

TRAMMELL CROW CO
Form DEFA14A
December 06, 2006

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

SCHEDULE 14A INFORMATION

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

Filed by the Registrant

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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
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Trammell Crow Company
(Name of Registrant as Specified In Its Charter)

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

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On October 31, 2006, Trammell Crow Company (the Company) announced that it entered into an Agreement and Plan of Merger, dated as of October 30, 2006, with CB Richard Ellis Group, Inc. (CBRE) and A-2 Acquisition Corp., a wholly-owned subsidiary of CBRE. Set forth below is the form of a letter to be distributed to certain of the Company s clients.

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RE: Trammell Crow Company / CB Richard Ellis Merger Announcement

Ladies and Gentlemen:

You have likely seen the recent media coverage of the pending merger of CB Richard Ellis (CBRE) and Trammell Crow Company (TCC). As an employee and shareholder I view this as truly positive news; bringing the best of both firms together to form a world-class organization that will be the world's largest diversified commercial real estate company. As a result of the merger, some of TCC's business units (i.e. Brokerage, Property Management, and Corporate Outsourcing) will migrate under the CBRE brand. However, my business unit, TCC's Development & Investment business (D&I), which includes our healthcare development practice, will be largely unaffected by the merger from an operational standpoint. Due to the significance of this organizational announcement and in light of the timing related to your new [] business venture, I just wanted to summarize some key points that may be of interest to you and your other partners:

- After the merger our D&I business unit will continue to operate under the Trammell Crow Company name as a wholly owned, independently managed subsidiary of CBRE.
- TCC will remain headquartered in Dallas under the same senior management team and with essentially the same charter as that of TCC's D&I unit today. TCC's current Chairman and CEO, Bob Sulentic, and our four existing regional presidents will continue to lead TCC post merger.
- Kevin O. Neil, Senior Managing Director, will continue to head the TCC's national healthcare practice, Trammell Crow Healthcare Services.
- There are no planned changes to the existing TCC leadership and professional employee base of our D&I business unit in Southern California.
- The merger will have no impact on the business terms we have previously discussed related to your [] project and will impose no changes to the professional team in place to deliver your project.

Rest assured that for the development professionals with whom you will be working, including myself, it will be essentially *business as usual* here at Trammell Crow Company. Should you have any other questions about the merger, please feel free to contact me directly at []. Our team is very excited to proceed with work on [] and we look forward to working with you as your real estate development partner. Thanks again for the opportunity.

Sincerely,

SEC Legend

Trammell Crow Company (the Company) filed with the SEC a definitive proxy statement to be used by the Company to solicit the approval of its stockholders for the proposed merger on November 15, 2006. The Company may also file other documents concerning the proposed merger. You are urged to read the proxy statement regarding the proposed merger when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to the proxy statement, because they will contain important information. You can obtain a free copy of the proxy statement, as well as other filings containing information about the Company, at the SEC's Internet Site (<http://www.sec.gov>) or directly from the Company by contacting Investor Relations at ir@trammellcrow.com, or by mail at Investor Relations, 2001 Ross Avenue, Suite 3400, Dallas, Texas 75201, or by telephone: (214) 863-3020.

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of the Company in connection with the proposed merger. Additional information regarding the interests of those participants may be obtained by reading the Company's proxy statement for its 2006 Annual Meeting of Stockholders, which was filed with the SEC on April 17, 2006, and the proxy statement regarding the proposed merger. Additional information regarding the interests of such potential participants is included in the definitive proxy statement, and other relevant documents filed with the SEC.

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Cautionary Language Regarding Forward-Looking Statements

This filing contains forward-looking statements that are made pursuant to the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995, particularly those statements regarding the effects of the proposed merger and those preceded by, followed by or that otherwise include the words believes, expects, anticipates, intends, estimates, or similar expressions. Forward looking statements relating to expectations about future results or events are based upon information available to the Company and CBRE as of today's date, and the Company and CBRE assume no obligation to update any of these statements. The forward looking statements are not guarantees of the future performance of the Company, CBRE or the combined company, and actual results may vary materially from the results and expectations discussed. For instance, although the Company and CBRE have signed an agreement for a subsidiary of CBRE to merge with and into the Company, there is no assurance that they will complete the proposed merger. The merger agreement will terminate if the companies do not receive necessary approval of the Company's stockholders or government approvals or if either the Company or CBRE fail to satisfy conditions to closing. Additional risks and uncertainties related to the proposed merger include, but are not limited to, the successful integration of the Company into CBRE's business and the combined company's ability to compete in the highly competitive real estate services industry. The revenues, earnings and business prospects of the Company and the combined company and their ability to achieve planned business objectives will be subject to a number of risks and uncertainties. These risks and uncertainties include, among other things, (i) the ability of the Company to complete the proposed transaction with CBRE due to a number of factors, including but not limited to, the ability of the Company and CBRE to satisfy the various conditions contained in the merger agreement between the parties, including Trammell Crow stockholder approval, regulatory approvals and other customary conditions, (ii) the ability of the Company to retain its major customers and renew its contracts, (iii) the ability of the Company to attract new user and investor customers, (iv) the ability of the Company to manage fluctuations in net earnings and cash flow which could result from the Company's participation as a principal in real estate investments, (v) the Company's ability to continue to pursue its growth strategy, (vi) the Company's ability to pursue strategic acquisitions on favorable terms and manage challenges and issues commonly encountered as a result of those acquisitions, (vii) the Company's ability to compete in highly competitive national and local business lines, (viii) the Company's ability to attract and retain qualified personnel in all areas of its business (particularly senior management), (ix) the timing of individual transactions, (x) the ability of the Company to identify, implement and maintain the benefit of cost reduction measures and achieve economies of scale and (xi) the ability of the Company to compete effectively in the international arena and manage the risks of operating in the international arena (including foreign currency exchange risk). In addition, the Company's ability to achieve certain anticipated results will be subject to other factors affecting the Company's business that are beyond the Company's control, including but not limited to general economic conditions (including interest rates, the cost and availability of capital for investment in real estate, clients' willingness to make real estate commitments and other factors impacting the value of real estate assets), the effect of government regulation on the conduct of the Company's business and the threat of terrorism and acts of war. These and other risks have been identified from time to time in the Company's and CBRE's SEC reports and public announcements.
