

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

AMERICAN MORTGAGE ACCEPTANCE CO
Form DEF 14A
April 30, 2003

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF
THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant [X]

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))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to 240.14a-11(c) or 240.14a-12

AMERICAN MORTGAGE ACCEPTANCE COMPANY

Name of Registrant as Specified in its Charter

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

Payment of Filing Fee (Check Appropriate Box):

- [X] No fee required
- [] Fee computed on table below per exchange Act Rules 14a-6 (i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- [] Fee paid previously with preliminary materials.
- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11 (a) (2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

(3) Filing Party:

(4) Date File:

AMERICAN MORTGAGE
ACCEPTANCE COMPANY

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
ON
JUNE 11, 2003

April 30, 2003

To the Shareholders of American Mortgage Acceptance Company:

NOTICE IS HEREBY GIVEN THAT the 2003 Annual Meeting of American Mortgage Acceptance Company ("AMAC") will be held on Wednesday, June 11, 2003 at 10:00 A.M. (local time), at the law offices of Paul, Hastings, Janofsky & Walker LLP, 75 East 55th Street, New York, New York for the following purposes:

- (1) The election of five (5) Trustees for a term of one year to expire in 2004.
- (2) The transaction of such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board of Trustees recommends a vote "FOR" each of the listed nominees. The accompanying proxy statement contains additional information and should be carefully reviewed by shareholders.

The Board of Trustees has fixed the close of business on April 16, 2003 as the record date for the determination of shareholders entitled to notice of and to vote at the meeting and any adjournment or postponement thereof.

By Order of the Board of Trustees

/s/ Stuart J. Boesky

Stuart J. Boesky
President and Chief Executive Officer

IT IS MOST IMPORTANT THAT YOU COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED STAMPED, SELF-ADDRESSED PROXY CARD.

YOUR FAILURE TO PROMPTLY RETURN THE PROXY INCREASES THE OPERATING COSTS OF YOUR INVESTMENT.

YOU ARE CORDIALLY INVITED TO PERSONALLY ATTEND THE MEETING, BUT YOU SHOULD RETURN THE PROXY CARD WHETHER OR NOT YOU ATTEND THE MEETING.

AMERICAN MORTGAGE ACCEPTANCE COMPANY
625 MADISON AVENUE

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

NEW YORK, NEW YORK 10022

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

INTRODUCTION

The accompanying form of proxy is solicited on behalf of the Board of Trustees (the "Board of Trustees", each individual Trustee serving thereon, a "Trustee") of American Mortgage Acceptance Company ("AMAC" or the "Company") for use at the Annual Meeting of Shareholders of AMAC (the "Meeting") to be held Wednesday, June 11, 2003 at 10:00 A.M. (local time), at the law offices of Paul, Hastings, Janofsky & Walker LLP, 75 East 55th Street, New York, New York, and at any adjournment or postponement thereof. AMAC has first mailed these proxy materials to holders (the "Shareholders") of shares of beneficial interest in AMAC (the "Shares"), on or about April 30, 2003. AMAC's executive offices are located at 625 Madison Avenue, New York, New York 10022 (telephone: (212) 588-1765). Shareholders of record at the close of business on April 16, 2003 (the "Record Date") will be entitled to vote at the Meeting or at any adjournment or postponement thereof.

Shares represented by properly executed proxy cards received by AMAC at or prior to the Meeting will be voted according to the instructions indicated on the proxy card. If no instructions are given, the persons named on the proxy card intend to vote the Shares so represented "FOR" the election of each of the nominees for re-election as Trustees.

Proxies may be revoked by those persons executing proxies at any time before the authority granted thereby is exercised by delivering to AMAC's secretary at or prior to the Meeting a written notice of revocation bearing a later date than the date of the proxy, duly executing a subsequently dated proxy with respect to the same Shares represented by the proxy and delivering it to AMAC's secretary at or before the Meeting or attending the Meeting and voting in person, although attendance at the Meeting will not, by itself, constitute revocation. Any written notice revoking a proxy should be delivered at or prior to the Meeting to the attention of the secretary, American Mortgage Acceptance Company, 625 Madison Avenue, New York, New York 10022.

The Board of Trustees recommends a vote "FOR" each of the Trustees.

As of April 16, 2003, approximately 8,063,630 Shares were outstanding, with each Share entitled to one vote on all matters that may come before the Meeting.

RECENT DEVELOPMENTS

On April 25, 2003, Steven B. Wendel resigned his position of Chief Operating Officer of AMAC in order to pursue other opportunities. AMAC has begun a search for a new Chief Operating Officer. Alan Hirmes, a Trustee and the Senior Vice President of AMAC, will serve as interim Chief Operating Officer until a replacement for Mr. Wendel has been hired.

PROPOSAL BEFORE THE MEETING

ELECTION OF TRUSTEES

At the Meeting, five Trustees are to be elected for one-year terms expiring in 2004. All of the nominees are currently Trustees of AMAC. Trustees are elected by a plurality of the votes cast (assuming the presence of a quorum consisting of a majority of the Shareholders whether present in person or by

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

proxy).

Unless Shareholders otherwise specify, Shares represented by duly executed proxies will be voted "FOR" the indicated nominees for election as Trustees. The Board of Trustees has no reason to believe that any of the nominees will be unable or unwilling to continue to serve as a Trustee if elected. However, in the event that any nominee should be unable or unwilling to serve, the Shares represented by proxies received will be voted for another nominee selected by the Board of Trustees. THE BOARD OF TRUSTEES RECOMMENDS A VOTE "FOR" EACH OF THE LISTED NOMINEES.

The following table sets forth information with respect to each nominee nominated to serve as a Trustee for a term to expire in 2004.

NAME OF TRUSTEE/ NOMINEE FOR ELECTION	AGE	PRINCIPAL OCCUPATION
-----	---	-----
Stuart J. Boesky	45	Mr. Boesky is Chairman, the President and Chief Executive Officer of AMAC and is the President and Director of Related AMI Associates, Inc. (the "Advisor"). Mr. Boesky is a Senior Managing Director and one of the principals of Related Capital Company ("Related"), the real estate finance affiliate of The Related Companies, L.P. ("TRCLP"), where his primary areas of responsibility are the creation, design, and implementation of Related's debt and equity finance programs and management of all debt product origination and loan servicing. Mr. Boesky practiced real estate and tax law with the law firm of Shipley & Rothstein from 1984-1986, when he joined Related. From 1983-1984, he practiced law with the Boston office of Kaye, Fialkow, Richman and Rothstein. Previously, Mr. Boesky was a consultant at the accounting firm of Laventhol & Horwath. Mr. Boesky graduated with high honors from Michigan State University with a Bachelor of Arts degree and from Wayne State School of Law with a Juris Doctor degree. He then received a Master of Laws degree in Taxation from Boston University School of Law. Mr. Boesky is on the board of Trustees of Charter Municipal Mortgage Acceptance Company ("CharterMac"), another Company managed by an affiliate of Related. Mr. Boesky is a regular speaker at industry conferences and on television. Mr. Boesky is also a member of the board of directors of the National Association of Affordable Housing Lenders.
Peter T. Allen	57	Mr. Allen is a Trustee of AMAC and is the President of Peter Allen & Associates, Inc., a real estate development and management firm, in which capacity he has been responsible for the leasing, refinancing and development of major commercial properties.

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

Mr. Allen has also been an Adjunct Professor of the Graduate School of Business at the University of Michigan since 1981. Mr. Allen received a Bachelor of Arts degree in history/economics from DePauw University and a Masters Degree in Business Administration with Distinction from the University of Michigan. Mr. Allen has been an Independent Trustee since 1991 and is a member of the Audit and Compensation Committees. Mr. Allen also serves on the board of Trustees of CharterMac.

2

- Arthur P. Fisch 61 Mr. Fisch is a Trustee of AMAC and is an attorney in private practice specializing in real property and securities law since October 1987, with Arthur P. Fisch, P.C. and Fisch & Kaufman. From 1975-1987, Mr. Fisch was employed by E.F. Hutton & Company, serving as First Vice President in the Direct Investment Department from 1981-1987 and associate general counsel from 1975-1980 in the legal department. As First Vice President, he was responsible for the syndication and acquisition of residential real estate. Mr. Fisch received a B.B.A. from Bernard Baruch College of the City University of New York and a Juris Doctor degree from New York Law School. Mr. Fisch is admitted to practice law in New York and Pennsylvania. Mr. Fisch has been an Independent Trustee since 1991 and is a member of the Audit and Compensation Committees. Mr. Fisch also serves on the board of Trustees of CharterMac.
- Alan P. Hirmes 48 Mr. Hirmes is a Trustee, Senior Vice President and Interim Chief Operating Officer of AMAC and is the Senior Vice President of the Advisor. Mr. Hirmes is a Senior Managing Director and one of the principals of Related, where he is responsible for overseeing the finance, accounting, and investor services departments and the joint-venture development program. Mr. Hirmes has been a Certified Public Accountant in New York since 1978. Prior to joining Related in October 1983, Mr. Hirmes was employed by Weiner & Co., certified public accountants. Mr. Hirmes graduated from Hofstra University with a Bachelor of Arts degree. Mr. Hirmes also serves on the board of Trustees of CharterMac.
- Scott M. Mannes 43 Mr. Mannes is a Trustee of AMAC and is the co-founder of Drawbridge Capital, LLC, an investment firm that operates as an advisor and service provider to, and investor in,

the specialty finance industry. Prior to Drawbridge, Mr. Mannes was a key participant in the development and evolution of the investment banking and merchant banking operations during his nine-year tenure at ContiFinancial Corporation, most notably as Co-President of ContiFinancial Services Corporation. Mr. Mannes was instrumental in developing the investment banking, merchant banking and venture capital activities for ContiFinancial, including managing the acquisitions of assets and investment banking relationships to promote the company's securitization activities and managing the acquisition of equity interests in affiliate residential and commercial loan origination companies. Prior to joining ContiFinancial in 1990, Mr. Mannes spent seven years with Financial Guaranty Insurance Company, developing the first financial guaranties applied to sub-prime mortgage loan securitizations. Mr. Mannes is a graduate of Statue University at Albany and received a Master of Public Administration degree from the Rockefeller School of Public Affairs and Policy.

3

MANAGEMENT

TRUSTEES AND OFFICERS

The Board of Trustees directs the management of the business of AMAC but retains the Advisor to manage the Company's day-to-day affairs. The Board of Trustees delegates to the Advisor responsibilities with respect to, among other things, overseeing the portfolio of assets of AMAC and acquiring and disposing of investments. During 2002, the Board of Trustees held sixteen meetings, the Audit Committee held four meetings, and the Compensation Committee did not hold any meetings. The average attendance in the aggregate of the total number of Board of Trustees and committee meetings was 90%.

The Trustees and executive officers of AMAC are as follows:

NAME	AGE	OFFICE HELD	YEAR FIRST BECAME OFFICER/TRUSTEE
----	--	-----	-----
Stuart J. Boesky	45	Chairman of the Board, Chief Executive Officer and President	1991
Peter T. Allen	57	Managing Trustee	1991
Arthur P. Fisch	61	Managing Trustee	1991
Alan P. Hirmes	48	Managing Trustee, Senior Vice President and Interim Chief Operating Officer	1991
Scott M. Mannes	43	Managing Trustee	2001

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

Stuart A. Rothstein	37	Executive Vice President and Chief Financial Officer	2002
Denise L. Kiley	43	Senior Vice President	1999
Marc D. Schnitzer	42	Senior Vice President	1999
John J. Sorel	42	Senior Vice President	1999
Mark J. Schlacter	52	Vice President	1993
Gary Parkinson	54	Controller	2000
Teresa Wicelinski	37	Secretary	1998

Biographical information with respect to Messrs. Boesky, Allen, Fisch, Hirmes and Mannes is set forth under "PROPOSAL BEFORE THE MEETING " above.

STUART A. ROTHSTEIN is an Executive Vice President and Chief Financial Officer of AMAC and an Executive Vice President of Related. Prior to joining Related in September 2002, Mr. Rothstein was Chief Financial Officer at Spieker Properties, a San Francisco-based office real estate investment trust ("REIT") with over \$7 billion in real estate assets and \$850 million in revenues. At Spieker Properties, Mr. Rothstein was responsible for developing and implementing all aspects of the company's corporate financial strategy, including executing over \$4.0 billion in capital raising transactions, which included public and private debt and equity offerings and structured transactions. Mr. Rothstein's past experience also includes a position as Manager with Price Waterhouse. Mr. Rothstein graduated from Pennsylvania State University with a Bachelor of Science degree in accounting and received his Masters in Business Administration from Stanford Graduate School of Business. Mr. Rothstein is a Certified Public Accountant in the State of New York.

4

DENISE L. KILEY is a Senior Vice President of AMAC and is a Managing Director and principal of Related and Director of its Asset Management Division. Ms. Kiley is responsible for overseeing due diligence and asset management of multifamily residential properties invested in Related-sponsored corporate, public and private equity and debt funds. Prior to joining Related in 1990, Ms. Kiley was a First Vice President with Resources Funding Corporation, where she was responsible for acquiring, financing, and asset managing multifamily residential properties. Previously, she was an auditor with Price Waterhouse. Ms. Kiley is a member of the National Association of Home Builders and the National Housing and Rehabilitation Association. She received a Bachelor of Science degree in accounting from the Carroll School of Management at Boston College.

MARC D. SCHNITZER is a Senior Vice President of AMAC. Mr. Schnitzer is also a Managing Director and principal of Related. Mr. Schnitzer directs Related's tax credit group, which has invested in excess of \$4.5 billion in affordable housing tax credit properties since 1987, and is responsible for structuring and marketing Related's institutional tax credit offerings. Mr. Schnitzer is a frequent speaker at industry conferences sponsored by the National Council of State Housing Agencies, the National Housing and Rehabilitation Association and the National Association of Homebuilders. He is a member of the Executive Committee of the Board of Directors of the National Multi-Housing Council and a Vice President and member of the Executive Committee of the Affordable Housing Tax Credit Coalition. Mr. Schnitzer joined Related in 1988 after receiving his Masters of Business Administration degree from The Wharton School of The University of Pennsylvania in December 1987. From 1983 to 1986, Mr. Schnitzer was a Financial Analyst with First Boston Corporation, an international investment bank. Mr. Schnitzer received a Bachelor of Science degree in business

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

administration, summa cum laude, from the Boston University School of Management in 1983.

JOHN J. SOREL is a Senior Vice President of AMAC and is a Vice President of Related. Mr. Sorel is responsible for overseeing construction risk management for AMAC. Prior to joining Related in November 1999, Mr. Sorel was a Vice President for BankBoston in its real estate department from 1993-1999, where he originated and managed over \$150 million of corporate and construction loan facilities for the low-income housing tax credit industry. From 1991-1993, Mr. Sorel worked as an Assistant Vice President for Recoll Management. Mr. Sorel holds a Bachelor of Arts degree in economics from Syracuse University.

MARK J. SCHLACTER is a Vice President of AMAC and is responsible for AMAC's FHA mortgage acquisitions program. Mr. Schlacter is also a Vice President of Related and has been with Related since June 1989. Prior to joining Related, Mr. Schlacter garnered 16 years of direct real estate experience, covering retail and residential construction, single and multifamily mortgage origination and servicing, commercial mortgage origination and servicing, property acquisition and financing, and mortgage lending program underwriting and development. He was a Vice President with Bankers Trust Company from 1986 to June 1989, and held prior positions with Citibank, Anchor Savings Bank and the Pyramid Companies covering the 1972-1986 period. Mr. Schlacter holds a Bachelor of Arts degree in political science from Pennsylvania State University.

GARY PARKINSON is the controller of AMAC. Mr. Parkinson is also an Assistant Vice President of Related. Mr. Parkinson has been a Certified Public Accountant in New York since 1987. Prior to joining Related in September 2000, Mr. Parkinson was employed by American Real Estate Partners, L.P. from July 1991 to September 2000, Integrated Resources, Inc. from August 1988 to July 1991 and Ernst and Young from September 1984 to August 1988. Mr. Parkinson graduated from Northeastern University and The Johnson Graduate School of Business at Cornell University.

TERESA WICELINSKI is the Secretary of AMAC. Ms. Wicelinski joined Related in June 1992, and prior to that date was employed by Friedman, Alprin & Green, certified public accountants. Ms. Wicelinski graduated from Pace University with a Bachelor of Arts Degree in accounting.

COMMITTEES OF THE BOARD OF TRUSTEES

The Board of Trustees has standing Audit and Compensation Committees. The Audit Committee's duties include the review and oversight of all transactions with affiliates of AMAC, the periodic review of AMAC's financial statements and meetings with AMAC's independent auditors. The Audit Committee must have three members, each of whom must be independent Trustees. The Audit Committee is comprised of Messrs. Allen, Mannes and Fisch and had four meetings during AMAC's fiscal year ended December 31, 2002.

5

The Compensation Committee's duties include the determination of compensation, if any, of AMAC's executive officers and of the Advisor and the administration of AMAC's Incentive Share Option Plan. The Compensation Committee must have at least two members, each of whom must be an Independent Trustee. The Compensation Committee is comprised of Messrs. Allen and Fisch and did not hold any meetings during AMAC's fiscal year ended December 31, 2002.

THE ADVISOR

The officers of the Advisor provide services to AMAC on behalf of the Advisor. The majority of the voting shares of the Advisor are owned by Messrs.

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

Boesky and Hirmes, as well as Stephen M. Ross, the Chairman of TRCLP. In December 2002, CharterMac announced a proposed acquisition of Related Capital Company, an affiliate of the Advisor. This acquisition will not affect AMAC or its day-to-day operations.

The directors and executive officers of the Advisor are set forth below.

RELATED AMI ASSOCIATES, INC.

NAME	AGE	OFFICES HELD	YEAR FIRST BECAME OFFICER/MEMBER
----	---	-----	-----
Stuart J. Boesky	45	Director and President	1991
Alan P. Hirmes	48	Senior Vice President	1991
Michael J. Brenner	57	Director	1999
Gary Parkinson	54	Treasurer	2000
Teresa Wicelinski	37	Secretary	1998

Biographical information with respect to Mr. Parkinson and Ms. Wicelinski is set forth under "Trustees and Officers" above and with respect to Messrs. Hirmes and Boesky is set forth under "PROPOSAL BEFORE THE MEETING" above.

MICHAEL J. BRENNER is a Director of the Advisor, and is the Executive Vice President and Chief Financial Officer of TRCLP. Prior to joining TRCLP in 1996, Mr. Brenner was a partner with Coopers & Lybrand, having served as managing partner of its Industry Programs and Client Satisfaction initiatives from 1993-1996, managing partner of the Detroit group of offices from 1986-1993 and Chairman of its National Real Estate Industry Group from 1984-1986. Mr. Brenner graduated summa cum laude from the University of Detroit with a Bachelors degree in Business Administration and from the University of Michigan with a Masters of Business Administration, with distinction. Mr. Brenner also serves on the board of Trustees of CharterMac.

COMPLIANCE WITH SECTION 16(A) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires AMAC's officers and Trustees, and persons who own more than ten percent of a registered class of AMAC's equity securities, to file reports of ownership and changes in ownership with the Commission. These persons are required by regulation of the Commission to furnish AMAC with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no Forms 5 were required for those persons, AMAC believes that during the fiscal year ended December 31, 2002, AMAC's officers, Trustees and greater than ten percent beneficial owners complied with all applicable Section 16(a) filing requirements.

EXECUTIVE COMPENSATION

TRUSTEES AND MANAGEMENT

AMAC has ten executive officers and five Trustees (three of whom are Independent Trustees). AMAC does not pay or accrue any fees, salaries or other

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

forms of compensation to its officers other than options which may be received under the Share Option Plan. Independent Trustees receive compensation for serving as Independent Trustees at the rate of \$10,000 per year payable in cash, in addition to an expense reimbursement for attending meetings of the Board of Trustees.

The Advisor, at its expense, provides all personnel necessary to conduct AMAC's regular business. The Advisor receives various fees and reimbursements for advisory and other services performed under the Advisory Agreement, as further described in the "MANAGEMENT - Certain Relationships and Related Transactions" section of this Proxy Statement. An affiliate of the Advisor pays all salaries, bonuses and other compensation (other than options which may be received under the Share Option Plan) to the officers of AMAC and the Advisor. Certain members and officers of the sole general partner of the Advisor and certain officers of AMAC receive compensation from the Advisor and its affiliates for services performed for various affiliated entities, which may include services performed for AMAC. Such compensation may be based in part on the performance of AMAC; however, the Advisor believes that any such compensation attributable to services performed for AMAC is immaterial.

SHARE OPTION PLAN

AMAC has adopted an Incentive Share Option Plan (the "Plan"), the purpose of which is (i) to attract and retain qualified persons as Trustees and officers and (ii) to incentivize and more closely align the financial interests of the Advisor and its employees and officers with the interests of the Shareholders by providing the Advisor with substantial financial interest in AMAC's success. The Compensation Committee, which is comprised of Messrs. Allen and Fisch, administers the Plan. Pursuant to the Plan, if AMAC's distributions per Share in the immediately preceding calendar year exceed \$1.45 per Share, the Compensation Committee has the authority to issue options to purchase, in the aggregate, that number of Shares which is equal to three percent of the Shares outstanding as of December 31 of the immediately preceding calendar year (or in the initial year, as of December 31, 1999), provided that the Compensation Committee may only issue, in the aggregate, options to purchase a maximum number of Shares over the life of the Plan equal to 383,863 Shares (i.e., 10% of the Shares outstanding on December 31, 1999).

Subject to the limitations described in the preceding paragraph, if the Compensation Committee does not grant the maximum number of options in any year, then the excess of the number of authorized options over the number of options granted in such year will be added to the number of authorized options in the next succeeding year and will be available for grant by the Compensation Committee in such succeeding year.

All options granted by the Compensation Committee will have an exercise price equal to or greater than the fair market value of the Shares on the date of the grant. The maximum option term is ten years from the date of grant. All Share options granted pursuant to the Plan may vest immediately upon issuance or in accordance with the determination of the Compensation Committee. No options were granted for the years ended December 31, 1999, December 31, 2000, and December 31, 2001. In 2002, AMAC distributed \$1.51 per Share. Therefore, the Compensation Committee was authorized to issue options for the year ended December 31, 2002. On April 11, 2003, the Compensation Committee granted 190,000 options to 25 employees of Related and to Related.

The following table sets forth information concerning the grant of share options to AMAC's trustees or executive officers:

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

NAME	TITLE	OPTIONS GRANTED (1)	PERCENTAGE OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN FISCAL YEAR	PER SHARE EXERCISE PRICE	EXPIRATION DATE
Stuart Rothstein	CFO	52,000	27%	\$15.03	4/11/13
John Sorel	SVP	5,000	3%	15.03	4/11/13
Related Capital Company	Affiliate of Advisor	30,000	16%	15.03	4/11/13
Others (23 people)	Various	103,000	54%	15.03	4/11/13
Total		190,000	100%		

- 1 Options become exercisable one-third on each of the first three anniversaries of the date of grant.
- 2 Assumed annual rates of share price appreciation, as determined by the rules of the Securities and Exchange Commission, for illustrative purposes only. Actual share prices will vary from time to time based upon market factors and the Company's financial performance. No assurance can be given that such rates will be achieved.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee is comprised of two Independent Trustees (Messrs. Allen and Fisch). The role of the Compensation Committee is to administer the policies governing the Plan. Because AMAC does not pay salaries and bonuses to the officers of AMAC or the Advisor, the Compensation Committee does not determine executives' salary levels. Subject to the restrictions contained in the Plan, option compensation is intended to be set at a level competitive with the amounts paid to the management of similarly sized companies in similar industries. The Committee also evaluates the performance of management when determining the number of options to be issued.

AMAC's grants of share options are structured to link the compensation of the officers of AMAC and the officers of the Advisor with AMAC's performance. Through the establishment of the Plan, AMAC has aligned the financial interests of its executives (and the executives of the Advisor) with the results of AMAC's performance, which is intended to enhance Shareholder value. The Compensation Committee may only grant options if certain performance levels are met and is limited in the number of options which may be granted each year (See "Share Option Plan" above). The amount of options which may be granted will be set at levels that the Compensation Committee believes to be consistent with others in AMAC's industry, with such compensation contingent upon AMAC's level of annual and long-term performance.

Section 162(m) was added to the Internal Revenue Code as part of the Omnibus Budget Reconciliation Act of 1993. Section 162(m) limits the deduction for compensation paid to the Chief Executive Officer and the other executive officers to the extent that compensation of a particular executive exceeds \$1,000,000 (less the amount of any "excess parachute payments" as defined in Section 280G of the Code) in any one year. However, under Section 162(m), the deduction limit does not apply to certain "performance-based" compensation established by an independent compensation committee which conforms to certain restrictive conditions stated under the Code and related regulations. It is

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

AMAC's goal to have compensation paid to its officers qualify as performance-based compensation deductible for federal income tax purposes under Section 162(m). Given the fact that AMAC is externally managed and the only compensation that currently may be paid to its executives are options pursuant to the Plan, it is unlikely that Section 162(m) will present any concerns.

COMPENSATION COMMITTEE

Peter T. Allen
Arthur P. Fisch

8

STOCK PERFORMANCE GRAPH

The following stock performance graph compares AMAC's performance to the S&P 500 and the NAREIT Mortgage REIT Index. The graph assumes a \$100 investment on July 1, 1999 (which is the month in which AMAC's Shares commenced trading on the American Stock Exchange). All stock price performance figures include the reinvestment of dividends.

COMPARISON OF 42-MONTH CUMULATIVE TOTAL RETURN*
AMONG AMERICAN MORTGAGE ACCEPTANCE COMPANY,
THE S&P 500 INDEX AND THE NAREIT MORTGAGE INDEX

[PERFORMANCE GRAPH]

* \$100 invested on 7/1/99 in stock or on 6/30/99 in index-including reinvestment of dividends. Fiscal year ending December 31.

CUMULATIVE TOTAL RETURN

	7/1/99	12/99	12/00	12/01	12/02
AMAC	\$100.00	\$ 74.05	\$ 78.78	\$161.93	\$175.36
S & P 500	100.00	107.71	97.90	86.26	67.20
NAREIT MORTGAGE	100.00	58.84	68.23	121.00	158.60

9

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

As of April 16, 2003, no one was known by AMAC to be the beneficial owner of more than five percent of the outstanding Shares.

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

As of April 16, 2003, Trustees and senior executive officers of AMAC and members and senior executive officers of the Advisor own, directly or beneficially, Shares as follows:

NAME -----	TITLE -----	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP -----	PE -----
Stephen M. Ross	Majority shareholder of the Advisor	83,308 Shares (1)	
Alan P. Hirmes	Senior Vice President and Interim COO of AMAC and SVP of the Advisor	86,921 Shares (1)	
Stuart J. Boesky	Chairman, President and CEO of AMAC and Director and President of the Advisor	93,421 Shares (1)	
Peter T. Allen	Trustee of AMAC	0 Shares	
Arthur P. Fisch	Trustee of AMAC	0 Shares	
Scott M. Mannes	Trustee of AMAC	0 Shares	
Stuart A. Rothstein	CFO & EVP of AMAC	0 Shares	
Denise L. Kiley	Senior VP of AMAC	1,613 Shares	
Marc D. Schnitzer	Senior VP of AMAC	1,613 Shares	
John J. Sorel	Senior VP of AMAC	0 Shares	
Michael J. Brenner	Director of the Advisor	2,500 Shares	
All Senior Executive Officers and Trustees of AMAC and the Advisor as a group (11 persons)		122,760 Shares (1)	

1 73,308 of these Shares are owned by the Advisor, of which Messrs. Ross, Hirmes, and Boesky are majority owners
* Less than 1% of the Shares outstanding

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

AMAC has and will continue to have certain relationships with the Advisor and its affiliates. However, there have been no direct financial transactions between AMAC and its Trustees and officers or the directors and officers of the Advisor.

AFFILIATED TRANSACTIONS

As of December 31, 2002, AMAC had three loans with an aggregate carrying value of \$7,043,000 to borrowers that are affiliates of Related. Typically, these affiliate borrowers are limited partnerships where the general partner is either an affiliate of Related or an unaffiliated third party with a 1% general partnership interest and the 99% limited partner is a limited partnership in which an affiliate of Related owns a 1% general partnership interest and one or

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

more Fortune 500 companies owns a 99% limited partnership interest.

10

ADVISORY AGREEMENT

AMAC and the Advisor entered into an Advisory Agreement pursuant to which the Advisor is obligated to use its best efforts to seek out and present to AMAC, whether through its own efforts or those of third parties retained by it, suitable and a sufficient number of investment opportunities which are consistent with the investment policies and objectives of AMAC and consistent with such investment programs as the Board of Trustees may adopt from time to time in conformity with AMAC's Trust Agreement.

Although the Board of Trustees has continuing exclusive authority over the management of AMAC, the conduct of its affairs, and the management and disposition of AMAC's assets, the Board of Trustees has delegated to the Advisor, subject to the supervision and review of the Board of Trustees and consistent with the provisions of the Trust Agreement, the power and duty to:

- (i) obtain, furnish and/or supervise the services necessary to perform any ministerial functions in connection with the management of AMAC's day-to-day operations;
- (ii) seek out and present to AMAC, whether through its own efforts or those of third parties retained by it, suitable and a sufficient number of investment opportunities which are consistent with the investment objectives and policies of AMAC as adopted by the Trustees from time to time;
- (iii) exercise absolute discretion, subject to the Trustees' review, in decisions to originate, acquire, retain, sell or negotiate for the prepayment or restructuring of mortgages and other investments of AMAC;
- (iv) recommend investment opportunities consistent with AMAC's investment objectives and policies and negotiate on behalf of AMAC with respect to potential investments or the disposition thereof;
- (v) upon request, cause an affiliate to serve as the mortgagee of record for the Mortgages of AMAC if such affiliate is qualified to do so and in that capacity to hold escrows on behalf of mortgagors in connection with the servicing of mortgages, which it may deposit with various banks including banks with which it may be affiliated;
- (vi) obtain for AMAC such other services as may be required in acquiring or disposing of investments, disbursing and collecting the funds of AMAC, paying the debts and fulfilling the obligations of AMAC, and handling, prosecuting and settling any claims of AMAC, including foreclosing and otherwise enforcing mortgages and other liens securing investments;
- (vii) obtain for AMAC such services as may be required for property management, mortgage brokerage and servicing, and other activities relating to the investment portfolio of AMAC;
- (viii) evaluate, structure and negotiate potential prepayments or sales of mortgages and other investments and, if applicable, coordinate with government agencies and Fannie Mae and Freddie Mac in connection therewith;
- (ix) monitor annual participating interest payments, monitor operations and expenses of the developments, and verify computations of annual Participating Interest payments;
- (x) from time to time, or as requested by the Board of Trustees, make reports to AMAC as to its performance of the foregoing services; and
- (xi) do all things necessary to assure its ability to render the services contemplated herein.

The Advisory Agreement is renewed annually by AMAC, subject to an evaluation of the performance of the Advisor by the Board of Trustees. The Advisory Agreement may be terminated (i) without cause by the Advisor or (ii) for Cause by a majority of the Independent Trustees, each without penalty, and each upon 60 days' prior written notice to the non-terminating party.

Pursuant to the terms of the Advisory Agreement, the Advisor is entitled to receive the fees and other compensation set forth below:

FEES/COMPENSATION/POINTS*	AMOUNT
-----	-----

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

Asset Management Fee equal to .625% on existing Original Mortgage Investments; .355% on new Original Mortgage Investments; .355% on investment grade Additional Mortgage Investments; .750% on non-investment grade Additional Mortgage Investments; and 1.000% on unrated Additional Mortgage Investments.**

11

FEES/COMPENSATION/POINTS*	AMOUNT
-----	-----
Annual Incentive Fee	Subject to a minimum annual Distributions being made to Shareholders from CAD of \$1.45 per Share, the Advisor shall be entitled to receive incentive compensation for each fiscal year in an amount equal to the product of: (A) 25% of the dollar amount by which (1) (a) Funds From Operations of the Company (before the Annual Incentive Fee) per Share (based on the weighted average number of Shares outstanding), plus (b) gains (or minus losses) from debt restructuring and sales of property per share (based on the weighted average number of Shares outstanding), exceed (2) an amount equal to the greater of: (a) (i) the weighted average of (x) \$20 (the price per Share of the initial public offering) and (y) the prices per Share of any secondary offerings by the Company multiplied by (ii) the Ten-Year U.S. Treasury Rate plus 2% per annum; and (b) \$1.45 multiplied by (B) the weighted average number of Shares outstanding during such year.
Origination Points	Advisor receives, with respect to each mortgage investment originated by AMAC, a portion of the origination points paid by borrowers equal to up to 1% of the principal amount and AMAC receives the portion of the origination points paid by borrowers in excess of 1% of the principal amount of such mortgage investment.
Operating Expense Reimbursement	For direct expenses incurred by the Advisor.
Incentive Share Options	The Advisor may receive options to acquire additional Shares pursuant to AMAC's Incentive Share Option Plan only if AMAC's distributions in any year exceed \$1.45 per Share, and the Compensation Committee of the Board of Trustees determines to grant such options.

* The Advisor is also permitted to earn miscellaneous compensation which may include, without limitation, construction fees, escrow interest, property management fees, leasing commissions and insurance brokerage fees. The payment of any such compensation is generally limited to the competitive rate for the services being performed.

** "Original Mortgage Investments" means investments authorized under AMAC's original investment policy, which include originated Mortgages, acquired Mortgages and additional loans (and within such terms are also included

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

REMICS, CMOs, GNMA, FHA and FHLMC Pass-Through Certificates). "Additional Mortgage Investments" shall mean uninsured mortgage loans, construction loans, bridge loans, mezzanine loans, mortgage derivatives, and commercial mortgage backed securities ("CMBS") subordinated interests (including subordinated interests in CMBS).

The Advisor may engage in other business activities related to real estate, mortgage investments or other investments whether similar or dissimilar to those made by AMAC, or act as Advisor to any other person or entity having investment policies whether similar or dissimilar to those of AMAC. Before the Advisor, the officers and directors of the Advisor and all persons controlled by the Advisor and its officers and directors may take advantage of an opportunity for their own account or present or recommend it to others, they are obligated to present such investment opportunity to AMAC if (i) such opportunity is of a character which could be taken by AMAC, (ii) such opportunity is compatible with AMAC's investment objectives and policies and (iii) AMAC has the financial resources to take advantage of such opportunity.

During 2002, the Company made an agreement with the Advisor whereby the Advisor waived approximately \$71,000 in net fees and expense reimbursements in light of higher than usual expenses related to the origination of investments that were never completed.

The Trust Agreement and Advisory Agreement provide that AMAC will indemnify the Advisor and its affiliates under certain circumstances.

The Advisor is entitled to subcontract its obligations under the Advisory Agreement to an affiliate. In accordance with the foregoing, the Advisor has assigned its rights and obligations to Related.

Pursuant to the Advisory Agreement, the Advisor is entitled to receive as compensation a number of shares equal to 1% of all common shares issued by AMAC. In connection with a 2,500,000 common share offering completed by AMAC in February, 2002, the Advisor was issued 25,000 common Shares.

12

ACCOUNTING AND AUDIT INFORMATION

AUDIT COMMITTEE CHARTER

On June 12, 2002, the Board of Trustees adopted the following Audit Committee Charter. The Audit Committee Charter will be reviewed, updated and approved by the Board of Trustees each year:

ROLE AND INDEPENDENCE

The audit committee of the board of Trustees of American Mortgage Acceptance Company (the "Company") assists the board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and reporting practices of the Company and other such duties as directed by the board. The membership of the Company's audit committee (the "Committee") shall consist of at least three Trustees who are generally knowledgeable in financial and auditing matters, including at least one member with accounting or related financial management expertise. Each member shall be free of any relationship that, in the opinion of the board, would interfere with his or her individual exercise of independent judgment, and shall meet the director independence requirements for serving on the Committee as set forth in the corporate governance standards of the American Stock Exchange. The Committee is expected to maintain free and open communication (including private executive sessions at least annually)

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

with the independent accountants, the internal auditors, if any, and the management of the Company. In discharging this oversight role, the Committee is empowered to investigate any matter brought to its attention, with full power to retain outside counsel or other experts for this purpose.

The board of Trustees shall appoint one member of the Committee as chairperson. He or she shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making Committee assignments and reporting to the board of Trustees. The chairperson will also maintain regular liaison with the CEO, CFO, and the lead independent audit partner.

RESPONSIBILITIES

The Committee's primary responsibilities include:

Recommending to the board the independent accountant to be selected or retained to audit the financial statements of the Company. In so doing, the Committee will request from the auditor a written affirmation, consistent with Independence Standards Board Standard No. 1, that the auditor is in fact independent, discuss with the auditor any relationships that may impact the auditor's independence, and recommend to the board any actions necessary to oversee the auditor's independence.

Overseeing the independent auditor relationship by discussing with the auditor the nature and rigor of the audit process, receiving and reviewing audit reports, and providing the auditor full access to the Committee (and the board) to report on any and all appropriate matters.

Reviewing the audited financial statements and discussing them with management and the independent auditor. These discussions shall include consideration of the quality of the Company's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgmental areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate. Based on the review, the Committee shall make its recommendation to the board as to the inclusion of the Company's audited financial statements in the Company's annual report on Form 10-K.

Reviewing with management and the independent auditor the quarterly financial information prior to the Company's filing of Form 10-Q. This review may be performed by the Committee or its chairperson.

Discussing with management, the internal auditors, if any, and the external auditors the quality and adequacy of the Company's internal controls.

Discussing with management the status of pending litigation, taxation matters and other areas of oversight to the legal and compliance area as may be appropriate.

Reporting Committee activities to the full board and issuing annually a report to be included in the proxy statement (including appropriate oversight conclusions) for submission to the shareholders.

The Committee's job is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent auditors are responsible for auditing those financial

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

statements. The Committee and the board recognize that management (including the internal audit staff, if any) and the independent auditors have more resources and time, and more detailed knowledge and information regarding the Company's accounting, auditing, internal control and financial reporting practices than the Committee does; accordingly the Committee's oversight role does not provide any expert or special assurances as to the financial statements and other financial information provided by the Company to its shareholders and others.

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Trustees has issued the following report with respect to the audited financial statements of the Company for the fiscal year ended December 31, 2002:

- o The Audit Committee has reviewed and discussed with AMAC's management AMAC's fiscal 2002 audited financial statements;
- o The Audit Committee has discussed with Deloitte & Touche LLP (AMAC's independent auditors) the matters required to be discussed by Statements on Auditing Standards No. 61 as amended by Statements on Auditing Standards No. 90; and
- o The Audit Committee has received the written disclosures and letter from the independent auditors required by Independence Standards Board Standard No. 1 (which related to the auditors' independence from the Company and its related entities) and has discussed with the auditors their independence from AMAC.

Based on the review and discussions referred to in the three items above, the Audit Committee recommended to the Board of Trustees that the audited financial statements be included in AMAC's Annual Report on Form 10-K for the fiscal year ended December 31, 2002.

Submitted by the Audit Committee of the Board of Trustees:

Peter T. Allen - Chairman
Arthur P. Fisch
Scott M. Mannes

INDEPENDENT PUBLIC ACCOUNTANTS

Deloitte & Touche LLP have been and are presently the independent auditors for AMAC. Representatives of Deloitte & Touche LLP are expected to be present at the Meeting and to be available to respond to appropriate questions from Shareholders.

AUDIT FEES

The aggregate fees billed by Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, "Deloitte") for professional services rendered for the audit of the Company's annual financial statements for the year ended December 31, 2002, and for the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q for that year were \$140,000.

FINANCIAL INFORMATION SYSTEMS DESIGN AND IMPLEMENTATION FEES

Deloitte did not provide the Company with any professional services for information technology services relating to financial information systems design and implementation for the year ended December 31, 2002.

ALL OTHER FEES

The aggregate fees billed by Deloitte for services rendered to the Company, other than the services described above under "Audit Fees" and "Financial Information Systems Design and Implementation Fees" for the year ended December 31, 2002, were \$116,500, including audit related services of \$81,000, primarily for comfort letters and consents required for equity offerings, and \$35,500 for non-audit services, primarily for income tax return preparation and related consultations.

EXPENSES OF SOLICITATION

The cost of soliciting proxies will be borne by AMAC. Brokers and nominees should forward soliciting materials to the beneficial owners of the Shares held of record by such person, and AMAC will reimburse them for their reasonable forwarding expenses. In addition to the use of the mail, proxies may be solicited by Trustees, officers and regular employees of AMAC and the Advisor by personal interview or telephone.

VOTING PROCEDURES

EquiServe, LP (the "Inspector") has been appointed the inspector of elections. The Inspector will count all votes cast, in person or by submission of a properly executed proxy, received at or prior to the Meeting. Abstentions and "broker non-votes" (nominees holding Shares for beneficial owners who have not voted on a specific matter) will be treated as present for purposes of determining whether a quorum is present at the Meeting. However, abstentions and broker non-votes will have no effect on the vote because the vote required is a plurality of the votes actually cast (assuming the presence of a quorum).

SHAREHOLDER PROPOSALS

Any proposal by a Shareholder of AMAC intended to be presented at the 2004 Annual Meeting of Shareholders must be received by AMAC at its principal executive office not later than January 6, 2004, for inclusion in AMAC's proxy statement and form of proxy relating to that meeting. Any such proposal must also comply with other requirements of the proxy solicitation rules of the Commission.

ANNUAL REPORT ON FORM 10-K

UPON WRITTEN REQUEST BY ANY SHAREHOLDER ENTITLED TO VOTE AT THE MEETING, AMAC WILL FURNISH THAT PERSON WITHOUT CHARGE A COPY OF ITS ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002, WHICH IS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING THE FINANCIAL STATEMENTS AND SCHEDULES THERETO. Requests should be addressed to Veronica Hunt at American Mortgage Acceptance Company, 625 Madison Avenue, New York, New York 10022-1801.

OTHER BUSINESS

The Board of Trustees does not know of any other matters to be brought before the Meeting except those set forth in the notice thereof. If other business is properly presented for consideration at the Meeting, it is intended that the proxies will be voted by the persons named therein in accordance with their judgment on such matters.

It is important that your Shares be represented at the Meeting. If you are unable to be present in person, please complete, date, sign and return the

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

enclosed stamped, self-addressed proxy card. Your failure to do so will increase the costs of operating AMAC and decrease the return on your investment.

April 30, 2003

By Order of the Board of Trustees

/s/ Stuart J. Boesky

Stuart J. Boesky
Chairman, President and
Chief Executive Officer

15

COMPANY LOGO

Dear Shareholder:

Please take note of the important information enclosed with this proxy. There are a number of issues related to the operation of American Mortgage Acceptance Company ("AMAC") that require your immediate attention.

Your vote counts, and you are strongly encouraged to exercise your right to vote your shares.

Please mark the boxes on the proxy card to indicate how your shares will be voted. Then sign the card, detach it, and return your proxy in the enclosed postage-paid envelope.

Thank you in advance for your prompt consideration of these matters.

Sincerely,

American Mortgage Acceptance Company

PROXY

AMERICAN MORTGAGE ACCEPTANCE COMPANY

625 Madison Avenue
New York, New York 10022

SOLICITED BY THE BOARD OF TRUSTEES
FOR THE ANNUAL MEETING OF SHAREHOLDERS

The undersigned hereby appoints Stuart A. Rothstein with the power to appoint his substitute and hereby authorizes him to represent and to vote, as designated on the reverse side, all common shares of beneficial interest of American Mortgage Acceptance Company ("AMAC") held of record by the undersigned on April 16, 2003, at the Annual Meeting of Shareholders to be held on June 11, 2003, and any adjournments thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED. IF NO DIRECTION IS GIVEN WITH RESPECT TO A PARTICULAR PROPOSAL, THIS PROXY WILL BE VOTED "FOR" SUCH PROPOSAL.

Edgar Filing: AMERICAN MORTGAGE ACCEPTANCE CO - Form DEF 14A

PLEASE MARK, DATE, SIGN, AND RETURN THIS PROXY CARD PROMPTLY, USING THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

[SEE REVERSE SIDE]

[SEE REVERSE SIDE]

CONTINUED AND TO BE SIGNED ON REVERSE SIDE

DETACH HERE

[X] Please mark votes as in this example.

THE BOARD OF TRUSTEES RECOMMENDS A VOTE "FOR" EACH OF THE LISTED NOMINEES.

- 1. Election of Trustees.
 - Nominees: (01) Stuart J. Boesky,
 - (02) Peter T. Allen,
 - (03) Arthur P. Fisch,
 - (04) Alan P. Hirmes, and
 - (05) Scott M. Mannes
- 2. In their discretion, the proxies are authorized to vote upon any other business as may properly come before the meeting.

FOR ALL WITHHOLD ALL
 [] []

[] -----
 For ALL nominees EXCEPT as noted above

MARK HERE IF YOU PLAN TO ATTEND THE MEETING []
 MARK HERE FOR ADDRESS CHANGE AND NOTE AT RIGHT []

Please sign exactly as name appears hereon. Joint owners should each sign. Executors, administrators, trustees, guardians, or other fiduciaries should give full title as such. If signing for a corporation, please sign in full corporate name by a duly authorized officer.

Signature: _____ Date: _____ Signature: _____ Date: _____