

ACR GROUP INC
Form DEF 14A
June 28, 2005

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the registrant Filed by a party other than the registrant

Check the appropriate box:

Preliminary proxy statement

Definitive proxy statement

Definitive additional materials

Soliciting material pursuant to Rule 14a-12

ACR Group, Inc.

(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 the appropriate box):

- No fee required.

- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

ACR GROUP, INC.

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The annual meeting of shareholders of ACR Group, Inc. will be held at the corporate office of ACR Group, Inc., 3200 Wilcrest Drive, Houston, Texas 77042, on Thursday, August 18, 2005, at 10:00 a.m., for the following purposes:

- (1) To elect directors; and
- (2) To transact such other business as may properly come before the meeting or any adjournment thereof.

Shareholders of record as of the close of business on July 11, 2005 are entitled to notice of the meeting and are entitled to vote at the meeting or any adjournment thereof.

By Order of the Board of Directors.

A. Stephen Trevino
Secretary

June 28, 2005

YOUR VOTE IS IMPORTANT

**Please mark, date and sign your proxy and return
it promptly in the enclosed envelope.**

ACR GROUP, INC.

3200 Wilcrest Drive, Suite 440

Houston, Texas 77042-6039

PROXY STATEMENT

This statement is furnished in connection with the solicitation of proxies for use at the annual meeting of shareholders of ACR Group, Inc. (the Company) to be held at the time and place, and for the purposes set forth in the foregoing Notice of Annual Meeting of Shareholders and at any adjournments thereof.

SOLICITATION OF PROXIES

Proxies in the accompanying form are solicited by management at the direction of the Board of Directors of the Company (the Board). Execution and return of the proxy will not in any way affect a shareholder's right to attend the meeting and to vote in person, and a shareholder giving a proxy has the power to revoke it at any time before it is exercised by giving written notice to the Company at or prior to the meeting. Properly executed proxies in the accompanying form, received in due time and not previously revoked, will be voted as specified. Where no choice is specified, proxies will be voted **FOR** the election of all directors named below.

The original solicitation will be conducted by mail, commencing on July 27, 2005. The Company will bear the expense of solicitation of proxies, including the charges and expenses of brokerage firms and others incurred in forwarding solicitation material to beneficial shareholders. Further solicitation of proxies may be made by telephone or oral communication with shareholders of the Company following the original solicitation. All further solicitation will be conducted by regular employees of the Company, for which they will not be additionally compensated.

RECORD DATE - OUTSTANDING SECURITIES

Only holders of Common Stock of the Company of record at the close of business on July 11, 2005, are entitled to notice of and to vote at the meeting. For each share of Common Stock held, each shareholder is entitled to one vote on all matters coming before the meeting and, except as otherwise provided by applicable law, a favorable vote consists of a simple majority of the votes cast. As of April 30, 2005, there were 11,859,794 outstanding shares entitled to vote at the meeting. Shareholders are not entitled to cumulate their votes in the election of directors.

ELECTION OF DIRECTORS

Information Concerning Directors

It is proposed that five directors will be elected at the meeting, each to hold office until his resignation, the next annual meeting of shareholders, or his successor is duly elected and qualified. The Company has no reason to believe that any nominee will be unavailable at the time of election. Each of the nominees presently is a member of the Board. The names of the persons nominated, together with information as to their principal occupations, age, and experience, are as follows:

Alex Trevino, Jr., age 69, has served as a director of the Company since 1982, Chairman of the Board since 1988, and President and Chief Executive Officer of the Company since 1990.

Anthony R. Maresca, age 54, has been employed by the Company since June 1985, serving as Controller until November 1985 when he became Senior Vice President, Chief Financial Officer and Treasurer. Mr. Maresca has been a director of the Company since 1986. Mr. Maresca is a certified public accountant.

A. Stephen Trevino, age 42, has been employed by the Company since March 1999. Mr. Trevino has been a director of the Company since 1997, and was elected Vice President and Secretary in 2000, and Senior Vice President in 2003. Mr. Trevino is the son of Alex Trevino, Jr., Chairman of the Board and Chief Executive Officer of the Company. Mr. Trevino is an attorney at law licensed in Texas.

Roland H. St. Cyr, age 74, has been an independent consultant to Hallmark Air Conditioning, Inc. (Hallmark) since 1997. From 1974 to 1997, Mr. St. Cyr was Chairman of the Board and Chief Executive Officer of Hallmark. Hallmark is an HVACR contracting company located in Houston, which was acquired by Encompass Services Corporation (formerly known as Group Maintenance America, Inc.) in 1997. Neither of these entities is related to the Company. Mr. St. Cyr has been a director of the Company since 1998.

Alan D. Feinsilver, age 57, is the President of The Overbrook Company which makes real estate and other investments. Mr. Feinsilver also serves as Vice President of HGG Investments, Inc., which makes real estate and other investments. Mr. Feinsilver previously served as Chief Financial Officer of St. James Capital Corp, a private investment fund. None of these entities is related to the Company. Mr. Feinsilver has degrees in accounting and law. Mr. Feinsilver has been a director of the Company since 2001.

Meetings and Committees of the Board

Meetings

The Board met seven times during fiscal year 2005. All members of the Board attended each meeting, including the Board's annual meeting. No director attended less than 75% of the total number of meetings held by the committees of the Board on which the director served.

Audit Committee

The Audit Committee is comprised of the two independent directors of the Board. The audit committee exercises oversight with respect to the Company's accounting practices and procedures, and appoints and reviews the work of the independent auditors. The Audit Committee met four times during fiscal 2005.

The Board has prepared but not yet adopted a written charter for the Audit Committee. The Board anticipates adopting the charter in early fiscal 2006.

In the business judgment of the Board, the members of the Audit Committee are independent as defined by Rule 4200(a)(14) of the listing standards of the National Association of Securities Dealers.

The Board has determined that Mr. Feinsilver, a member of the Audit Committee, qualifies as a financial expert, as that term is defined by applicable rules.

Compensation Committee

The Compensation Committee is comprised of the two outside directors of the Board, and makes recommendations to the Board regarding the compensation of the Company's executive officers. The Compensation Committee met three times during fiscal 2005.

Nominating Committee

The Board has not established a nominating committee, as that function is handled by the entire Board. The size of the Board makes such a committee unnecessary. There has been no material change to the procedures by which shareholders may recommend nominees to the Board.

Shareholder Communications with Board

Shareholders may send written communication directly to any director at the address provided below. The Board is in the process of establishing an email address as an additional means for shareholders to send communications to the independent directors of the Board. This address will be provided on the Company's web site, *www.acrgroup.com*.

Code of Ethics

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The Company has prepared, but not yet adopted, a written code of ethics applicable to the Company's officers and controllers. The code to be adopted restates the Company's practices of requiring honest, ethical conduct, including handling of apparent and actual conflicts of interest, full, fair, accurate, timely, and understandable disclosure in reports and documents filed or submitted, compliance with all applicable laws, rules and regulations, prompt reporting of violations of the code and accountability for adherence to the code. The Company anticipates adopting its written code in the next fiscal year.

Report of the Audit Committee

The Company's management is responsible for preparing the Company's financial statements, and the independent auditors are responsible for auditing those financial statements. The Audit Committee's role is to exercise oversight with respect to the Company's accounting practices and procedures, and to appoint and determine appropriate compensation for the independent auditors, and discuss with them any questions regarding the financial statements or issues deemed relevant by the Audit Committee or independent auditors. The Audit Committee does not provide any expert or special assurance as to the Company's financial statements or any certification as to the work of the independent auditors.

The Audit Committee has reviewed and discussed with management the audited financial statements for fiscal 2005. The Audit Committee has discussed with the independent auditors the matters required to be discussed by SAS 61 (codification of Statements on Auditing Standards), as may be modified or supplemented. The Audit Committee has received the required written disclosure and the letter from the independent auditors required by Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, and has discussed with the independent auditors their independence. Based on this review and discussion, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for filing with the Securities and Exchange Commission for the fiscal year ended February 28, 2005. The recommendation considers the Audit Committee's review of the independent auditors' qualifications, and other matters required to be considered under applicable rules, including the nature and extent of non-audit services performed by the independent auditors. In the business judgment of the Audit Committee, the nature and extent of non-audit services performed by the independent auditors during the year did not impair their independence.

Alan D. Feinsilver
Chairman

Roland H. St. Cyr
Member

Report of the Compensation Committee

The goal of the Compensation Committee is to ensure that the Company's compensation policies are suitable to attract and retain highly qualified executive officers and directors. Particular emphasis is placed on creating an appropriate blend of base and incentive compensation. Incentive compensation may also include both cash and equity components to align executives' interests with those of the shareholders. All components of compensation are directly related to Company performance.

The Compensation Committee reviews annually the compensation of the Company's CEO and other executive officers. In evaluating the level of base compensation, the Compensation Committee considers the relative compensation of executives in positions with similar responsibilities at companies with comparable sales, breadth and complexity, and reviews the Company's performance during the prior fiscal year.

For fiscal 2005 the Compensation Committee utilized the services of an independent compensation consultant to assist it in determining appropriate base salaries, an annual incentive bonus plan, and a long-term incentive plan for the Company's executive officers. The base salaries and annual incentive bonuses earned by the Company's executive officers under the annual incentive plan for fiscal 2005 is set forth in the Summary Compensation Table set forth above. The annual incentive bonus formula considered three quantitative operating performance objectives, all of which were met.

Roland H. St. Cyr
Chairman

Alan D. Feinsilver
Member

Compensation of Executive Officers and DirectorsSummary Compensation Table

The following table sets forth certain information regarding compensation paid by the Company during the fiscal years ended 2005, 2004 and 2003 to the Company's chief executive officer and to other executive officers of the Company whose total annual salary and bonus exceeded \$100,000 in any fiscal year.

Name and Principal Position	Fiscal Year	Annual Compensation		Long Term Compensation Restricted	All Other Compensation (2)
		Salary	Bonus	Stock (1)	
Alex Trevino, Jr. President and Chief Executive Officer	2005	\$ 375,000	\$ 281,273	\$	\$ 15,735
	2004	300,000	188,483		7,368
	2003	260,000	20,000		7,086
Anthony R. Maresca Senior Vice President, Chief Financial Officer and Treasurer	2005	225,000	168,885	1,075,000	7,104
	2004	200,000	125,656		6,912
	2003	165,000	20,000		6,052
A. Stephen Trevino Senior Vice President, Secretary and General Counsel	2005	210,000	157,343	1,075,000	5,513
	2004	180,000	113,261		5,851
	2003	138,000	20,000		4,879

- (1) Each officer holds 500,000 restricted shares of common stock of the Company which vest ratably over a six year period upon future service to the Company, commencing March 1, 2005. As February 28, 2005, the restricted shares for each officer had a value of \$1,880,000. Dividends are not paid on the restricted shares.
- (2) These amounts represent the Company's contribution to the Profit Sharing Plan. This plan is qualified under Section 401(a) of the Internal Revenue Code of 1986 as amended. These amounts also include term life insurance premiums paid by the Company.

Option Grants in Last Fiscal Year

There were no stock options granted by the Company to the Company's executive officers during the fiscal year ended February 28, 2005.

Aggregated Option Values

The following table discloses the value of unexercised stock options as of February 28, 2005.

Number of unexercised options at	Value of unexercised in-the-money options at
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<u>Name</u>	<u>February 28, 2005</u>		<u>February 28, 2005</u>	
	<u>Exercisable</u>	<u>Unexercisable</u>	<u>Exercisable</u>	<u>Unexercisable</u>
Alex Trevino, Jr.				
Anthony R. Maresca				
A. Stephen Trevino	6,000		\$ 15,660	

Employment Contracts

Mr. Alex Trevino, Jr. serves as President and Chief Executive Officer of the Company under an employment agreement effective March 1, 1998. In the absence of notice of termination, the term of the agreement is automatically extended for additional two-year terms. Under the agreement, Mr. Trevino received an annual base salary and an annual incentive bonus based on a formula recommended by the Board's Compensation Committee, after consultation with the Company's independent compensation consultant, and approved by the Board for fiscal 2005 which was based on the Company achieving certain established performance objectives. The specific formula used for fiscal 2005 was the same as that used for fiscal 2004.

Effective March 1, 2004, Mr. Anthony R. Maresca who serves as Senior Vice President and Chief Financial Officer of the Company, and Mr. A. Stephen Trevino, who serves as Senior Vice President and General Counsel of the Company, entered into employment agreements with the Company. Each agreement provides for an annual base salary, an annual incentive bonus based on the Company achieving certain established performance objectives, and an equity-based long-term incentive bonus in the form of restricted shares of common stock of the Company which vest upon future service to the Company, and contain change of control provisions.

Compensation of Directors

For fiscal 2005, independent directors were paid \$18,000 per year, payable quarterly, for service on the Board. In addition, they are reimbursed for actual expenses incurred for attendance at meetings. Effective March 1, 2004, the independent directors entered into agreements with the Company providing for awards of restricted shares of common stock of the Company which vest ratably over a four year period upon future service to the Board. Directors who are employed by the Company receive no compensation for serving on the Board.

Beneficial Ownership of Common Stock

The following table sets forth certain information concerning beneficial ownership of the Company's Common Stock as of April 30, 2005, by (i) each shareholder who is known by the Company to own beneficially more than 5% of the outstanding shares of Common Stock, (ii) each director and nominee for director, (iii) the President and Chief Executive Officer, and other executive officers of the Company whose compensation exceeded \$100,000, and (iv) all directors and executive officers as a group. Except as otherwise indicated, the shareholders listed in the table have sole voting and investment power with respect to the shares indicated. All information with respect to beneficial ownership has been furnished by the shareholders to the Company.

Name and Address of Beneficial Owner	Amount Of Beneficial Ownership (1)	Percent of Class
DST Investments	1,468,394	12.4%
2 Memorial Point Houston, Texas 77024		
Alan D. Feinsilver (2)	196,684	1.7%
4400 Post Oak Parkway, Suite 2250 Houston, Texas 77027		
Dana L. Fisher	655,364	5.5%
4655 Wright Road, Suite 100 Stafford, Texas 77477		
Anthony R. Maresca (3)	812,650	6.9%
3200 Wilcrest Drive, Suite 440 Houston, Texas 77042		
Roland H. St. Cyr (4)	51,000	0.4%
3151 Lake Island Dr. Montgomery, Texas 77356		
A. Stephen Trevino (5)	1,993,884	16.8%
3200 Wilcrest Drive, Suite 440 Houston, Texas 77042		
Alex Trevino, Jr. (6)	2,074,847	17.5%
3200 Wilcrest Drive, Suite 440 Houston, Texas 77042		

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All Directors and Executive Officers	3,660,671	30.9%
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as a group (5 persons) (7) (8)

- (1) For each beneficial owner, the number of shares outstanding and their percentage of stock ownership includes the number of common and all common equivalent shares (including options exercisable within 60 days) owned by such individual at April 30, 2005.

- (2) Includes 104,684 shares owned by a family limited partnership in which Mr. Feinsilver is the general partner. Includes 25,000 shares owned by a trust of which Mr. Feinsilver is the trustee. Includes 31,500 restricted shares which are subject to vesting requirements set forth in agreements with the Company dated March 1, 2004.
- (3) Includes 416,667 restricted shares which are subject to vesting requirements set forth in employment agreement with the Company dated March 1, 2004.
- (4) Includes 31,500 restricted shares which are subject to vesting requirements set forth in agreements with the Company dated March 1, 2004.
- (5) Includes 1,468,394 shares owned by DST Investments, a partnership whose partners are the mother and sister of Mr. A. Stephen Trevino. Includes 11,259 shares owned by the wife and children of Mr. A. Stephen Trevino. The beneficial ownership of all of such shares is disclaimed by Mr. A. Stephen Trevino. Includes 416,667 restricted shares which are subject to vesting requirements set forth in employment agreement with the Company dated March 1, 2004. Includes 6,000 shares which are subject to options exercisable within 60 days of April 30, 2005.
- (6) Includes 1,468,394 shares owned by DST Investments, a partnership whose partners are Henrietta Trevino, wife of Mr. Trevino, and his two adult children, and 2,000 shares owned by Henrietta Trevino. The beneficial ownership of all of such shares is disclaimed by Mr. Trevino.
- (7) Includes an aggregate of 6,000 shares which are subject to options and warrants exercisable by directors and executive officers as a group within 60 days of April 30, 2005.
- (8) Includes all shares as to which directors and executive officers disclaim beneficial ownership.

Stock Performance Graph

The following graph sets forth the cumulative total shareholder return (assuming reinvestment of dividends) to ACR Group, Inc.'s shareholders, as well as the NASDAQ Stock Market Index and the NASDAQ Non-Financial Stocks Index for the period from February 29, 2000 to February 28, 2005.

Table I Cumulative Value of \$100 Investment

	<u>2/29/00</u>	<u>2/28/01</u>	<u>2/28/02</u>	<u>2/28/03</u>	<u>2/29/04</u>	<u>2/28/05</u>
ACR Group, Inc.	\$ 100.00	\$ 38.33	\$ 31.31	\$ 25.80	\$ 98.71	\$ 253.91
Nasdaq Stock Market (U.S.)	\$ 100.00	\$ 52.09	\$ 37.68	\$ 22.96	\$ 37.35	\$ 38.62
Nasdaq Non-Financial	\$ 100.00	\$ 46.09	\$ 37.27	\$ 28.68	\$ 43.57	\$ 43.91

Table II Non-Cumulative Annual Return

	<u>2/29/00</u>	<u>2/28/01</u>	<u>2/28/02</u>	<u>2/28/03</u>	<u>2/29/04</u>	<u>2/28/05</u>
ACR Group, Inc.	N/A	-61.67%	-18.31%	-17.60%	282.60%	157.23%
Nasdaq Stock Market (U.S.)	N/A	-47.91%	-27.66%	-39.06%	62.67%	3.40%
Nasdaq Non-Financial	N/A	-53.91%	-19.14%	-23.05%	51.92%	0.78%

INDEPENDENT PUBLIC ACCOUNTANTS

On February 2, 2005, upon recommendation of the Audit Committee, the Board dismissed Ernst & Young LLP (E&Y) as the Company's independent public accountants. E&Y's reports on the Company's financial statements for the fiscal years ended February 28, 2003 and February 29, 2004, did not contain an adverse opinion or a disclaimer of opinion, nor were they qualified as to uncertainty, audit scope or accounting principles. During such periods, and the period prior to the firm's dismissal, there were no disagreements between the Company and E&Y on any matters of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to E&Y's satisfaction, would have caused it to make a reference to the subject matter of the disagreements in connection with their reports on the Company's consolidated financial statements for such years; and there were no reportable events as defined in Item 304 (a)(1)(v) of Regulation S-K, except that in connection with the Company's restatement of certain of its financial statements as a result of its incorrect accounting treatment for certain interest rate derivative instruments, E&Y advised the Company of a material weakness as a result of the Company not having the technical expertise to apply the specific accounting requirements of Statements of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities, as part of the financial reporting process.

On February 4, 2005, the Board of Directors of the Company and its Audit Committee engaged BDO Seidman, LLP (BDO) to serve as the Company's independent public accountants for the fiscal year ending February 28, 2005. Prior to engaging BDO as its independent accountant, the Company did not consult with or obtain oral or written advice from BDO regarding any of the matters described in Item 304(a)(2)(i) or Item 304(a)(2)(ii) of Regulation S-K.

The Company anticipates re-appointing BDO as independent public accountants of the Company for fiscal 2006. A representative of BDO will be present at the annual meeting with the opportunity to make a statement if he desires to do so and will be available to respond to appropriate questions addressed to him.

Audit and Audit Related Fees

The aggregate fees billed by the primary independent accountant for professional services rendered for the audit of the Company's annual financial statements for the fiscal year ended February 28, 2005 were \$166,500. Fees billed by the predecessor auditor for audit and audit related services for the fiscal year ended February 28, 2005 were \$131,990, including \$50,000 relating to the restatement of certain financial statements.

The aggregate fees billed for audit and audit related services for the prior fiscal year were \$137,500.

Tax Fees

The aggregate fees billed by the independent accountant for professional services rendered for tax compliance, advice and planning for the fiscal year ended February 28, 2005 were \$38,100. The aggregate fees billed for such services for the prior fiscal year were \$34,800.

All Other Fees

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No other fees were billed by the Company's independent accountants for the year ended February 28, 2005.

Approval Process

The Audit Committee pre-approves the services to be provided by the independent auditors. No fees were paid for non-audit related professional services for which the pre-approval process by the Audit Committee was waived.

PROPOSALS OF SHAREHOLDERS

It is anticipated that the next annual meeting will be held in August 2006 with proxy solicitation commencing in July 2006. Any proposal to be presented at next year's annual meeting of shareholders must be received by the Company at its principal executive offices by February 28, 2006, for inclusion in the Company's proxy materials relating to that meeting. Any such proposals must comply in all respects with the rules and regulations of the Securities and Exchange Commission.

OTHER MATTERS

Management knows of no matter to be presented for action at the meeting other than those described above. If any such other matter should properly come before the meeting, or if any vacancy in the proposed slate of directors should be caused by an unexpected occurrence before the holding of the election, the proxies will vote thereon in accordance with the recommendations of management or for such other nominees as management may select.

The statements set forth herein as to the present principal occupations of the nominees as directors, the beneficial ownership of securities of the Company, and other matters not of record with the Company, are based upon information furnished to the Company.

By Order of the Board of Directors,

A. Stephen Trevino

Secretary

June 28, 2005

The Company will furnish without charge to each person whose proxy is being solicited, upon the written request of such person, a copy of the Annual Report of the Company on Form 10-K for the fiscal year ended February 28, 2005, as filed with the Securities and Exchange Commission, including the financial statements and schedules thereto. Copies of such may be obtained from the Company's website: www.acrgroup.com, or by forwarding a request to A. Stephen Trevino, ACR Group, Inc., 3200 Wilcrest Drive, Suite 440, Houston, Texas 77042-6039.

Please
Mark Here
for Address
Change or
Comments
SEE REVERSE SIDE

(1) To elect five directors for a term of one year:

01 Alan D. Feinsilver, 02 Anthony R. Maresca, 03 Roland H. St. Cyr, 04 A. Stephen Trevino,
and 05 Alex Trevino, Jr.

VOTE FOR
the nominees
listed at right

**WITHHOLD
AUTHORITY**
to vote for the
nominee(s)
listed at right

(INSTRUCTION: To withhold authority to vote for any individual nominee, write that
nominee's name in the space provided below.)

Please do not fold, bend or mutilate this card.

(Please sign your name here exactly as it appears
hereon. Joint owners must each sign. When signing as
attorney, executor, administrator, trustee or guardian,
please give your full title as it appears hereon).

Dated:
2005

Signature

Signature

**Sign, date and return the proxy card promptly using
the enclosed envelope.**

é FOLD AND DETACH HERE é

ACR GROUP, INC.

PROXY FOR ANNUAL MEETING TO BE HELD AUGUST 18, 2005

The undersigned hereby appoints Alex Trevino, Jr. and Anthony R. Maresca, or either of them, each with power of substitution, the proxies of the undersigned, to vote the stock of the undersigned at the annual meeting of shareholders of ACR Group, Inc., to be held at the corporate office of ACR Group, Inc., 3200 Wilcrest Drive, Suite 440, Houston, Texas 77042, on Thursday, August 18, 2005 at 10:00 a.m., Houston time, or at any adjournments thereof, as indicated on the reverse side hereof.

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS and will be voted as indicated by the shareholder. Unless a contrary direction is indicated, the proxies shall vote the shares FOR the election of the Board's nominees for directors and in accordance with the recommendations of management on any other business coming before the meeting.

(Continued on reverse side)

Address Change/Comments (Mark the corresponding box on the reverse side)

é FOLD AND DETACH HERE é