremely difficult financial circumstances in its United States ("U.S") operations. In order to continue operations, we have been working earnestly to secure additional capital for the Company as part of a proposed transaction with a prospective buyer. Unfortunately, on Monday, April 14, 2003, it was confirmed that our potential buyer was unwilling to go forward with the transaction. As a result, the Company does not have, nor is it now likely to obtain, the working capital necessary to continue operating. Due to this rapid and surprising turn of events, each of the Company's U.S. facilities, located at the following addresses, will be closed:

Ingersoll International, Inc
Ingersoll Milling Machine Co.
707 Fulton Avenue,
Rockford, Illinois 61103

Ingersoll Contract Manufacturing
5602 Pike Road
Loves Park, Illinois 61111

Ingersoll CM Systems
3505 Centennial Drive,
Midland, Michigan, 48642

This closure is expected to be permanent and will commence immediately. Accordingly, all positions and jobs at these facilities will be eliminated immediately. It is anticipated that 370 employees will be affected by the closure. A list of affected positions is attached to the notice.

On account of the fact that until April 14, 2003, we were actively seeking capital to continue the business, pursuant to 29 U.S.C. §2102(b)(1), we are unable to provide you or our employees with 60-day's notice prior to the closure. We hope, however, to accomplish this closure with the least possible disruption to the lives of our employees and the community. Should any changes occur that may result in an employment opportunity for any employees affected by this closure, we will attempt to notify those employees at the earliest time possible. Please understand, however, that we can make no promises or predictions in this regard.

If you should have any questions concerning this notice or the impending closure, please contact Kelli Boehle, the Company's Director of Human Resources at 815-987-6316.