

**Computershare
Trust Company BYDS_{sm}
Buy Direct Stock**

All correspondence and inquiries concerning
the Program should be directed to:

Computershare Trust Company
P.O. Box A3309
Chicago, Illinois 60690-3309

Telephone

Shareholder Customer Service:
312-360-5328 or 800-716-3607
Hours: 8:30 a.m. to 5:00 p.m.
Central Time

For Investors In
**HILLENBRAND
INDUSTRIES**
Common Stock

Program Information Statement

This Program Is Sponsored and
Administered by
Computershare Trust Company
Shareholder Services
Not by
HILLENBRAND INDUSTRIES



Computershare Trust Company BYDSSM

Computershare Trust Company (“Computershare”) now offers BYDS (“BYDS” or the “Program”) for stock investors of Hillenbrand Industries, Inc. (“the Company”). This service provides an alternative to traditional methods of purchasing, holding, and selling Company stock. BYDS provides a variety of features to help in managing your investments.

BYDS Includes the Following Key Features:

- You buy shares in whole dollar amounts rather than a specified number of shares. Your account is credited with the appropriate number of full and fractional shares.
- Minimum initial purchase of \$250.
- Additional voluntary purchases can be made with as little as \$100.
- Purchase and sale orders are processed at least once every five business days.
- Transaction fees are lower than the commissions and fees typically charged by a stockbroker.
- You can build your investment over time by making additional purchases periodically. The investment amount can be deducted automatically from your savings or checking account or you can send it by mail.
- You can reinvest dividends,
or
- You can receive cash dividend payments by check.
- You can deposit your stock certificates for safekeeping at no cost to you. You may request a certificate for whole shares at any time, also at no cost.
- You can transfer shares or make gifts of your stock.

The Company has appointed Computershare Trust Company, as the processing agent and administrator for the Program. BYDS is not sponsored or administered by the Company. Securities held in custody and cash held as proceeds or pending investment by Computershare in BYDS are not deposits or other obligations of, nor are they guaranteed by, Computershare or its affiliates. BYDS securities are not subject to protection under the Securities Investor Protection Act or the Federal Deposit Insurance Act.

How BYDS Works

BYDS provides you with an alternative to traditional methods of buying, holding, and selling Company shares. BYDS is governed by the terms and conditions contained in this document.

You can purchase and sell shares directly through BYDS rather than dealing with a broker. If you prefer, shares you hold or have acquired through BYDS may be sold outside BYDS through the broker of your choice (at commissions and fees you negotiate with your broker).

Eligibility

The general public, current shareholders, and Company employees are eligible to participate in BYDS, subject to a few limitations identified in this document. See “Terms and Conditions” for limitations.

Statements and Transaction Confirmations

Any shares you hold or purchase through BYDS are recorded in the same account.

Whenever you purchase or sell shares through BYDS, you will receive a statement with the details of the transaction. The statement will also show any account activity for the current period and year-to-date, including purchases, sales, certificate deposits or withdrawals, dividend payments, and your current account balance.

On each statement you will find information on how to buy or sell shares through BYDS and where to call for additional information.

In addition, you will receive both quarterly and comprehensive year-end statements for record keeping and tax purposes, summarizing activity in your account for those periods.

You Control Your Shares

Your BYDS-purchased shares are recorded in book-entry form. Just like certificated shares registered in your name, they are *your* shares. You are the owner and enjoy the same shareholder benefits as when you hold certificates – with a reduction in the risk of certificate theft, loss, or misplacement. See “Terms and Conditions” for limitations.

You may contact Computershare to request a certificate, transfer shares to another person, or sell shares directly through BYDS.

Account Features

Voluntary Purchases

If you want to make an additional share purchase, send a check payable to Computershare using the transaction form supplied with your statement. Computershare will process your order promptly – on the day of receipt when feasible, and ordinarily within five business days of receipt (assuming the relevant securities market is open for trading in Company shares). Upon settlement we will record your purchase on the Company's books with the appropriate number of full and fractional shares. **All of your money, less applicable fees and commissions, will be invested.**

Selling Shares

You may sell shares held through BYDS – just mail your request using one of the transaction forms provided with each statement. Certificated shares can be deposited into your account and subsequently sold through BYDS.

Computershare will process your order promptly upon receipt on a business day when the relevant securities market is open, but processing may require up to five business days from receipt of your order. The proceeds of the sale, less applicable fees and commissions, will be sent to you.

You have full control of your shares and can transfer or dispose of them at any time. You may choose to sell shares held by you at Computershare through a broker of your choice. If you choose to do so, just write us. A certificate will be issued and mailed to you or your broker within seven business days of our receipt of your request.

Share Certificate Deposit and Withdrawal

You may deposit certificated shares into your account at Computershare by forwarding them to Computershare by registered mail.

Certificate withdrawals can be made by submitting a written request to Computershare. A certificate for the number of full shares you specify will be mailed promptly.

There is no cost to you for certificate deposit or certificate withdrawal services.

Automatic Purchase of Shares

Automatic purchase enables you to pre-authorize Computershare to electronically *debit* your checking or savings account periodically to purchase additional shares. This permits you to make regular investments in an amount and on a schedule that is comfortable for you, without the inconvenience or expense of writing checks.

Dividend Options

Cash Dividends

Current shareholders who are receiving dividends in cash need do nothing. A check for the full dividend amount will be issued as at present.

Dividend Reinvestment

Current shareholders may choose to reinvest the dividends on all, none, or a specific number of their *certificated* shares while choosing at the same time to reinvest the dividends on all or none of the shares held through BYDS.

New Participants in the BYDS will automatically have all dividends reinvested unless you direct Computershare otherwise.

Gift Transfers

You can give shares directly to others without requiring Computershare to issue certificates. After the transfer is complete, upon your request we will send a non-negotiable gift certificate which you can present to the recipient. Later the recipient will receive an account statement indicating the transfer of those shares. (You should consult your tax advisor regarding the tax consequences of gifts.)

Customer Service

You will receive all dividends, proxies, and other materials the Company may periodically distribute, including annual reports and other shareholder information.

A customer service representative will be available to assist you with questions concerning your account at the number listed on the cover page of this brochure.

Summary

Eligibility

BYDS is available to the general public, employees of the Company, and current shareholders. If you presently own stock in the Company, you may enroll in BYDS and start to use its services immediately.

Regulations in certain countries may, however, limit or prohibit participation in this type of program. Persons residing outside the United States who wish to participate in BYDS should first determine whether they are subject to any government regulation prohibiting their participation.

The Purpose of BYDS

BYDS is designed for individuals who want to make their own investment decisions, have a particular interest in the Company, and want to make dollar amount purchases. It offers an alternative to purchasing, holding, or selling shares through brokers.

Enrolling

Just return the enclosed enrollment form.

If you are already a Company shareholder, you can participate in several ways. You can send your certificates to Computershare for safekeeping, send a check to purchase additional shares, and/or reinvest the dividends from all your shares, even shares you hold in certificate form.

Shareholders wishing to purchase additional shares can do so at any time by sending in the form which is attached to every statement they receive, with a check or money order for the purchase. Computershare will purchase the number of full and fractional shares your investment funds cover, less fees, and record them in your name in a BYDS account.

Charges and Minimums

There are no charges for starting your use of BYDS. There will be transaction fees and there may be fees associated with certain optional services. See the section on Fees, Commissions, and Minimum Investments for more information. Minimum dollar amounts apply for purchases.

Buying and Selling Shares

In most cases your order will be processed the day it is received, and in all cases within five business days (assuming the markets are open). You may also purchase or sell Company shares through a broker.

Statements

You will be sent a statement at least quarterly and as soon as practicable after each transaction confirming the details of each transaction you make.

Your Account Representative

If you have any questions about your account, a customer service representative will be happy to assist you at the number listed on the cover page of this brochure.

Terms and Conditions

1. Computershare Trust Company (“Computershare”), as agent for any Participant in Buy Direct Stock (BYDS), will in accordance with each Participant’s authorization:
 - (a) accept certificates for safekeeping and hold them for the Participant in Computershare’s nominee name;
 - (b) apply all cash contributions received from an eligible Participant to the purchase of full and fractional shares (to three decimal places) of stock for the Participant’s account;
 - (c) as directed by the Participant with respect to shares held by Computershare in BYDS for the Participant’s account, either:
 - (i) pay the Participant cash dividends on all such shares; or
 - (ii) apply all cash dividends payable to the Participant in respect of such shares to the purchase of additional full and/or fractional shares through BYDS.
 - (d) as directed by the participant with respect to certificated shares held by the Participant, either:
 - (i) pay the Participant cash dividends on all such shares;
 - (ii) apply all cash dividends payable to the Participant in respect of such shares to the purchase of additional full and/or fractional shares through BYDS; or
 - (iii) apply the cash dividends on a number of such shares as specified by the Participant to the purchase of additional full and/or fractional shares through BYDS and pay cash dividends to the Participant in respect of the remaining certificated shares; and
 - (e) accept orders to sell shares as directed by the Participant in accordance with BYDS.

2. Purchases

For the purpose of making purchases, Computershare may combine each Participant’s funds (dividends and cash contributions) with those of all other Participants. Computershare will hold such funds upon receipt in a Computershare account maintained for the benefit of Participants. Computershare will make every effort to invest cash contributions it receives promptly, but in no event later than five business days after the cash contributions are received (except where deferral is required under applicable federal or state laws or regulations). Dividends will be reinvested promptly following receipt by Computershare, but in no event later than 30 days after receipt (except where deferral is required under applicable federal or state laws or regulations).

The price per share of shares of stock purchased for each account, whether purchased with cash contributions or dividends, or both, shall be the weighted average price of all shares purchased by Computershare’s broker net of fees for each aggregate order placed by Computershare. Computershare will hold, in the name of its nominee, all shares of stock purchased for Participants and will establish and maintain BYDS account records that reflect each Participant’s separate interest.

3. Sales

A Participant may sell (or obtain a certificate or certificates for) all or part of the full shares of stock credited to his or her account at any time, upon request. All such requests must be made in writing. All sale instructions received by Computershare will be processed promptly thereafter, and in no event later than five business days after the date on which the order is received (except where deferral is required under applicable federal or state laws or regulations).

In every case the price to each selling Participant shall be the weighted average sale price obtained by Computershare's broker, net of fees for each aggregate order placed by Computershare. To maximize cost savings, Computershare will make every effort to sell shares in round lot transactions. For this purpose it may combine each selling Participant's shares with those of other Participants.

4. Transactions

Computershare will cause its broker to effect purchases and sales on any securities exchange where such shares are traded, in the over-the-counter market, or by negotiated transactions, upon such terms with respect to price, delivery, etc., as Computershare may accept.

No interest will be paid on any cash received by Computershare pending investment. No Participant shall have any authority or power to direct the time or price at which shares may be purchased (or sold), or to select the broker or dealer through or from whom purchases (or sales) are to be made by Computershare. Computershare will return any cash contribution upon request of the Participant, provided Computershare receives the Participant's written notice of cancellation of its purchase instruction before the purchase order has been placed.

For processing purchase and sale instructions submitted by a Participant, Computershare will receive compensation in accordance with the fee schedule set forth in this brochure or in subsequent notices of fee changes. Fees are subject to change at any time, in accordance with Paragraph 11 of these Terms and Conditions, upon written notification to Participants.

5. Withdrawals

Participation in BYDS may be terminated by the Participant at any time. In order to withdraw from the Program, a Participant must notify Computershare in writing that he or she wishes to withdraw. The form which is a part of the Participant's quarterly statement of ownership may be used for this purpose. Such notice should be sent to Computershare Trust Company, P.O. Box A3309, Chicago, Illinois 60690. A Participant's withdrawal takes effect when such notice is received by Computershare except as otherwise provided in this Paragraph 5.

When a Participant withdraws from the Program, or upon termination of the Program, certificates for whole shares credited to his or her account under the Program will be issued to the Participant and a cash payment will be made for any fraction of a share. The cash payment will be based on the current market price obtained in connection with liquidating sales, if any, or the closing price in the relevant securities markets on the date of termination, less fees. Alternatively, in any notice of withdrawal from the Program sent by the Participant, the Participant may direct that all of the shares, both whole and fractional, credited to his or her account in the Program be sold by Computershare. Such sale will be made through Computershare's broker at market price as soon as practicable or within five business days after withdrawal notice is received by Computershare. The proceeds of such sale, less any brokerage commission and any Computershare sale fee, will be sent to the Participant. Upon withdrawal from the Program, any uninvested optional cash contributions will be returned promptly to the withdrawing Participant.

In the event a notice of termination is received or issued pursuant to Paragraph 5 near a record date for an account whose dividends are to be reinvested, Computershare in its sole discretion may either pay such dividends in cash or reinvest them in shares on behalf of the terminating Participant. In the event reinvestment is made, Computershare will process the termination as soon as practicable, or within five business days after the investment is completed.

Computershare may, for any reason and in its sole discretion, terminate any Participant's participation in BYDS, effective immediately upon mailing via certified or registered mail, return receipt requested, a notice of termination to the Participant at the Participant's address of record as maintained in the files. Upon issuing a notice of termination, Computershare will promptly refund any cash contributions then held pending investment. Upon issuing such notice, Computershare will initiate a withdrawal of shares, issuing to the Participant a certificate for the full shares of stock credited to the account. Any fraction of a share held for the terminating Participant will be paid in cash, at the current market price as described above.

6. Agent's Discretion

At any time, Computershare may, for any reason and in its sole discretion, refuse to execute any Participant's transaction request submitted via telephone or facsimile, and in its place require original written confirmation of such transaction request.

7. Dividends

If a Participant has requested that Computershare reinvest dividends, the Participant must instruct Computershare in writing if reinvestment is to be discontinued. For such instruction to be effective for a given dividend payment, Computershare must receive notice before the record date for the dividend. Dividend reinvestment or cash payment for terminating accounts will be made in accordance with the provisions of Paragraph 5.

8. Tax Consequences

Although Computershare will reinvest dividends upon the Participant's request, the Participant remains responsible for any income taxes payable on such dividends. Dividends paid to Computershare and fees paid by the Company on behalf of a Participant will be reported to the Internal Revenue Service on Form 1099 DIV, a copy of which will be sent to each Participant.

Other Information

9. A Participant will have the sole right to vote shares held by Computershare through BYDS.
10. Any stock dividend or shares of stock distributed pursuant to a stock split on shares held by Computershare for a Participant in the BYDS program will be credited to the Participant's BYDS account, provided that such stock is of the same type, class and series as the stock held under BYDS. In the event that rights are made available to subscribe to additional shares, debentures, or other securities, the full shares held for a Participant under BYDS may be combined with the other shares of the same class of stock registered in the name of the Participant for purposes of calculating the number of rights to be issued to such Participant.
11. Computershare shall be liable only for actions or failures to act that constitute or are attributable to its gross negligence or bad faith. Computershare specifically shall not be liable in connection with its operation of BYDS for any act done in good faith or for any good faith failure to act, including, without limitation, any claims for liability (1) arising out of failure to terminate a Participant's participation in BYDS upon the Participant's death prior to receipt of written notice of death from an appropriate representative, and (2) with respect to the prices or times at which shares are purchased or sold for any Participant's account. Neither Computershare nor the Company shall be liable for changes in the market value of shares maintained on behalf of a Participant.

Computershare reserves the right to amend or modify the provisions of this agreement at any time by mailing a copy of such amendment or modification (that may be included with normal company mailings to shareholders) to the Participant. Such amendments or modifications become effective thirty (30) days after the mailing, unless a different time period is required by law.

12. The Tax Equity and Fiscal Responsibility Act of 1982 imposes certain reporting obligations upon brokers and others. As a result, Computershare will be required to report to the Internal Revenue Service and the Participant any sale of shares effected on behalf of the Participant.
13. Computershare may, in its sole discretion, use a broker-dealer affiliated with Computershare to execute purchase or sale transactions. In that event, the Participant should recognize that brokerage commissions assessed in connection with those transactions will accrue to the benefit of Computershare.
14. Computershare provides no advice and makes no recommendations with respect to any security that is eligible for BYDS or any purchase or sale transaction initiated by a Participant. Securities are subject to investment risk including the possible loss of the principal invested. Any decision to purchase or sell any security that is eligible for BYDS participation must be made by the individual Participant, based upon his or her own research and judgment.
15. BYDS accounts, the securities and the cash held therein, are not deposits of Computershare and are not insured by the Federal Deposit Insurance Corporation, the Securities Investor Protection Corporation, or any other federal or state agency. In addition, neither the BYDS account nor the cash held for a Participant pending investment represents a debt obligation of the Company, nor is the BYDS account guaranteed by the Company.
16. BYDS and the agency agreement between Computershare and each Participant, including these Terms and Conditions, shall be governed by the laws of the State of Illinois. The signing and mailing of a BYDS enrollment form or the initiation of a transaction, including the deposit of a share certificate, through BYDS shall constitute an offer by the individual shareholder to establish a principal-agency relationship with Computershare. Acceptance shall occur in the offices of Computershare upon receipt by Computershare of such forms or requests.
17. BYDS is not designed for and may not be used by institutional investors or financial intermediaries.
18. **Statement of Ownership**
Each Participant in the Program will be sent an account statement showing the number of Program shares held for the Participant by Computershare, the number of shares held by the Participant in his or her own name on which dividends are being reinvested, any cash dividends received, any cash contributions received, the price per share, and a history of the transactions and fees paid for the current calendar year. Such statements will be mailed quarterly and as soon as practicable after each transaction activity in a Participant's account.

If a Participant makes cash contributions, a statement of ownership interests will be sent subsequent to each month in which a cash contribution is made.

These statements are a Participant's continuing record of the cost basis of his or her purchases and should be retained for income tax purposes. There is a service charge for providing copies of statements for any period in a prior calendar year. In addition, each Participant will receive copies of the same shareholder communications sent to every other holder of shares of common stock, including the Company's quarterly reports, annual report, notice of annual meeting and proxy statement, and income tax information for reporting dividends paid.

19. Certificates for Shares

Unless requested by a Participant, certificates will not be issued for shares of Common Stock purchased under the Program. The number of shares credited to a Participant's account under the Program will be shown on his or her statements of account. This method of registration protects against loss, theft, or destruction of stock certificates.

Certificates for any number of whole shares credited to an account under the Program will be issued upon the written request of the Participant. This request should be mailed to Computershare Trust Company, P.O. Box A3309, Chicago, Illinois 60690. Any remaining full shares and fractions of a share will continue to be credited to the Participant's account.

20. Employees

An employee of the Company may enroll in the Program at any time, regardless of length of service with the Company, by executing an enrollment form and forwarding it to Computershare. See page 4, "Eligibility."

21. State laws may prevent residents of certain states from participating in this Program, except under special arrangements with certain securities broker-dealers.

Direct Stock Services

Fees, Commissions and Minimum Investments

- **Participation** – no charge
- **Termination** – no charge
- **Custody services/certificate safekeeping** – no charge
- **Request for certificates** – no charge
- **Copies of account statements for prior years** – \$10 per year, maximum \$50
- **Gift transfers** – \$5 each
- **Automatic dividend reinvestment** – no charge

Purchases and Fees

- The initial investment minimum is \$250
- The subsequent minimum voluntary investment is \$100
- Additional investments are subject to a maximum annual amount of \$50,000.
- Each purchase (other than reinvested dividends or automatic debit) will entail a transaction fee of \$5.00 plus \$.10 per share purchased.
- If funds are automatically deducted from your checking or savings account, the processing fee is \$2.50 per transaction plus \$.10 per share.
- Fees will be deducted from the purchase amount.

Sales and Fees

- Each sale will entail a transaction fee based on the number of shares sold.
- The transaction processing fee is \$10 plus \$.10 per share sold.
- Fees are deducted from the proceeds derived from the sale.