

OSHKOSH TRUCK CORP  
Form DEF 14A  
December 20, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. \_\_ )**

Filed by the Registrant ☐ Filed by a Party other than the Registrant ☐

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
- ☐ Soliciting Material Pursuant to §240.14a-12

**OSHKOSH TRUCK CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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☒ No fee required.

☐ 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:

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## Oshkosh Truck Corporation

December 20, 2005

Dear Fellow Oshkosh Truck Shareholder:

You are cordially invited to attend our Annual Meeting of Shareholders on Tuesday, February 7, 2006 at 10:00 a.m. (Central Standard Time) at the Fox Cities Performing Arts Center, 400 West College Avenue, Appleton, Wisconsin.

**Please note that the location of this Annual Meeting has changed from the location of previous years' annual meetings.**

At the Annual Meeting, we will ask you to (1) elect eleven directors, (2) ratify the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as the Company's independent auditors for the fiscal year ending September 30, 2006, and (3) take action upon any other business as may properly come before the Annual Meeting.

We also will review the progress of the Company during the past year and answer your questions.

This booklet includes the Notice of Annual Meeting and Proxy Statement. The Proxy Statement describes the business that we will conduct at the Annual Meeting. It also provides information about the Company that you should consider when you vote your shares.

**It is important that your stock be represented at the Annual Meeting. Whether or not you plan to attend the Annual Meeting in person, we hope that you will vote on the matters to be considered by completing and mailing the enclosed proxy card in the return envelope.**

Sincerely,

Robert G. Bohn

Chairman, President and Chief Executive Officer

Bryan J. Blankfield

Executive Vice President, General Counsel  
and Secretary

## Oshkosh Truck Corporation

December 20, 2005

### NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The 2006 Annual Meeting of Shareholders of Oshkosh Truck Corporation will be held at the **Fox Cities Performing Arts Center, 400 West College Avenue, Appleton, Wisconsin**, on Tuesday, February 7, 2006 at 10:00 a.m. (Central Standard Time) for the following purposes:

1. To elect the Board of Directors;
2. To ratify the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as the Company's independent auditors for the fiscal year ending September 30, 2006; and
3. To consider and act upon such other business as may properly come before the Annual Meeting.

Shareholders of record at the close of business on December 12, 2005 are entitled to vote at the Annual Meeting. A copy of the Annual Report of the Company for the fiscal year ended September 30, 2005 and a Proxy Statement accompany this Notice.

Please complete and mail the enclosed proxy card using the return postage paid envelope that we have provided. No postage is required if mailed in the United States. Mailing your proxy card in the enclosed postage paid envelope will not limit your right to vote in person or to attend the Annual Meeting.

By Order of the Board of Directors,

Bryan J. Blankfield

Executive Vice President, General Counsel and Secretary

Oshkosh Truck Corporation

2307 Oregon Street

Oshkosh, WI 54903-2566

**PROXY STATEMENT**

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## PROXY STATEMENT

Oshkosh Truck Corporation (referred to in this Proxy Statement as *we* or the *Company* ) is mailing this Proxy Statement in connection with the solicitation by the Board of Directors of proxies to be voted at the 2006 Annual Meeting of Shareholders.

We are mailing this Proxy Statement, proxy card and our 2005 Annual Report to Shareholders beginning on or about December 20, 2005. Although the Annual Report to Shareholders is being mailed with the Proxy Statement, it is not a part of the proxy soliciting material.

## VOTING PROCEDURES

### *Who Can Vote*

Only holders of record of the Company's Common Stock at the close of business on December 12, 2005, the record date for voting at the Annual Meeting, are entitled to vote at the Annual Meeting. On the record date, 73,604,552 shares of Common Stock were entitled to vote.

**The Annual Meeting will be held at the Fox Cities Performing Arts Center, 400 West College Avenue, Appleton, Wisconsin, on Tuesday, February 7, 2006 at 10:00 a.m. (Central Standard Time).**

### *Determining the Number of Votes You Have*

Your proxy card indicates the number of shares of Common Stock that you own. Each share of Common Stock has one vote.

### *How to Vote*

You can vote your shares in two ways: either by using the enclosed proxy card or by voting in person at the Annual Meeting by written ballot. We explain each of these procedures more fully below. Even if you plan to attend the Annual Meeting, the Board of Directors recommends that you vote by proxy.

### *Voting by Proxy*

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To vote your shares by proxy, please complete the enclosed proxy card and return it to us before the Annual Meeting. We will vote your shares as you direct on your proxy card. For the election of directors, you can specify on your card whether your shares should be voted for all, some or none of the nominees for director listed on the card. With respect to the ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as the Company's independent auditors for the fiscal year ending September 30, 2006, you may vote for or against the proposal or may abstain from voting on the proposal.

If you sign and return the proxy card, but do not specify how to vote, then we will vote your shares in favor of our nominees for directors and in favor of the ratification of the appointment of Deloitte & Touche LLP as the Company's independent auditors. If any other matters are properly presented at the Annual Meeting for consideration, then the Company officers named on your proxy



card will have discretion to vote for you on those matters. As of the date of this Proxy Statement, we knew of no other matters to be presented at the Annual Meeting.

### ***Voting at the Annual Meeting***

Written ballots will be available from the Company's Secretary at the Annual Meeting. If your shares are held in the name of a bank, broker or other holder of record, then you must obtain a proxy, executed in your favor, from the holder of record for you to vote your shares at the Annual Meeting. Voting by proxy will not limit your right to vote at the Annual Meeting if you decide to attend in person. However, if you do send in your proxy card, and also attend the Annual Meeting, then there is no need to vote again at the Annual Meeting unless you wish to change your vote.

### ***Revocation of Proxies***

You can revoke your proxy at any time before it is exercised at the Annual Meeting by doing any of the following: (1) you can deliver a valid proxy with a later date; (2) you can notify the Company's Secretary in writing at the address on the Notice that you have revoked your proxy; or (3) you can vote in person by written ballot at the Annual Meeting.

### ***Quorum***

To carry on the business of the Annual Meeting, a minimum number of shares of Common Stock, constituting a quorum, must be present. The quorum for the Annual Meeting is a majority of the votes represented by the outstanding shares of our Common Stock. This majority may be present in person or by proxy. Abstentions and broker non-votes (when a broker has delivered a proxy that it does not have authority to vote on the proposal in question) are counted as present in determining whether or not there is a quorum.

### ***Required Vote***

*Proposal 1: Election of Directors.* The eleven nominees for directors who receive the most votes of all votes cast for directors will be elected. If you do not vote for a particular nominee, or if you indicate on your proxy card that you want to withhold authority to vote for a particular nominee, then your vote will not count for the nominee. Pursuant to the Company's By-Laws, written notice by shareholders of qualifying nominations for election to the Board of Directors must have been received by the Secretary by November 2, 2005. The Company did not receive any other such nominations and no other nominations for election to the Board of Directors may be made by shareholders at the Annual Meeting.

If any director nominee decides that he or she does not want to stand for this election, then the persons named as proxies in your proxy card will vote for substitute nominees. As of the date of this Proxy Statement, we knew of no nominee who did not intend to stand for election.

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*Proposal 2: Ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as the Company's independent auditors.* The votes cast for must exceed the votes cast against to approve the ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as the Company's independent auditors for the fiscal year ending September 30, 2006.

***Voting by Employees Participating in the Oshkosh Truck Employee Stock Purchase Plan***

If you are an employee of the Company or one of its subsidiaries and participate in the Company's Employee Stock Purchase Plan, your proxy card will indicate the aggregate number of shares of Common Stock credited to your account under that Plan as of December 12, 2005, the record date for voting at the Annual Meeting. If you sign and return the proxy card on time, then your shares will be voted as you have directed.

**GOVERNANCE OF THE COMPANY**

**The Board of Directors**

Currently, the Board of Directors is comprised of twelve directors. Eleven of the directors are not employees of the Company, although J. Peter Mosling, Jr. and Stephen P. Mosling were employees and officers of the Company until their retirement in 1994. Robert G. Bohn, who is the Chairman, President and Chief Executive Officer of the Company, also is a director. The Board of Directors has determined that each of the eleven non-employee directors does not have a material relationship with the Company and is independent under New York Stock Exchange ( NYSE ) listing standards. The Board of Directors has adopted standards to assist in determining the independence of directors. Under these standards, the following relationships that currently exist or that have existed, including during the preceding three years, will not be considered to be material relationships that would impair a director's independence:

1. A family member of the director is or was an employee (other than an executive officer) of the Company.
2. A director, or a family member of the director, receives or received less than \$100,000 during any twelve-month period in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided that such compensation is not contingent in any way on continued service with the Company). Compensation received by (a) a director for former service as an interim Chairperson or Chief Executive Officer or other executive officer of the Company or (b) a family member of the director for service as a non-executive employee of the Company need not be considered.
3. A director, or a family member of the director, is a former partner or employee of the Company's internal or external auditor but did not personally work on the Company's audit within the last three years; or a family member of a director is employed by an internal or external auditor of the Company but does not participate in such auditor's audit, assurance or tax compliance practice.
4. A director, or a family member of the director, is or was an employee, other than an executive officer, of another company where any of the Company's present executives serve on that company's compensation committee.
5. A director is or was an executive officer, employee or director of, or has or had any other relationship (including through a family member) with, another company, that makes payments (other than contributions to tax exempt organizations) to, or receives payments from, the Company for property or services in an amount which, in any single fiscal year, does not exceed the greater of \$1 million or 2% of such other company's consolidated gross

revenues. Both the payments and the consolidated gross revenues to be measured shall be those reported in the last completed fiscal year.

6. A director is or was an executive officer, employee or director of, or has or had any other relationship (including through a family member) with, a tax exempt organization to which the Company's and its foundation's contributions in any single fiscal year do not exceed the greater of \$1 million or 2% of such organization's consolidated gross revenues.
7. A director is a shareholder of the Company.
8. A director has a relationship that currently exists or that has existed (including through a family member) with a company that has a relationship with the Company, but the director's relationship with the other company is through the ownership of the stock or other equity interests of that company that constitutes less than 10% of the outstanding stock or other equity interests of that company.
9. A family member of the director, other than his or her spouse, is an employee of a company that has a relationship with the Company but the family member is not an executive officer of that company.
10. A family member of the director has a relationship with the Company but the family member is not an immediate family member of the director. An immediate family member includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-laws, and anyone (other than domestic employees) who shares such person's home.
11. Any relationship that a director (or an immediate family member of the director) previously had that constituted an automatic bar to independence under NYSE listing standards after such relationship no longer constitutes an automatic bar to independence in accordance with NYSE listing standards.

The Board of Directors met five times during fiscal 2005. Each director attended all of the meetings of the Board and the Committees held during the periods in which they served as directors in fiscal 2005. The Board of Directors has a policy that directors should attend the Company's Annual Meeting of Shareholders. All of the directors who were then members of the Board attended the Company's 2005 Annual Meeting of Shareholders.

The Company's non-management directors, all of whom are independent directors, meet in executive sessions, without the presence of the Company's officers, on at least two occasions each year. The Chair of the Governance Committee presides over executive meetings of the non-management directors. If a shareholder wishes to communicate with the Board of Directors, the shareholder may send correspondence to the Secretary, Oshkosh Truck Corporation, 2307 Oregon Street, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566. The Secretary will submit the shareholder's correspondence to the Board or the appropriate Committee as applicable. Shareholders or other interested parties may communicate directly with the presiding non-management director of the Board by sending correspondence to Presiding Director, Board of Directors, c/o Secretary, Oshkosh Truck Corporation, 2307 Oregon Street, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566.

The name, age, principal occupation and length of service of each nominee for election to the Board, together with certain other biographical information, is set forth below. Stephen P. Mosling has announced that he will retire as a director of the Company effective at the expiration of his current

term at the Annual Meeting. Therefore, he will not stand for re-election at the Annual Meeting and there will be one vacancy on the Board of Directors. The Board of Directors has not at this time nominated a candidate to fill the vacancy to be created by Stephen Mosling's retirement, but the Governance Committee is in the process of identifying a qualified candidate. Because that process is not complete, there is one fewer nominee for election to the Board than there are available positions on the Board of Directors. Regardless of this vacancy, your proxies may be voted only for the number of nominees for director named in this Proxy Statement.

### ***Nominees***

<b><u>Name</u></b>	<b><u>Age</u></b>	<b><u>Office, if any, held in the Company</u></b>
J. William Andersen	67	Chairman, President and Chief Executive Officer
Robert G. Bohn	52	
Robert A. Cornog	65	
Richard M. Donnelly	62	
Donald V. Fites	71	
Frederick M. Franks, Jr.	69	
Michael W. Grebe	65	
Kathleen J. Hempel	55	
Harvey N. Medvin	69	
J. Peter Mosling, Jr.	61	
Richard G. Sim	61	

**J. WILLIAM ANDERSEN** Mr. Andersen has served as a director of the Company since 1976 and had been the Executive Director of Development, University of Wisconsin-Oshkosh from 1980 through his retirement in 1994.

**ROBERT G. BOHN** Mr. Bohn joined the Company in 1992 as Vice President-Operations. He was appointed President and Chief Operating Officer in 1994. He was appointed President and Chief Executive Officer in October 1997, and Chairman of the Board of Directors in January 2000. Prior to joining the Company, Mr. Bohn held various executive positions with Johnson Controls, Inc. from 1984 until 1992. He has served as a director of the Company since June 1995 and is also a director of Graco, Inc. and Menasha Corporation.

**ROBERT A. CORNOG** Mr. Cornog was elected as a director of the Company in May 2005. Mr. Cornog served as the Chairman of Snap-on Incorporated, a manufacturer of hand tool, diagnostic and equipment solutions for professional tool and equipment users, from 1991 until his retirement in 2002 and President and Chief Executive Officer of Snap-on Incorporated from 1991 to 2001. Mr. Cornog is also a director of Johnson Controls, Inc. and Wisconsin Energy Corporation. Mr. Cornog's nomination was recommended by the Governance Committee based upon a search performed by a third party search firm at the direction of the Governance Committee.

**RICHARD M. DONNELLY** Mr. Donnelly has served as a director of the Company since 2001. From 1961 until his retirement in 1999, he held various positions with General Motors Corporation, a manufacturer of motor vehicles, including most recently as President and Group Executive of General Motors, Europe, a division of General Motors. Mr. Donnelly is an Industrial Partner in Ripplewood Holdings LLC, a private equity investment firm located in New York, New York, where he is responsible for its global automotive supply business. He is also Chairman of Niles Co., Ltd. and a director of BNS Company; Capstone Turbine Corporation; Honsel International Technologies; and Asahi Tec Corporation.



**DONALD V. FITES** Mr. Fites has served as a director of the Company since 2000. He was the Chairman and Chief Executive Officer of Caterpillar, Inc., a manufacturer of heavy machinery, from 1990 until his retirement in January 1999 and was a member of its board of directors from 1986 until June 2000. Mr. Fites is also a director of AK Steel Holding Corporation; Georgia-Pacific Corporation; Unitrin, Inc.; and Wolverine World Wide, Incorporated.

**FREDERICK M. FRANKS, JR.** Gen. (Ret.) Franks has served as a director of the Company since 1997. He was the Commander of the U.S. Army Training and Doctrine Command from 1991 to 1994 and commanded the U.S. Army VII Corps during Operation Desert Storm. He retired from the Army in 1994. Gen. (Ret.) Franks is a self-employed defense consultant and co-author of *Into the Storm, A Study in Command* with Tom Clancy. Gen. (Ret.) Franks is also the Chairman of the American Battle Monuments Commission, is President of the Amputee Board of Advisors at Walter Reed Army Medical Center, and teaches an elective course at West Point.

**MICHAEL W. GREBE** Mr. Grebe has served as a director of the Company since 1990. He was a partner in the law firm of Foley & Lardner LLP in Milwaukee from 1977 until his retirement in June 2002. Mr. Grebe has served since May 2002 as President and Chief Executive Officer of the Lynde and Harry Bradley Foundation, a private foundation based in Milwaukee. Mr. Grebe is also a director of the Lynde and Harry Bradley Foundation and Church Mutual Insurance Company. Mr. Grebe is also a director of the Philanthropy Roundtable, a non-profit organization.

**KATHLEEN J. HEMPEL** Ms. Hempel has served as a director of the Company since 1997. She was Vice Chairman and Chief Financial Officer of Fort Howard Corporation, which manufactured paper and paper products, from 1992 until its merger into Fort James Corporation in 1997. She is a director of Actuant Corporation and Whirlpool Corporation.

**HARVEY N. MEDVIN** Mr. Medvin has served as a director of the Company since September 2004. Mr. Medvin was Executive Vice President and Chief Financial Officer of Aon Corporation (and its corporate predecessor), a provider of risk management services and insurance brokerage, from 1982 until his retirement in April 2003. He is a director of LaSalle Bank Corporation and its subsidiaries, LaSalle Bank, N.A. and LaSalle Bank Midwest N.A. Mr. Medvin is also a director of two non-profit organizations: Evanston Northwestern Health Care and Ravinia Festival.

**J. PETER MOSLING, JR.** Mr. Mosling has served as a director of the Company since 1976, having joined the Company in 1969. He served in various senior executive capacities during his employment with the Company through his retirement in 1994.

**RICHARD G. SIM** Mr. Sim has served as a director of the Company since 1997. From August 1998 until April 2003, he was Chairman, President and Chief Executive Officer of APW, Ltd., an electronic contract manufacturer. During 2002, APW, Ltd. completed a recapitalization of its balance sheet by filing in May 2002 a voluntary petition for reorganization under Chapter 11 of the United States Bankruptcy Code. Mr. Sim served as Chairman and a member of the board of directors of Actuant Corporation, a manufacturer of hydraulic equipment, from 1987 until January 2002, and he is a director of IPSCO, Inc.

J. Peter Mosling, Jr. and Stephen P. Mosling are brothers. Other than as noted, none of the Company's directors or executive officers has any family relationship with any other director or executive officer.

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**Committees of the Board of Directors**

The Board of Directors has four standing Committees: the Audit Committee, the Executive Committee, the Governance Committee and the Human Resources Committee. The members and responsibilities of these Committees as of the date of this Proxy Statement are set forth below.

***Committee Membership (\*Indicates Chair)***

**Audit Committee**

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J. William Andersen  
Michael W. Grebe  
Harvey N. Medvin  
Richard G. Sim\*

**Governance Committee**

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Richard M. Donnelly  
Frederick M. Franks, Jr.  
Michael W. Grebe\*  
J. Peter Mosling, Jr.  
Stephen P. Mosling

**Executive Committee**

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Robert G. Bohn\*  
Michael W. Grebe  
Kathleen J. Hempel  
Richard G. Sim

**Human Resources Committee**

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Robert A. Cornog  
Richard M. Donnelly  
Donald V. Fites  
Frederick M. Franks, Jr.  
Kathleen J. Hempel\*

***Audit Committee***

The Audit Committee oversees the fulfillment by management of its financial reporting and disclosure responsibilities and its maintenance of an appropriate internal control system. It assists Board oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements and the Company's independent registered public accounting firm's qualifications and independence. The Audit Committee is responsible for the appointment, compensation, retention and oversight of the work of the Company's independent registered public accounting firm, which reports directly to the Audit Committee. It oversees the activities of the Company's internal audit function, which currently is provided under contract by Ernst & Young, LLP. The Audit Committee has a charter that specifies its responsibilities and the Audit Committee believes it fulfills its charter. All members of the Audit Committee are independent directors as defined under NYSE listing standards and Securities and Exchange Commission (SEC) rules. All members of the Audit Committee are financially literate under the applicable NYSE listing standards. The Board of Directors has determined that Harvey N. Medvin and Richard G. Sim are audit committee financial experts as defined under SEC rules.

The Audit Committee met eight times during fiscal 2005. The Company's independent registered public accounting firm and internal auditors meet with the Audit Committee with and without representatives of management present. See Report of the Audit Committee on page 10.

***Executive Committee***



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The Executive Committee exercises certain delegated powers and authority to act when a decision is essential and it is not possible to convene a meeting of the full Board in a timely manner. Actions of the Executive Committee require unanimous consent of all members and do not require

ratification by the Board, but may be amended, rescinded or revoked by the Board. The Executive Committee did not meet during fiscal 2005. With the exception of Mr. Bohn, the members of the Executive Committee are independent directors as defined under NYSE listing standards.

### ***Governance Committee***

The Governance Committee identifies individuals qualified to become Board members and recommends nominees to the Board for election as directors. It also oversees the evaluation of the performance of the Board, makes recommendations to the Board regarding Board and Committee structure, including Committee charters and corporate governance, and is responsible for conducting an annual Board self-evaluation. The Governance Committee has developed, and the Board adopted, a set of corporate governance guidelines applicable to the Company. The Governance Committee met three times during fiscal 2005. All members of the Governance Committee are independent directors as defined under NYSE listing standards and SEC rules.

The Governance Committee will consider candidates for nomination as a director recommended by shareholders, directors, officers, third party search firms and other sources. In evaluating candidates, the Governance Committee considers attributes of the candidate (including strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge) and the needs of the Board. However, the Board and the Governance Committee believe the following minimum qualifications must be met by a director candidate to be recommended as a director nominee by the Committee: (i) each director nominee must display the highest personal and professional ethics, integrity and values; (ii) each director nominee must have the ability to make independent analytical inquiries and to exercise sound business judgment; (iii) each director nominee must have relevant expertise and experience and an understanding of the Company's business environment and be able to offer advice and guidance to the Board and the Company's executives based on that expertise, experience and understanding; (iv) director nominees generally should be active or former chief or other senior executive officers of public companies or leaders of major complex organizations, including commercial, scientific, government, educational and other non-profit institutions; (v) each director nominee must be independent of any particular constituency, be able to represent all shareholders of the Company and be committed to enhancing long-term shareholder value; (vi) each director nominee must have sufficient time available to devote to activities of the Board and to enhance his or her knowledge of the Company's business; and (vii) a director nominee may not have attained the age of 72. The Board and the Governance Committee also believe that at least one director should have the requisite experience and expertise to be designated as an audit committee financial expert as defined by applicable rules of the SEC.

The Governance Committee will review all candidates in the same manner, regardless of the source of the recommendation. The Governance Committee will consider individuals recommended by shareholders for nomination as a director for available seats of the Board if the shareholder complies with the procedures described under Other Matters. The Company's By-Laws require that shareholders give advance notice and furnish certain information to the Company to nominate a person for election as a director.

### ***Human Resources Committee***

The Human Resources Committee oversees the organizational, personnel, compensation and benefits policies and practices of the Company. It establishes the compensation of executive officers. It also administers the 1990 Incentive Stock Plan, the 2004 Incentive Stock and Awards Plan

and other executive benefit plans. The Human Resources Committee met four times in fiscal 2005. All members of the Human Resources Committee are independent directors as defined under NYSE listing standards.

## Corporate Governance Documents

The Company makes its Corporate Governance Guidelines and the written charters of the Audit Committee, the Governance Committee and the Human Resources Committee of the Company's Board of Directors available, free of charge, on its website at [www.oshkoshtruckcorporation.com](http://www.oshkoshtruckcorporation.com), and such information is available in print to any shareholder who requests it from the Company's Secretary.

The Company has adopted the Oshkosh Truck Corporation Code of Ethics for Directors and Senior Officers that applies to the Company's Directors, the Company's Chairman of the Board, President and Chief Executive Officer, the Company's Executive Vice President and Chief Financial Officer, the Company's Vice President and Controller and other persons performing similar functions. The Company has also adopted a Code of Ethics and Standards of Conduct that apply to all employees of the Company. The Company makes both of such Codes available on its website at [www.oshkoshtruckcorporation.com](http://www.oshkoshtruckcorporation.com), and each such Code is available in print to any shareholder who requests it from the Company's Secretary.

The Company is not including the information contained on its website as part of, or incorporating it by reference into, this Proxy Statement.

## Compensation of Directors

In 2005, each non-employee director received compensation at the following rates:

Annual Fee	\$35,000
Board and Committee Meeting Fees, per meeting	\$1,500
Audit, Executive, Governance and Human Resources Committee Chairperson Fees	\$5,000 (\$10,000 for the Chairperson of the Audit Committee in fiscal 2006)
Stock Option Grants	Options to purchase 3,050 <sup>(1)</sup> shares of Common Stock which vest in three equal installments of shares annually, beginning one year after the grant date.
Restricted Stock Grants	1,250 <sup>(1)</sup> shares of Common Stock which vest in three equal installments of shares annually, beginning one year after grant date.
Expenses	Reimbursements of reasonable travel and related expenses incurred in attending Board and Committee meetings as well as continuing education programs.

(1) Amount shown has been adjusted for the two-for-one split of the Company's Common Stock that became effective on August 26, 2005.



Mr. Bohn did not receive any compensation or fees for serving on the Board of Directors or any Committee of the Board of Directors.

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors is responsible for providing independent, objective oversight of the Company's financial reporting and disclosure responsibilities, accounting functions and internal controls. The Audit Committee acts under a written charter, which the Board of Directors first adopted in 1997 and the Audit Committee amended in fiscal 2005 to clarify the references to Deloitte & Touche LLP as an independent registered public accounting firm. A copy of the amended charter of the Audit Committee is attached to this Proxy Statement as Appendix A. Each of the members of the Audit Committee is independent as defined by the NYSE's listing standards and SEC rules.

### *Audit and Non-Audit Fees*

The following table presents fees for professional audit services rendered by Deloitte & Touche LLP for the audit of the Company's annual financial statements for the fiscal years ended September 30, 2005 and September 30, 2004 and fees billed for other services rendered by Deloitte & Touche LLP during those periods.

	<u>2005</u>	<u>2004</u>
Audit fees <sup>(1)</sup>	\$ 1,204,950	\$ 594,912
Audit-related fees <sup>(2)</sup>	87,684	264,064
Tax fees	0	0
All other fees	0	0
	<u>          </u>	<u>          </u>
Total	\$ 1,292,634	\$ 858,976
	<u>          </u>	<u>          </u>

(1) Audit fees consisted principally of fees for the audit of the annual consolidated financial statements and reviews of the interim condensed consolidated financial statements included in the Company's Forms 10-Q, and in 2005 for work in connection with the attestations required by Section 404 of the Sarbanes-Oxley Act of 2002 related to the Company's internal control over financial reporting that was not required for the Company in 2004.

(2) Audit-related fees consisted of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the consolidated financial statements or internal control over financial reporting and are not reported under Audit Fees. These services include employee benefit plan audits, accounting consultations in connection with potential transactions, due diligence associated with mergers and acquisitions, and consultations concerning financial accounting and reporting standards.

### *Pre-approval of Services by the Independent Registered Public Accounting Firm*

The Audit Committee has adopted a policy for pre-approval of audit and permitted non-audit services by the Company's independent registered public accounting firm. The Audit Committee will consider annually and, if appropriate, approve the provision of audit services by its independent registered public accounting firm and consider and, if appropriate, pre-approve the provision of

certain defined audit and non-audit services. The Audit Committee will also consider on a case-by- case basis and, if appropriate, approve specific engagements that are not otherwise pre-approved.

Any proposed engagement that does not fit within the definition of a pre-approved service may be presented to the Audit Committee for consideration at its next regular meeting or if earlier consideration is required, to the Audit Committee or one or more of its members. The member or members to whom such authority is delegated report any specific approval of services at its next regular meeting. The Audit Committee will regularly review summary reports detailing all services being provided to the Company by its independent registered public accounting firm.

The Audit Committee pre-approved the provision of all of the services described above and has considered and determined that the provision of such services is compatible with maintaining the independence of Deloitte & Touche LLP.

The Audit Committee reviews the Company's financial reporting process on behalf of the Board of Directors. In fulfilling its responsibilities, the Audit Committee has reviewed and discussed the audited financial statements contained in the Annual Report on Form 10-K for the fiscal year ended September 30, 2005 with the Company's management and independent registered public accounting firm. Management is responsible for the financial statements and the reporting process, including the system of internal control. The independent registered public accounting firm is responsible for expressing an opinion on the conformity of those audited financial statements with accounting principles generally accepted in the United States.

The Audit Committee discussed with the independent registered public accounting firm matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees, as amended, and Rule 2-07 of SEC Regulation S-X. In addition, the Company's independent registered public accounting firm provided to the Audit Committee the written disclosures required by the Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, and the Audit Committee discussed with the independent registered public accounting firm their independence.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board approved) that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2005, for filing with the SEC.

#### AUDIT COMMITTEE

Richard G. Sim, Chair

J. William Andersen

Michael W. Grebe

Harvey N. Medvin

#### STOCK OWNERSHIP

**Stock Ownership of Directors, Executive Officers and Other Large Shareholders**

The following table shows the beneficial ownership of Common Stock of each director, each Named Officer appearing in the Summary Compensation Table on page 15, each other shareholder



owning more than 5% of our outstanding Common Stock and the directors and executive officers (including the Named Officers) as a group.

Beneficial Ownership means more than ownership as that term commonly is used. For example, a person beneficially owns stock if he or she owns it in his or her name or if he or she has (or shares) the power to vote or sell the stock as trustee of a trust. Beneficial ownership also includes shares the directors and executive officers have a right to acquire within 60 days after November 30, 2005 as, for example, through the exercise of a stock option.

Information about Common Stock ownership is as of November 30, 2005. At the close of business on November 30, 2005, there were 73,604,552 shares of Common Stock outstanding. Unless stated otherwise in the footnotes to the table, each person named in the table owns his or her shares directly and has sole voting and investment power over such shares.

	Common	
	Shares	Percent of Class
J. William Andersen (1)(2)	26,850	*
Bryan J. Blankfield (1)(3)	65,918	*
Robert G. Bohn (1)(4)	694,234	*
Robert A. Cornog (1)	4,178	*
Richard M. Donnelly (1)	30,050	*
Donald V. Fites (1)	58,585	*
Frederick M. Franks, Jr. (1)(5)	74,634	*
Michael W. Grebe (1)	78,850	*
Kathleen J. Hempel (1)	78,850	*
Harvey N. Medvin (1)	2,214	*
J. Peter Mosling, Jr. (1)	179,726	*
Stephen P. Mosling (1)(6)	701,402	*
John W. Randjelovic (1)	222,062	*
Richard G. Sim (1)	36,850	*
Charles L. Szews (1)(7)	279,234	*
Matthew J. Zolnowski (1)	167,666	*
All Directors and executive officers as a group (22 persons) (1)(8)	3,041,089	4.13%
T. Rowe Price Associates, Inc. (9)	8,428,000	11.45%
Franklin Resources, Inc. (10)	3,448,800	4.69%

\*The amount shown is less than 1% of the outstanding shares of such class.

(1) Amounts shown include 17,600 shares for J. William Andersen, 53,866 shares for Bryan J. Blankfield, 294,000 shares for Robert G. Bohn, 23,600 shares for Richard M. Donnelly, 35,600 shares for Donald V. Fites, 71,600 shares for Frederick M. Franks, Jr., 71,600 shares for Michael W. Grebe, 71,600 shares for Kathleen J. Hempel, 59,600 shares for J. Peter Mosling, Jr., 59,600 shares for Stephen P. Mosling, 144,866 shares for John W. Randjelovic, 35,600 shares for Richard G. Sim, 124,666 shares for Charles L. Szews, 84,866 shares for Matthew J. Zolnowski and 1,349,399 shares for all directors and executive officers as a group that such persons have the right to acquire pursuant to stock options exercisable within 60 days of November 30, 2005. Amounts

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also include 200,000 shares of restricted Common Stock for Mr. Bohn and 80,000 shares of restricted Common Stock for Mr. Szews, which are

subject to forfeiture until they vest on September 16, 2008. Amounts also include shares of restricted Common Stock in the following amounts to the following individuals listed in the table: 1,250 shares for J. William Andersen, 8,168 shares for Bryan J. Blankfield, 55,834 shares for Robert G. Bohn, 938 shares for Robert A. Cornog, 1,250 shares for Richard M. Donnelly, 1,250 shares for Donald V. Fites, 1,250 shares for Frederick M. Franks, Jr., 1,250 shares for Michael W. Grebe, 1,250 shares for Kathleen J. Hempel, 1,250 shares for Harvey N. Medvin, 1,250 shares for J. Peter Mosling, 1,250 shares for Stephen P. Mosling, 8,268 shares for John W. Randjelovic, 1,250 shares for Richard G. Sim, 15,834 shares for Charles L. Szews, 7,968 shares for Matthew J. Zolnowski and 429,748 shares for all directors and executive officers as a group.

(2) Amounts shown do not include 540 shares owned by Dulce W. Andersen, Mr. Andersen's wife, as to which he disclaims beneficial ownership.

(3) Amounts shown include 1,502 shares as to which ownership is shared with Rebecca R. Blankfield, Mr. Blankfield's wife.

(4) Amounts shown do not include 62,646 shares owned by Joyce M. Bohn, Mr. Bohn's wife, as to which he disclaims beneficial ownership.

(5) Amounts shown include 1,296 shares as to which ownership is shared with Denise L. Franks, Mr. Franks' wife.

(6) Amounts shown include 100,000 shares held by Stephen P. Mosling as trustee of a trust for the benefit of a related party. Stephen P. Mosling will retire as a director at the Annual Meeting.

(7) Amounts shown include 9,200 shares as to which ownership is shared with Rochelle Szews, Mr. Szews' wife.

(8) In determining the aggregate beneficial ownership of shares for all directors and executive officers as a group, shares that are beneficially owned by more than one director have been counted only once to avoid overstatement.

(9) Amount shown is as described in the Schedule 13G T. Rowe Price Associates, Inc. filed with the SEC on February 14, 2005. T. Rowe Price Associates, Inc. is located at 100 E. Pratt Street, Baltimore, Maryland 21202. These securities are owned by various individual and institutional investors, which T. Rowe Price Associates, Inc. serves as investment advisor with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, T. Rowe Price Associates, Inc., is deemed to be a beneficial owner of such securities; however, T. Rowe Price Associates, Inc. expressly disclaims that it is, in fact, the beneficial owner of such securities. Amount shown has been adjusted for the two-for-one split of the Company's Common Stock that became effective on August 26, 2005.

(10) Amount shown is as described in the Schedule 13G Franklin Resources, Inc. filed with the SEC on February 9, 2005. Franklin Resources, Inc. is located at One Franklin Parkway, San Mateo, California 94403. Amount shown has been adjusted for the two-for-one split of the Company's Common Stock that became effective on August 26, 2005.

**Section 16(a) Beneficial Ownership Reporting Compliance**

The Securities and Exchange Act of 1934 requires the Company's directors, executive officers, controller and any persons owning more than 10% of the Company's Common Stock to file reports with the SEC regarding their ownership of the Company's Common Stock and any changes in such ownership. Based upon our review of copies of these reports and certifications given to us by such persons, we believe that the executive officers and directors of the Company have complied with their filing

requirements for fiscal 2005 except that the Company untimely filed three Forms 4 reporting one transaction each on behalf of Robert G. Bohn, Robert A. Cornog and Michael J. Wuest. All such Forms 4 have been filed prior to the date of the Proxy Statement.

## STOCK PRICE PERFORMANCE GRAPH

The graph and table that follow compare cumulative total shareholder returns on our Common Stock against the cumulative total return of the stocks of: (1) the S&P SmallCap 600 Market Index and (2) the companies currently in the Standard Industry Classification Code 371 Index (motor vehicles and equipment) (the SIC Code 371 Index).

The comparisons assume that \$100 was invested on September 30, 2000 in each of: our Common Stock, the S&P SmallCap 600 Market Index and the SIC Code 371 Index. The total return assumes reinvestment of dividends and is adjusted for stock splits. The fiscal 2005 return listed in the charts below is based on closing prices per share on September 30, 2005. On that date, the closing price for our Common Stock was \$43.16.

	2000	2001	2002	2003	2004	2005
Oshkosh Truck Corporation	\$ 100.00	\$ 94.28	\$ 147.81	\$ 208.88	\$ 302.41	\$ 460.23
S&P SmallCap 600 Market Index	\$ 100.00	\$ 89.39	\$ 87.78	\$ 111.36	\$ 138.73	\$ 168.16
SIC Code 371 Index	\$ 100.00	\$ 78.15	\$ 65.34	\$ 80.09	\$ 98.70	\$ 84.95

**EXECUTIVE COMPENSATION****Summary Compensation Table**

The following table shows the compensation of the Chief Executive Officer and the four other most highly compensated executive officers of the Company serving as executive officers at September 30, 2005 (collectively, the **Named Officers**), for fiscal 2005, 2004 and 2003. Numbers of shares of Common Stock and options to acquire Common Stock in the table below have been adjusted for the two-for-one split of the Company's Common Stock that became effective on August 26, 2005.

**SUMMARY COMPENSATION TABLE**

		Annual Compensation		Long-Term Compensation		
				Awards		
				Restricted		
		Salary	Bonus	Stock	Stock	All Other
Name and Principal Position	Year	(\$)	(\$)	Awards (\$)(1)	Options (#)	Compensation (\$)(2)
Robert G. Bohn	2005	900,000	1,620,000	923,400	141,500	3,147
Chairman, President and	2004	840,000	1,512,000	1,413,500	122,000	2,750
	2003	780,000	1,170,000		360,000	2,750
Chief Executive Officer						
Charles L. Szews	2005	435,800	479,380	266,760	40,800	3,150
Executive Vice President	2004	410,000	451,000	395,780	34,000	2,750
	2003	380,730	418,803		110,000	2,750
and Chief Financial Officer						
Bryan J. Blankfield	2005	307,400	276,660	160,056	24,800	3,150
Executive Vice President,	2004	290,000	261,000	180,928	14,600	2,750
	2003	270,000	243,000		45,000	11,671
General Counsel and						
Secretary						
Matthew J. Zolnowski	2005	297,400	267,660	151,848	23,200	3,243
Executive Vice President,	2004	280,750	252,000	180,928	14,600	2,750
	2003	264,870	238,383		45,000	2,750
Chief Administration						
Officer						
John W. Randjelovic	2005	291,350	233,313	164,160	25,400	3,177
Executive Vice President	2004	275,000	227,618	180,928	14,600	2,615

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and President, Pierce	2003	254,975	198,473	45,000	2,044
Manufacturing Inc.					

(1) The amounts for fiscal 2005 and 2004 represent the market value based on the closing price of the Common Stock on the grant date. The awards vest in three equal installments annually, beginning one year after the date of grant. The Company made no restricted Common Stock awards to the Named Officers during fiscal 2003. Holders of restricted Common Stock are entitled to receive all dividends on such shares of restricted Common Stock prior to vesting. As of September 30, 2005, the total number of shares of restricted Common Stock and their market value (based on the closing market price on that date) held by each Named Officer were as follows: Mr. Bohn 255,834 shares (\$11,041,795), Mr. Szews 95,834 shares (\$4,136,195), Mr. Blankfield 8,168 shares (\$352,531), Mr. Zolnowski 7,968 shares (\$343,899), and Mr. Randjelovic 8,268 shares (\$356,847).

(2) For all Named Officers, the amounts reflected for 2005 consist of Company matching contributions under the Oshkosh Truck Corporation and Affiliates Tax Deferred Investment Plan, which is a savings plan under Section 401(k) of the Internal Revenue Code.

## Stock Options

The Company has in effect the Oshkosh Truck Corporation 2004 Incentive Stock and Awards Plan (the 2004 Plan ). The following table shows information about stock options granted under the 2004 Plan to the Named Officers in fiscal 2005. Amounts of shares of Common Stock and options to acquire Common Stock and the exercise prices listed in the tables in this section have been adjusted for the two-for-one split of the Company's Common Stock that became effective on August 26, 2005.

### Option Grants in 2005 Fiscal Year

Name	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Ten-Year Grant Term (2)	
	Options Granted (#)(1)	Percent of Total Options Granted to Employees in Fiscal Year	Exercise or Base Price (\$/Share)	Expiration Date	At 5% Annual Growth Rate (\$)	At 10% Annual Growth Rate (\$)
Robert G. Bohn	141,500	35.80%	41.04	10/19/2015	3,652,092	9,255,117
Charles L. Szews	40,800	10.32%	41.04	10/19/2015	1,053,041	2,668,613
Bryan J. Blankfield	24,800	6.28%	41.04	10/19/2015	640,084	1,622,098
Matthew J. Zolnowski	23,200	5.87%	41.04	10/19/2015	598,788	1,517,447
John W. Randjelovic	25,400	6.43%	41.04	10/19/2015	655,570	1,661,343

(1) The options reflected in the table (which are non-qualified options for purposes of the Internal Revenue Code) vest annually in one-third increments over the three-year period from the date of grant.

(2) This presentation is intended to disclose the potential value that would accrue to the optionee if each option was exercised the day before it would expire and if the per share value had appreciated at the compounded annual rate indicated in each column. The assumed rates of appreciation of 5% and 10% are prescribed by the rules of the SEC regarding disclosure of executive compensation. The assumed annual rates of appreciation are not intended to forecast possible future appreciation, if any, with respect to the price of our Common Stock.

The following table sets forth information about exercises of stock options by Named Officers in fiscal 2005 and the number and value of unexercised stock options they held as of September 30, 2005.





## Option Exercises in Last Fiscal Year

## and Fiscal Year-End Option Values

Name	Shares Acquired on Exercise (#)	Value Realized \$(1)	Number of Unexercised Options at Fiscal Year-End (#)		Value of Unexercised Options at Fiscal Year-End \$(1)	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Robert G. Bohn	786,670	14,702,323	294,000	342,834	7,210,736	4,320,243
Charles L. Szews	516,000	14,248,882	124,666	100,134	3,024,274	1,282,382
Bryan J. Blankfield			94,866	49,534	2,483,955	548,665
Matthew J. Zolnowski	436,000	11,276,400	84,866	47,934	2,198,255	545,273
John W. Randjelovic			224,866	50,134	7,004,555	549,937

(1) The dollar values are calculated by determining the difference between the fair market value of the underlying Common Stock and the exercise price of the options at fiscal year-end.

## Pension Plans

The following tables show at different levels of compensation and years of credited service the estimated annual benefits payable as a straight life annuity, assuming retirement at age 65, to (1) Mr. Bohn under the Oshkosh Truck Corporation Retirement Plan (the Pension Plan) and the supplemental retirement benefit provision contained in Mr. Bohn's employment agreement with the Company (the Supplemental Retirement Benefit) and (2) each of the Named Officers other than Mr. Bohn pursuant to the Pension Plan and the Oshkosh Truck Supplemental Executive Retirement Plan (the Executive Retirement Plan):

## Pension Plan Table for Mr. Bohn

Average Annual Compensation in 3 Consecutive Calendar Years Completed Before Retirement	Years of Service			
	5	10	15	20+
\$1,000,000	125,000	250,000	375,000	500,000
1,200,000	150,000	300,000	450,000	600,000
1,400,000	175,000	350,000	525,000	700,000
1,600,000	200,000	400,000	600,000	800,000
1,800,000	225,000	450,000	675,000	900,000
2,000,000	250,000	500,000	750,000	1,000,000
2,200,000	275,000	550,000	825,000	1,100,000
2,400,000	300,000	600,000	900,000	1,200,000
2,600,000	325,000	650,000	975,000	1,300,000
2,800,000	350,000	700,000	1,050,000	1,400,000

3,000,000

375,000

750,000

1,125,000

1,500,000

**Pension Plan Table for Other Named Officers**

Average Annual Compensation in Highest 5 out of Last 10 Calendar Years Completed Before Retirement	Years of Service			
	5	10	15	20+
\$200,000	\$ 20,000	\$ 40,000	\$ 60,000	\$ 80,000
300,000	30,000	60,000	90,000	120,000
400,000	40,000	80,000	120,000	160,000
500,000	50,000	100,000	150,000	200,000
600,000	60,000	120,000	180,000	240,000
700,000	70,000	140,000	210,000	280,000
800,000	80,000	160,000	240,000	320,000
900,000	90,000	180,000	270,000	360,000
1,000,000	100,000	200,000	300,000	400,000

Under the Pension Plan, a salaried employee is entitled to receive upon retirement at age 65 a monthly benefit equal to 50% of average monthly compensation less 45% of the primary social security benefit payable at age 65, reduced by 1/30th for each benefit accrual year of service less than 30, or certain actuarially equivalent benefits. Average monthly compensation is based on the average of the five highest consecutive years of earnings (excluding bonuses and subject to a maximum amount of compensation as established pursuant to IRS regulations) prior to the participant's normal retirement age or other date of termination. One thousand hours constitute a year of service. As of March 1, 1994, IRS regulations lowered the maximum amount of compensation allowed to be included in benefit calculations from \$235,840 to \$150,000. This amount was increased to \$160,000 as of March 1, 1997, \$170,000 as of January 1, 2000, \$200,000 as of January 1, 2002, \$205,000 as of January 1, 2004, and \$210,000 as of January 1, 2005. Accrued benefits calculated as of February 28, 1994 at the higher limit have been grandfathered. An employee who has reached the age of 55 with a minimum of 5 years of service may retire and begin to receive the actuarial equivalent of his or her pension benefits. The spouse of an employee who would have been eligible for early retirement at death, and married at least one year, is entitled to a monthly benefit equivalent to 50% of the amount of the actuarially equivalent joint and survivor annuity which would have been payable to a participant as of the participant's normal retirement age. Compensation covered by the Pension Plan for the Named Officers generally corresponds with the base salary for each such individual, subject to the annual maximum.

Under the Supplemental Retirement Benefit, Mr. Bohn is entitled to receive upon retirement a monthly benefit equal to 30% of Mr. Bohn's average monthly compensation at age 55 increasing to 50% of average monthly compensation at age 59, reduced by the amount of any pension payable by the Company under the Pension Plan and subject to adjustment to the extent Mr. Bohn has not completed 20 years of employment after April 30, 1992 (the Supplemental Retirement Benefit Amount). Average monthly compensation is based on the average of Mr. Bohn's compensation for the three most recent years prior to Mr. Bohn's retirement or other termination. Mr. Bohn's spouse is entitled to receive 50% of the Supplemental Retirement Benefit Amount that would have been payable to Mr. Bohn in the event of Mr. Bohn's death. In addition, under his employment agreement, if there were to occur a Change in Control of the Company, as defined in his executive severance agreement, the Company will pay to Mr. Bohn in a single distribution the then present value of his accrued and vested Supplemental Retirement Benefit. Compensation covered by the Supplemental Retirement Benefit for Mr. Bohn generally corresponds with the base salary and earned bonus compensation for Mr. Bohn.

Under the Executive Retirement Plan, which was amended in September 2004, certain officers of the Company, including the Named Officers other than Mr. Bohn, are entitled to receive upon retirement a monthly benefit equal to 24% of their average monthly compensation at age 55 increasing to 40% of average monthly compensation at age 62, prorated if the executive has less than 20 years of service at retirement. This amount is reduced by the amount of any pension payable by the Company under the Pension Plan, the annuity value of the executive's 401(k) plan match and 50% of the executive's social security benefit. Average monthly compensation is based on the average of the executive's compensation for the highest five years of pay in the last ten years of credited service with the highest five not required to be consecutive. Beginning October 1, 2004, the final average monthly compensation includes base and bonus pay. The executive's spouse is entitled to receive 50% of the Executive Retirement Plan benefit that would have been payable in the event of the executive's death. Compensation covered by the Executive Retirement Plan generally corresponds with base salary and earned bonus compensation.

As of September 30, 2005, years of benefit service under the Pension Plan, the Supplemental Retirement Benefit and the Executive Retirement Plan, as the case may be, were 13.5 years for Mr. Bohn, 9.5 years for Mr. Szews, 3.5 years for Mr. Blankfield, 13.8 years for Mr. Zolnowski, and 13.4 years for Mr. Randjelovic.

#### **Executive Employment and Severance Agreements and Other Agreements**

Except as described below, the Company does not have employment agreements with the Named Officers.

The Company entered into an employment agreement with Mr. Bohn on October 15, 1998. Under this agreement, the Company agreed to employ Mr. Bohn as President and Chief Executive Officer of the Company until September 30, 2001, the end of the original term. The term of employment is renewed automatically for successive one-year periods each September 30, unless either party gives notice of non-renewal at least two years prior to the end of the then current term, which is currently September 30, 2007. Mr. Bohn receives an annual base salary of not less than \$500,000. Mr. Bohn also is entitled to participate in the bonus plan for senior management personnel of the Company and in stock-based compensation programs in effect for other senior executives of the Company. In addition, Mr. Bohn is entitled to a supplemental retirement benefit intended to compensate him upon retirement as more fully described above under Pension Plans. If Mr. Bohn's employment with the Company is terminated during the term of the employment agreement by the Company without cause, or by Mr. Bohn for good reason, then the Company is obligated to continue to pay his salary and fringe benefits for the remainder of the term as provided in the agreement.

Pierce Manufacturing Inc. entered into an employment agreement with Mr. Randjelovic on September 16, 1996. Under this agreement, the Company agreed to employ Mr. Randjelovic and currently employs him as President of Pierce Manufacturing Inc. The term of employment is renewed automatically for successive one-year periods each November 30, unless either party gives notice of non-renewal at least forty-five days prior to the end of the then current term, which is currently November 30, 2006. Mr. Randjelovic receives an annual base salary of not less than \$216,000. Mr. Randjelovic also is entitled to participate in the bonus plan for senior management personnel of the Company, and in stock-based compensation programs in effect for other senior executives of the Company. If Mr. Randjelovic's employment is terminated during the term of the employment agreement without cause, or by Mr. Randjelovic for good reason, then Pierce Manufacturing Inc. is obligated to continue to pay his salary and fringe benefits for the remainder of the term as provided in the agreement, but in no event for less than twelve months.

The Company has executive severance agreements with Messrs. Bohn, Szews, Blankfield, Zolnowski and Randjelovic that are designed to provide each of them with reasonable compensation if any of their employment is terminated in certain defined circumstances, primarily following a change of control of the Company. The Human Resources Committee administers the severance agreements and selects the executive officers of the Company for eligibility of these agreements.

Under the executive severance agreements, after a change in control of the Company (as defined in the agreements), if the executive's employment is terminated by the Company other than by reason of death, disability or for cause (as defined in the agreements) or by the executive for good reason (as defined in the agreements), then the executive is entitled to a cash termination payment and other benefits. The termination payment will be equal to the sum of the executive's annual salary in effect at the change of control (or any subsequent higher salary) plus the highest annual bonus award paid during the three years before the change of control, multiplied by the number of years remaining in the employment period (up to three but not less than one). The executive also is entitled to additional pension benefits equal to the difference between the amount he would actually be entitled to receive on retirement and the amount to which he would have been entitled to receive had he continued to work until the earlier of age 65 or the number of years remaining in the employment period (up to three). In addition, the agreements provide for outplacement services and continuation for up to three years of life and disability insurance, hospitalization, medical and dental coverage and other welfare benefits as in effect at the termination. The agreements provide that if the payments under the agreement are an excess parachute payment for purposes of the Internal Revenue Code, then the Company will pay the executive the amount necessary to offset the 20% excise tax imposed by the Internal Revenue Code and any additional taxes on this payment.

In connection with their retirement as employees of the Company effective February 11, 1994, the Company entered into special retirement arrangements with Stephen P. Mosling and J. Peter Mosling, Jr., who continue to serve as Directors of the Company. Those arrangements include (i) supplemental retirement payments after age 55 in an amount equal to \$25,000 per calendar year; and (ii) entitlement, at the Company's expense and until age 65, to the standard medical and life insurance coverage that the Company offers to salaried employees.

### **Report of the Human Resources Committee**

The Board of Directors and its Human Resources Committee ( HR Committee ) have responsibility for executive officer compensation. The objectives of the Board and the HR Committee are to structure this compensation so as to align the interests of the executives and our shareholders, through the use of stock-based and other performance-based compensation plans, to generate profitable growth and increase shareholder value. In further support of these objectives, the HR Committee links compensation to the achievement of goals and objectives for each executive that are established annually by the HR Committee. At the same time, the HR Committee endeavors to provide executive compensation that will continue to enable us to attract, retain and motivate high-quality executives.

The HR Committee, which is made up entirely of independent directors, oversees the compensation practices of the Company. It reviews and approves the compensation of Mr. Bohn, as Chairman, President and Chief Executive Officer, and reviews and approves the compensation of the other executive officers of the Company.

The practice of the Company with respect to executive officer compensation is to place a significant part of total compensation at risk by linking it to the financial performance of the Company. For fiscal 2005, the risk component of executive officer compensation was based upon earnings



performance and a comparative return on invested capital performance. For the Named Officers other than Messrs. Bohn, Szews and Randjelovic, a target bonus of 45% of base salary was set at achievement of pre-established target levels of earnings per share and relative performance of return on invested capital against a comparator group. Bonuses could have been increased up to a maximum of 90% of base salary upon achievement of material increases over those target levels. Bonuses also could have been reduced to a threshold of 22.5% of base salary in the event that earnings per share and return on invested capital did not meet those target levels, but did meet pre-established minimum levels for the year. For Mr. Bohn, the respective percentages of base salary for target, minimum and maximum bonus potential at those respective levels of Company performance were 90%, 45% and 180%. For Mr. Szews, the respective percentage of base salary for target, minimum and maximum bonus potential at those respective levels of Company performance were 55%, 27.5% and 110%. For Mr. Randjelovic, the respective percentages were as for the Named Officers other than Mr. Bohn and Mr. Szews, although there also were pre-established target levels of operating earnings of certain subsidiaries in the Company's U.S. Fire and Emergency segment.

The Company measures the competitiveness of its executive officer compensation against industrial companies of a similar revenue size. For assistance in its oversight of executive officer compensation, the HR Committee reviews surveys of executive compensation databases and periodically retains the services of independent consultation services. To gauge competitive practices, the HR Committee has sought the advice of Towers Perrin, an executive compensation consulting firm, in each of the past six years.

The most important components of executive officer compensation at the Company are base salary, performance based annual incentives and long-term incentives, which include stock options and restricted stock.

### ***Base Salary***

The HR Committee has established executive base salaries within the competitive range of salaries paid to other companies executives with similar management responsibilities based on the survey data referred to above. To determine individual annual base salary levels, the HR Committee reviews each executive's performance and accomplishments during the prior year as well as experience and service with the Company. The HR Committee also takes into account overall Company performance and profitability and, where applicable, the performance of that part of the business of the Company for which an executive officer is responsible. In 2005, base salaries for executive officers, as a group, were at or near the median of competitive salaries.

### ***Annual Incentive Awards***

Executive officers are eligible for annual cash bonuses under the Company's Incentive Compensation Plan. Specific performance objectives are established annually at the time that the budget for the next fiscal year is established. For fiscal 2005, the performance measures that were established for executive officers other than Mr. Randjelovic were an earnings per share goal and a return on invested capital goal (each weighted 50%). For Mr. Randjelovic, the performance measures were the same earnings per share (weighted 25%) and return on invested capital (weighted 50%) goals as for the other Named Officers, plus a business unit operating income goal (weighted 25%) for certain subsidiaries in the Company's U.S. Fire and Emergency segment.

Each executive officer is assigned threshold, target and maximum bonus award opportunities. The HR Committee believes that these opportunities are competitive with respect to





industrial companies of similar revenue size. In fiscal 2005, the Company exceeded its earnings per share and return on invested capital maximums. As such, maximum bonuses were granted and paid for bonuses based on those performance goals. In fiscal 2005, the Company exceeded the target, but not the maximum goal for operating income at certain subsidiaries in the Company's U.S. Fire and Emergency segment. Accordingly, the portion of Mr. Randjelovic's bonus based on such performance goal was granted and paid at less than the maximum.

### ***Long-Term Incentive Compensation***

The Company uses two kinds of long-term performance-based incentives: stock options and restricted stock awards, which are provided under the Company's 2004 Plan. The objectives of the 2004 Plan are to encourage the long-term growth and performance of the Company and to encourage and facilitate ownership of Company Common Stock by those highly compensated employees from whom a personal commitment to long-term shareholders is most important.

The HR Committee grants stock options and restricted stock to executive officers after consideration of levels of grants for similar officers in industrial companies of a comparable revenue size and as reported in studies by independent compensation consultants. Individual grants are based upon the executive's position, level of responsibility, past contributions to the success of the Company, and the potential of each executive to contribute to the future success of the Company.

### ***2005 Chief Executive Officer Compensation***

The HR Committee reviewed and set the compensation of Mr. Bohn, Chairman, President and Chief Executive Officer of the Company. As discussed in the Base Salary section above, the salaries for executive officers are set within competitive ranges paid by other industrial companies. In setting Mr. Bohn's base salary for fiscal 2005, the HR Committee considered the competitive data available for similarly situated chief executive officers; the minimum base salary under Mr. Bohn's employment agreement with the Company; the Company's success in meeting its 2005 earnings objectives; and Mr. Bohn's specific contributions to the success and increased value of the Company. The base salary level established for Mr. Bohn in fiscal 2005 was positioned within the median of salaries paid to chief executive officers in companies with similar revenues in the executive compensation database used by the Company.

As discussed in the Annual Incentive Awards section above, cash bonuses are based, and paid, on successful achievement of performance measures established annually by the HR Committee at the beginning of the fiscal year. During fiscal 2005, these measures were an earnings per share goal and a return on invested capital goal. Each of the two goals is weighed equally. Mr. Bohn exceeded the maximum goal for both earnings per share and return on invested capital. Accordingly, Mr. Bohn was awarded a bonus of \$1,620,000 for fiscal 2005.

Based upon a review of his responsibilities, contributions to the success of the Company, expected contributions to the future success of the Company, as well as an analysis of the total compensation structures for chief executive officers of other industrial companies, on September 19, 2005, the HR Committee awarded Mr. Bohn 141,500 stock options at an exercise price of \$41.04 per share and 22,500 shares of restricted Common Stock.

***Code Section 162(m)***

Section 162(m) of the Internal Revenue Code limits the Company's income tax deduction for compensation paid in any taxable year to certain executive officers to \$1,000,000, subject to several exceptions. It is the policy of the HR Committee that the Company should use its best efforts to cause any compensation paid to executives in excess of such dollar limit to qualify for such exceptions and, therefore, to continue to be deductible by the Company. In particular, the 2004 Plan was designed to permit awards made under it to qualify for the Code's exception for performance-based compensation. The HR Committee considered the tax deductibility of executive compensation as one factor to be considered in the context of its overall compensation objectives.

***Conclusion***

The HR Committee believes the executive compensation program provides compensation for executive officers that is competitive with that offered by corporations with which the Company competes for retention of executives. Further, the HR Committee believes its use of stock-based incentives aligns the interests of executive management with the interests of shareholders and that these incentives will motivate executives for the longer term challenges with which the Company is faced.

HUMAN RESOURCES COMMITTEE

Kathleen J. Hempel, Chair

Robert A. Cornog

Richard M. Donnelly

Donald V. Fites

Frederick M. Franks, Jr.

**PROPOSALS REQUIRING YOUR VOTE**

**Proposal 1**

***Election of Directors***

The Board of Directors has nominated eleven people for election as directors at the Annual Meeting. Each of the nominees currently is a director of the Company and, other than Mr. Cornog, was elected at the 2005 Annual Meeting. If the shareholders re-elect these directors, then they will hold office until the next Annual Meeting, or until their successors have been elected and qualified.

The nominees are: J. William Andersen, Robert G. Bohn, Robert A. Cornog, Richard M. Donnelly, Donald V. Fites, Frederick M. Franks, Jr., Michael W. Grebe, Kathleen J. Hempel, Harvey N. Medvin, J. Peter Mosling, Jr. and Richard G. Sim. Their biographical information is set forth on pages 5 and 6 of this Proxy Statement.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE NOMINEES FOR DIRECTOR LISTED ABOVE.**

## Proposal 2

***Ratification of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, as the Company's auditors for the fiscal year ending September 30, 2006.***

The Audit Committee has appointed Deloitte & Touche LLP, an independent registered public accounting firm, to serve as the Company's independent auditors for the fiscal year ending September 30, 2006.

Representatives of Deloitte & Touche LLP will be present at the Annual Meeting to answer questions. They also will have the opportunity to make a statement if they desire to do so.

We are asking our shareholders to ratify the appointment of Deloitte & Touche LLP as our independent auditors. Although ratification is not required by our By-laws or otherwise, the Board is submitting the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, to our shareholders for ratification because we value our shareholders' views on the Company's independent auditors and as a matter of good corporate practice. In the event that our shareholders fail to ratify the appointment, the Audit Committee will consider it as a direction to consider the appointment of a different firm. Even if the appointment is ratified, the Audit Committee in its discretion may select a different independent auditor at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS THE COMPANY'S AUDITORS.**

## OTHER MATTERS

Management knows of no matters other than those stated which are likely to be brought before the Annual Meeting. However, in the event that any other matter properly shall come before the meeting, it is the intention of the persons named in the forms of proxy to vote the shares represented by each such proxy in accordance with their judgment on such matters.

All shareholder proposals pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 ( Rule 14a-8 ) for presentation at the 2007 Annual Meeting must be received at the offices of the Company, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566, by August 22, 2006 for inclusion in the Company's proxy statement for its 2007 Annual Meeting.

A shareholder who intends to present business, other than a shareholder's proposal pursuant to Rule 14a-8, or nominate a director at the 2007 Annual Meeting must comply with the requirements set forth in the Company's By-Laws. Among other things, a shareholder must give written notice to the Secretary of the Company not less than 45 days and not more than 70 days prior to the first anniversary of the date on which the Company first mailed its proxy materials for the 2006 Annual Meeting. Therefore, since the Company anticipates mailing this proxy statement on December 20, 2005, the Company must receive notice of a shareholder's intent to present business, other than pursuant to Rule 14a-8, or nominate a director at the 2007 Annual Meeting no sooner than October 11, 2006, and no later than November 5, 2006.

If the notice is received after November 5, 2006, then the Company is not required to present such proposal at the 2007 Annual Meeting because the notice will be considered untimely. If the

Board of Directors chooses to present such a shareholder's proposal submitted after November 5, 2006 at the 2007 Annual Meeting, then the persons named in proxies solicited by the Board of Directors for the 2007 Annual Meeting may exercise discretionary voting power with respect to such proposal.

If a shareholder complies with the following procedures, then the Governance Committee will consider director candidates that such shareholder has recommended for available seats on the Board. For a shareholder to properly recommend a director candidate for consideration, the shareholder must provide written notice to the Secretary at the Company's headquarters. Such notice must include the shareholder's name, address, the class and number of Company shares owned, the name, age, business address and principal occupation of the candidate, and the number of Company shares beneficially owned by the candidate, if any. It must also include the information that would be required to be disclosed in the solicitation of proxies for election of directors under the federal securities laws. The Company may require any candidate to furnish any other information, within reason, that may be needed to determine the eligibility of the candidate. The Secretary will forward the recommendations to the Governance Committee for consideration.

Pursuant to the rules of the SEC, services that deliver the Company's communications to shareholders that hold their stock through a bank, broker or other holder of record may deliver to multiple shareholders sharing the same address a single copy of the Company's Annual Report to Shareholders and Proxy Statement. Upon written or oral request, the Company will promptly deliver a separate copy of the Annual Report to Shareholders and/or Proxy Statement to any shareholder at a shared address to which a single copy of each document was delivered. Shareholders may notify the Company of their requests by calling or writing Ms. Virginia Abel, Oshkosh Truck Corporation, P.O. Box 2566, Oshkosh, Wisconsin 54903-2566, (920) 235-9151 ext. 2296.

#### **COST OF SOLICITATION**

The cost of soliciting proxies will be borne by the Company. The Company expects to solicit proxies primarily by mail. Proxies may also be solicited personally and by telephone by certain officers, regular employees or representatives of the Company. The Company will reimburse brokers and other nominees for their reasonable expenses in communicating with the persons for whom they hold stock for the Company.

**APPENDIX A**

**OSHKOSH TRUCK CORPORATION**

**BOARD OF DIRECTORS**

**AUDIT COMMITTEE CHARTER**

**AS AMENDED AS OF SEPTEMBER 20, 2005**

**Purpose**

The Audit Committee's purpose shall include assisting the Company's Board of Directors in oversight of (a) the integrity of the Company's financial statements and system of internal controls, (b) the Company's compliance with legal and regulatory requirements, (c) the qualifications and independence of the independent registered public accounting firm and (d) the performance of the Company's internal audit function and independent registered public accounting firm. In so doing, it is the responsibility of the Audit Committee to maintain free and open communication between and among the directors, the independent registered public accounting firm, the internal auditors, outside counsel and the financial and operating management of the Company.

The Audit Committee is also responsible for preparing the audit committee report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

**Membership**

The Audit Committee of the Board of Directors shall consist of not less than three members, including the chair, who meet the independence and experience requirements of the SEC and the New York Stock Exchange (the "NYSE"). At least one member of the Audit Committee must have accounting or related financial management expertise, and the Company will endeavor to have at least one member of the Audit Committee who qualifies as an "audit committee financial expert" as defined by the rules of the SEC. A member of the Audit Committee will not serve on audit committees of more than two other public companies without the prior consent of the Company's Board of Directors to enable the Board to determine that such service would not impair the ability of such a member to effectively serve on the Audit Committee.

The members and chair of the Audit Committee will be appointed by the Board of Directors at the Board meeting following each Annual Shareholders' Meeting.

**Responsibilities**

In carrying out its responsibilities, the Audit Committee believes its policies and procedures should be flexible enough to react to changing conditions and to be able to assure the Board of Directors and the shareholders of the Company that the accounting and



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financial reporting practices of the Company are in accordance with all applicable legal and accounting requirements and that they are consistently maintained at the highest quality standards.

In carrying out its responsibilities, the Audit Committee will:

1. Meet at least quarterly and otherwise as the members of the Audit Committee deem appropriate.

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2. Obtain the Board of Directors' approval of this Charter, reassess this Charter as conditions dictate (at least annually) and provide recommendations to the Governance Committee of the Board of Directors regarding amendments to this Charter the Audit Committee deems necessary.
3. Directly appoint, compensate, retain, and where appropriate, terminate the independent registered public accounting firm engaged to audit the financial statements and system of internal controls over financial reporting and disclosures of the Company.
  - Evaluate the independent registered public accounting firm's qualifications, performance and independence, including a review and evaluation of the lead audit partner and the audit staff. In making this evaluation, the Audit Committee should also take into account the opinions of management and the Company's internal auditors. The Audit Committee shall present its conclusions with respect to the independent registered public accounting firm to the Board of Directors.
  - Ensure the rotation of the lead or coordinating audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law or regulations.
  - Obtain from the independent registered public accounting firm and review, at least on an annual basis, a report describing the independent registered public accounting firm's internal quality control procedures and any material issues raised by the most recent internal quality control review, or peer review, of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to independent audits carried out by the independent registered public accounting firm, and any steps taken to deal with any such issues.

The independent registered public accounting firm shall report directly to the Audit Committee. The Audit Committee shall be directly responsible for the oversight of the work of the independent registered public accounting firm, including resolving any disagreements between the independent registered public accounting firm and management.
4. Approve in advance the engagement of the independent registered public accounting firm for all audit and permitted non-audit services that management plans to engage the independent registered public accounting firm to perform and approve in advance all compensation paid to the independent registered public accounting firm. Such approval may be pursuant to preapproval policies and procedures established by the Audit Committee provided such policies and procedures are detailed as to the particular service and such policies and procedures do not include delegation of the Audit Committee's responsibilities to management. All engagements for permitted non-audit services shall be disclosed by the Audit Committee as required by law. The Audit Committee shall not permit or approve the independent registered public accounting firm to perform prohibited services as defined in SEC regulations.
5. Obtain from the independent registered public accounting firm, on an annual basis, a written statement delineating all relationships between the independent registered public accounting firm and the Company, consistent with Independence Standards Board Standard 1 and other applicable rules and regulations. The Audit Committee shall actively engage in a dialogue with the independent registered public accounting firm with respect to any disclosed

relationships or services that may impact the objectivity and independence of the independent registered public accounting firm and shall take appropriate action to correct or oversee the independence of the independent registered public accounting firm.

6. Meet with the independent registered public accounting firm and financial management to review the scope of the proposed annual audit and the audit procedures to be utilized and the scope of timely quarterly reviews for the current year.
7. Conduct a meeting in person or by conference call with the Company's Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, together with representative(s) of the Company's independent registered public accounting firm, in advance of the quarterly earnings conference call and review and discuss the quarterly earnings release (including financial results), material quarterly adjustments, earnings guidance and the SEC Form 10-Q, when applicable. Make inquiries whether there have been any material changes in the Company's financial condition or results of operations that would require disclosure in the quarterly earnings release, earnings conference call or related Form 8-K. The Audit Committee may discuss this information generally, including the types of information to be disclosed and the type of presentation to be made. These discussions need not be carried out in advance of each instance in which the Company provides routine financial information or earnings guidance.
8. Review, periodically with the independent registered public accounting firm, internal auditors and financial and accounting personnel, the adequacy and effectiveness of the disclosure controls and procedures and the accounting, financial and operating controls of the Company. Particular emphasis should be given to the adequacy of such internal controls to expose any payments, transactions or procedures that might be deemed illegal, misleading or otherwise improper.
9. Review, with the internal auditors and financial and operating management, the adequacy and effectiveness of internal controls that assure compliance with all laws and regulations of the United States Department of Defense and other federal government authorities with respect to the performance under federal contracts.
10. Review, with management, the internal auditors and the independent registered public accounting firm, the status of litigation, compliance with environmental laws and regulations and other material contingencies of the Company. Particular emphasis should be given to the adequacy of internal controls to prevent material losses to the Company from litigation, non-compliance with environmental laws and regulations or other matters, as well as the adequacy of the accounting for, and disclosure of, such contingencies in the Company's financial statements and regulatory reporting.
11. Discuss the Company's guidelines and policies with respect to risk assessment and risk management, although the Company's management, and not the Audit Committee, shall be responsible for assessing and managing the Company's exposure to risk. The Audit Committee should discuss the Company's major financial risk exposures and the adequacy of the steps that the Company has taken to monitor and control such exposures.
12. As and when required by SEC regulations, obtain, on a quarterly basis, reports from the Company's management regarding its evaluation of the Company's disclosure controls and procedures and internal control over financial reporting.

13. As and when required by SEC regulations, obtain, on an annual basis, the independent registered public accounting firm attestation report on management's assessment of the Company's internal control over financial reporting, as required by law.
14. Review and discuss with management and the independent registered public accounting firm the audited financial statements to be included in the annual report to shareholders and the Annual Report on Form 10-K, including the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations. Recommend to the Board of Directors whether the audited financial statements should be included in the Company's Annual Report on Form 10-K. Review and discuss with management and the independent registered public accounting firm the unaudited financial statements to be included in Quarterly Reports on Form 10-Q, including the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations.
  - Review with management and the independent registered public accounting firm whether there have been any changes in or adoption of accounting principles and discuss any other matter required to be communicated to the Audit Committee by the independent registered public accounting firm.
  - Obtain from the independent registered public accounting firm reports regarding all critical accounting policies and practices and all critical judgments and estimates to be used by the Company; reports regarding all alternative treatments of financial information within generally accepted accounting principles that have been discussed with Company's management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm; other material written communications between the independent registered public accounting firm and Company's management (*e.g.*, management letter and schedule of unadjusted differences); and all other communications required by law.
  - Review with management and the independent registered public accounting firm their judgments about the quality and acceptability of critical accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and particularly the degree of aggressiveness or conservatism of the Company's accounting practices and principles and underlying estimates, including the report provided by the independent registered public accounting firm pursuant to the preceding paragraph.
  - Make inquiries of the independent registered public accounting firm whether all material correcting adjustments identified by the independent registered public accounting firm have been reflected in the financial statements.
  - Review with management and the independent registered public accounting firm the effect of regulatory and accounting initiatives, as well as off-balance sheet arrangements, on the financial statements of the Company.
15. Discuss all required communications with the independent registered public accounting firm including the matters required to be discussed by Statement on Accounting Standards No. 61, Rule 2-07 of Regulation S-X of the SEC and other applicable rules and regulations.
16. Review with the Chief Executive Officer and Chief Financial Officer the contents of the periodic Chief Executive Officer and Chief Financial Officer certification statements required

by the SEC and NYSE in advance of their filing. Make inquiries of the Chief Executive Officer, Chief Financial Officer and other managers to assess the quality of the due diligence performed by management in advance of such certifications.

17. Establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing and legal issues. Establish and maintain procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, internal accounting controls, auditing or legal issues.
18. Oversee the internal audit function of the Company including its objectivity, responsibilities, competence, the proposed audit plans for the coming year, the coordination of such plans with the independent registered public accounting firm, the quality and timeliness of internal audit activities and the budget and staffing of the internal audit function.
19. Receive and review, prior to each meeting, a summary of findings from completed internal audits and a status report on the annual internal audit plan, with explanations for any deviations from the original plan. At its discretion, the Audit Committee may seek copies of particular internal audits. All deviations from the original internal audit plan shall be approved in advance by the Audit Committee.
20. Review annually the adequacy and competency of the outside professional firm engaged to perform the Company's internal audit function and, as necessary, replace the outside firm. The outside internal audit firm shall have ultimate accountability to the Audit Committee.
21. Provide a regular and sufficient opportunity for the internal and independent registered public accounting firm to meet separately with the Audit Committee without members of management present. Among the items to be discussed in these meetings are the internal and independent registered public accounting firm's evaluation of the performance and capabilities of the Company's financial, accounting, information systems and legal personnel; the cooperation that the internal and independent registered public accounting firm received during the course of their audits; any audit problems or difficulties, including any restrictions on the scope of the independent registered public accounting firm's activities or access to requested information, any significant disagreements with management and management's response to all such difficulties; whether the independent registered public accounting firm was satisfied with the quality and integrity of the financial statements, whether any officers or directors attempted to take or took action to coerce, manipulate, mislead or fraudulently influence them in the conduct of their audit engagement and such other matters as the Audit Committee may choose.
22. Review with the Chief Financial Officer, at least annually, the capabilities and performance of key members of the corporate finance and accounting organization, as well as at the principal business units of the Company.
23. Review, at least annually, summaries of the expense reimbursements made to executive officers of the Company, as defined under the Securities Exchange Act, for compliance with the Company's written policies and practices.
24. Make available to the Board of Directors the minutes of all meetings of the Audit Committee and review the matters discussed at each Audit Committee meeting with the Board of Directors, including any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory

requirements, the performance and independence of the Company's independent registered public accounting firm or the performance of the internal audit function.

25. Investigate any matter brought to its attention which falls within its duties and as needed, retain outside resources, including independent counsel and accounting and other advisors. The retention of such independent counsel and other advisors will be promptly reported to the full Board of Directors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent registered public accounting firm of the Company and to any such advisors employed by the Audit Committee and for administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
26. Prepare annually a report of the Audit Committee for inclusion in the Company's annual proxy statement. The report shall include any and all information required by the SEC.
27. Include a copy of the then current Audit Committee Charter as an appendix to the Company's annual proxy statement at least once every three years, or more frequently if substantive changes are made to the Charter.
28. Establish clear hiring restrictions and policies for current or former employees of the independent registered public accounting firm.
29. Conduct annually a self-assessment of its performance during the previous year. In addition, the Governance Committee of the Board of Directors will conduct an annual assessment of the Audit Committee. The purpose of these assessments is to increase the effectiveness of the Audit Committee and its members. Compliance with the responsibilities listed in this Charter shall form the principal criteria for such assessments, as well as such other factors and circumstances as are determined appropriate by the Audit Committee and the Governance Committee.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibility of management and the independent registered public accounting firm. Nor is it the duty of the Audit Committee to assure compliance with laws and regulations.

Please note that Oshkosh Truck Corporation's annual shareholders' meeting is at a new location. The meeting will be held on Tuesday, February 7, 2006 at 10:00 a.m. (CST) at:  
**Fox Cities Performing Arts Center**

**MAPS**

**400 West College Avenue**

**Appleton, WI 54911**

**DIRECTIONS**

**From south**

From U.S. Highway 41 north, take exit number 137, College Avenue. Proceed right (east) on College Avenue four miles to downtown Appleton. The Fox Cities Performing Arts Center is on the left between Walnut and Division Streets.

**From north**

From U.S. Highway 41 south, take exit number 142, Richmond Street (Highway 47). Proceed left (south) three miles to College Avenue. Turn left on College Avenue. The Fox Cities Performing Arts Center is on the left between Walnut and Division Streets.

**From Madison**

Take Highway 151 to U.S. Highway 41 north. From Highway 41 north, take exit number 137, College Avenue. Proceed right (east) on College Avenue four miles to downtown Appleton. The Fox Cities Performing Arts Center is on the left between Walnut and Division Streets.

**PARKING**

Ample parking is available in Appleton's parking structures for a \$1 fee. The closest are the Washington Street Ramp and the Midtown Ramp. Street parking is also available. For more information, visit [www.foxcitiespac.com](http://www.foxcitiespac.com).





