

SUPREME INDUSTRIES INC  
Form PRE 14A  
April 07, 2014

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  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

SUPREME INDUSTRIES, 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.
  - (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 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (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.:
  - (3) Filing Party:
  - (4) Date Filed:

**SUPREME INDUSTRIES, INC.**

**2581 East Kercher Road**

**Goshen, IN 46528**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held May 7, 2014**

To Stockholders of

SUPREME INDUSTRIES, INC.:

The annual meeting of stockholders of Supreme Industries, Inc. (the Company) will be held at the Company's main production facility located behind the corporate office at 2581 E. Kercher Road, Goshen, Indiana, on May 7, 2014, at 10:00 a.m. Eastern Time for the following purposes:

1. To elect ten directors to serve until the next annual meeting of stockholders and until their respective successors shall be elected and qualified;
2. To amend the Certificate of Incorporation of the Company to increase the aggregate number of shares of Class A Common Stock that the Company is authorized to issue from 20,000,000 to 25,000,000 shares;
3. To ratify the selection of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm; and
4. To transact such other business as may properly come before the meeting and any adjournment thereof.

Information regarding matters to be acted upon at this meeting is contained in the accompanying Proxy Statement. Only stockholders of record at the close of business on March 14, 2014, are entitled to notice of and to vote at the meeting and any adjournment thereof.

All stockholders are cordially invited to attend the meeting.

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IT IS IMPORTANT THAT YOUR STOCK BE REPRESENTED AT THE MEETING, REGARDLESS OF THE NUMBER OF SHARES YOU HOLD. PLEASE COMPLETE, SIGN, AND RETURN PROMPTLY THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE, WHETHER OR NOT YOU INTEND TO BE PRESENT AT THE MEETING.

By Order of the Board of Directors

Goshen, Indiana  
April 17, 2014

William J. Barrett  
Secretary

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### **SOLICITATION OF PROXIES**

This Proxy Statement and accompanying Proxy are furnished to owners of the Company's common stock, par value \$.10 per share (the Common Stock), in connection with the solicitation of proxies by the Board of Directors of Supreme Industries, Inc. (the Company) for use at the Annual Meeting of Stockholders (the Annual Meeting) to be held at the Company's main production facility located behind the corporate office at 2581 E. Kercher Road, Goshen, Indiana, on May 7, 2014 at 10:00 a.m. Eastern Time, or at any adjournment thereof. For directions, please call 574.642.4888, Ext. 447. The Notice of Meeting, the form of Proxy, and this Proxy Statement are being mailed to the Company's stockholders on or about April 17, 2014.

The expense of proxy solicitation will be borne by the Company. The Company's officers and/or employees and those of its transfer agent may solicit proxies by telephone or personal contact, but in such event no additional compensation will be paid by the Company for such solicitation efforts, however, the Company will reimburse such persons for all accountable costs so incurred.

A copy of the 2013 Annual Report to Stockholders of the Company for its fiscal year ended December 28, 2013, is being mailed with this Proxy Statement to all such stockholders entitled to vote, but does not form any part of the information for solicitation of proxies.

### **Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be held on May 7, 2014**

This Proxy Statement, the accompanying proxy card, and our 2013 Annual Report to Stockholders are available at [www.proxy.supremeind.com](http://www.proxy.supremeind.com).

### **RECORD DATE AND VOTING SECURITIES**

The Board of Directors of the Company has fixed the close of business on March 14, 2014, as the record date for determination of stockholders entitled to notice of and to vote at the Annual Meeting. As of the record date, there were 14,603,821 shares of Class A Common Stock and 1,771,949 shares of Class B Common Stock of the Company issued and outstanding. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding shares of each of the Class A Common Stock and the Class B Common Stock as of the record date is necessary to constitute a quorum at the Annual Meeting with respect to matters upon which both classes of Common Stock are entitled to vote.

### **ACTION TO BE TAKEN AND VOTE REQUIRED**

Action will be taken at the Annual Meeting to elect a Board of Directors, to amend the Certificate of Incorporation of the Company to increase the aggregate number of shares of Class A stock that the Company is authorized to issue from 20,000,000 to 25,000,000 shares, and to ratify the selection of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 27, 2014. Each proxy will be voted in accordance with the directions specified thereon and otherwise in accordance with the judgment of the

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persons designated as proxies. Any proxy that is validly executed, but on which no directions are specified, will be voted for the proposals set forth in this Proxy Statement for consideration at the Annual Meeting. Any person executing the enclosed proxy may nevertheless revoke it at any time prior to the actual voting thereof by filing with the Secretary of the Company either a written instrument expressly revoking it or a duly executed proxy bearing a later date. Furthermore, such person may nevertheless elect to attend the Annual Meeting and vote in person, in which event the proxy will be revoked.

The Company's Certificate of Incorporation authorizes two classes of \$.10 par value Common Stock (designated Class A and Class B) as well as one class of \$1.00 par value preferred stock. No shares of the preferred stock are outstanding. In voting on all matters expected to come before the Annual Meeting, a stockholder of either Class A or Class B Common Stock will be entitled to one vote, in person or by proxy, for each share held in his or her name on the record date. The holders of the Class A Common Stock will be entitled to elect that number (rounded down) of directors equal to the total number of directors to be elected divided by three, i.e., three directors, and the holders of the Class B Common Stock will be entitled to elect the remaining directors. The Class A directors are elected by majority vote of shares held by holders of Class A Common Stock attending in person or represented by proxy and entitled to vote at the Annual Meeting. The Class B directors are elected by plurality vote of the holders of Class B Common Stock attending in person or represented by proxy.

In order to amend the Certificate of Incorporation of the Company to increase the aggregate number of shares of Class A Common Stock that the company is authorized to issue, an affirmative vote of a majority of the outstanding combined shares of the Class A Common Stock and the Class B Common Stock is necessary.

The ratification of the selection of Crowe Horwath LLP as the Company's Independent Registered Public Accounting Firm for the fiscal year ending December 27, 2014, must be approved by majority vote of the outstanding combined shares of the Class A Common Stock and Class B Common Stock held by the holders of such Class A Common Stock and Class B Common Stock attending in person or represented by proxy and entitled to vote at the Annual Meeting.

The Company's Certificate of Incorporation prohibits cumulative voting. Abstentions are voted as shares present at the Annual Meeting for purposes of determining whether a quorum exists. In the election of the Class B directors, votes withheld will have no effect on the outcome of the vote. In the election of the Class A directors, the vote to amend the Certificate of Incorporation of the Company to increase the aggregate number of shares of Class A Common Stock that the Company is authorized to issue, and the vote on the ratification of the selection of our independent registered public accounting firm, abstentions will have the effect of a vote against the proposal. Proxies submitted by brokers that do not indicate a vote for some or all of the proposals because the brokers do not have discretionary voting authority and have not received instructions from a stockholder as to how to vote on those proposals (so-called broker non-votes) are considered shares present for purposes of determining whether a quorum exists so long as the brokers have discretionary voting authority for at least one matter to be voted on at the Annual Meeting. However, broker non-votes are not considered to be shares entitled to vote and will not affect the outcome of any vote other than the vote to amend the Certificate of Incorporation for which they will be counted as votes against the amendment.

Brokers are not permitted to vote stockholders' shares for the election of directors. Therefore, we urge all stockholders to give voting instructions to their brokers on all voting items.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following tabulation sets forth the names of those persons who are known to management to be the beneficial owners as of March 14, 2014, of more than five percent (5%) of the Company's Class A or Class B Common Stock. Such tabulation also sets forth the number of shares of the Company's Class A or Class B Common Stock beneficially owned as of March 14, 2014 by all of the Company's directors and nominees, named executive officers, and all directors and officers of the Company as a group. Except as set forth below, persons having direct beneficial ownership of the Company's Common Stock possess the sole voting and dispositive power in regard to such stock. Class B Common Stock is freely convertible on a one-for-one basis into an equal number of shares of Class A Common Stock, and ownership of Class B Common Stock is deemed to be beneficial ownership of Class A Common Stock under Rule 13d-3(d)(1) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As of March 14, 2014 there were 14,603,821 shares of Class A Common Stock and 1,771,949 shares of Class B Common Stock outstanding.

The following tabulation also includes shares of Class A Common Stock covered by outstanding vested options granted under the Company's 2004, 2001, and 1998 Stock Option Plans, which options are collectively referred to as "Stock Options." The Stock Options have no voting or dividend rights until such time as the options are exercised.

<b>Name and Address of Beneficial Owner</b>	<b>Title Class</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class (1)</b>
Heartland Advisors, Inc. 789 North Water Street Milwaukee, WI 53202	Class A	1,338,750(2)	9.2%
Wilco Management Corp. 14551 Meravi Drive Bonita Springs, FL 34135	Class A	1,073,595(3)	7.4%
First Manhattan Co. 399 Park Avenue New York, NY 10022	Class A	776,202(4)	5.3%
William J. Barrett P.O. Box 6199 Fair Haven, NJ 07704	Class A Class B	1,895,868(5)(6)(10) 902,856(6)	12.2% 51.0%
Herbert M. Gardner 2581 East Kercher Road Goshen, IN 46528	Class A Class B	1,150,569(5)(7)(10) 654,378(7)	7.5% 36.9%
Edward L. Flynn 7511 Myrtle Avenue Glendale, NY 11385	Class A	312,902(5)(8)	2.2%

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Name and Address of Beneficial Owner	Title Class	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Robert J. Campbell 455 CR 1138 Cumby, TX 75433	Class A Class B	166,159(9)(10) 50,001	1.1% 2.8%
Mark C. Neilson 7140 Calabria Court San Diego, CA 92122	Class A	125,241(5)	*
Mark D. Weber 2581 East Kercher Road Goshen, IN 46528	Class A	113,560(5)	*
Michael L. Oium 2581 East Kercher Road Goshen, IN 46528	Class A	81,663(5)	*
Matthew W. Long 2581 East Kercher Road Goshen, IN 46528	Class A	56,912(5)	*
Peter D. Barrett 1229 Ridgedale Road South Bend, IN 46614	Class A Class B	47,333(10)(11) 29,467	* 1.7%
Wayne A. Whitener 101 E. Park Blvd. Suite 955 Plano, TX 75074	Class A	25,718(5)	*
Arthur J. Gajarsa P.O. Box 226 Holderness, NH 03245	Class A	25,682	*
Thomas B. Hogan, Jr. 46 Shrewsbury Drive Rumson, NJ 07760	Class A	23,852	*
All directors and officers as a group	Class A Class B	4,025,459(5)(6)(7)(8)(9)(10) 1,636,702(6)(7)	24.2% 92.4%

\* Less than 1%

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(1) The percentage calculations have been made in accordance with Rule 13d-3(d)(1) promulgated under the Exchange Act. In making these calculations, shares beneficially owned by a person as a result of the ownership of stock options, restricted stock, and ownership of Class B Common Stock, were deemed to be currently outstanding solely with respect to the holders of such stock options, restricted stock, and Class B Common Stock.

(2) Heartland Advisors, Inc. ( Heartland ) filed a Schedule 13G on February 6, 2014, reporting that Heartland and William J. Nasgovitz, President of Heartland, own and have shared voting and dispositive power over 1,338,750 shares of Class A Common Stock. All information presented above relating to Heartland is based solely on the Schedule 13G.

(3) Wilen Investment Management Corp. ( Wilen ) filed a Schedule 13G/A on January 28, 2014, reporting that Wilen owns and has sole voting and dispositive power over 1,073,595 shares of Class A Common Stock. All information presented above relating to Wilen is based solely on the Schedule 13G/A.

(4) First Manhattan Co. ( First Manhattan ) filed a Schedule 13G/A on February 12, 2014, reporting that First Manhattan has shared voting power over 616,163 shares of Class A Common Stock and shared dispositive power over 776,202 shares of Class A Common Stock. All information presented above relating to First Manhattan is based solely on the Schedule 13G/A.

(5) Includes the number of shares of Class A Common Stock set forth opposite the persons named in the following table which shares are beneficially owned as a result of the ownership of stock under the Company's 2012 Long-Term Incentive Plan and the 2004, 2001, and 1998 Stock Option Plans.

	Stock Options	Restricted Stock
William J. Barrett	116,139	
Herbert M. Gardner	109,871	
Mark D. Weber		113,560
Matthew W. Long		41,162
Michael L. Oium	41,023	29,288
Edward L. Flynn	6,811	
Wayne A. Whitener	6,811	
Mark C. Neilson	5,351	
All directors and officers as a group	286,006	184,010

(6) Includes 115,439 shares of Class A Common Stock and 16,857 shares of Class B Common Stock owned by Mr. Barrett's wife. Mr. Barrett has disclaimed beneficial ownership of these shares.

(7) Includes 10,969 shares of Class A Common Stock and 66,516 shares of Class B Common Stock owned by a generation skipping marital trust under the will of Mary K. Gardner, Mr. Gardner's wife. Mr. Gardner has disclaimed beneficial ownership of these shares.



(8) Includes 39,505 shares of Class A Common Stock owned beneficially by Mr. Flynn's wife. Mr. Flynn has disclaimed beneficial ownership of these shares.

(9) Includes 465 shares of Class A Common Stock owned beneficially by Mr. Campbell's wife as custodian for their children. Mr. Campbell has disclaimed beneficial ownership of these shares.

(10) Includes the number of shares of Class A Common Stock which are deemed to be beneficially owned as a result of ownership of shares of Class B Common Stock, which Class B shares are freely convertible on a one-for-one basis into shares of Class A Common Stock.

(11) Includes 6,485 shares of Class A Common Stock in which Mr. Barrett shares voting power with his spouse and children.

Depositories such as The Depository Trust Company (Cede & Company) as of March 14, 2014 held, in the aggregate, more than 5% of the Company's then outstanding Class A Common Stock. The Company understands that such depositories hold such shares for the benefit of various participating brokers, banks, and other institutions which are entitled to vote such shares according to the instructions of the beneficial owners thereof. Except as noted in the table above, the Company has no reason to believe that any of such beneficial owners hold more than 5% of the Company's outstanding voting securities.

## **PROPOSAL NO. 1**

### **ELECTION OF DIRECTORS**

Ten directors are to be elected at the Annual Meeting of Stockholders. Unless otherwise instructed, the proxy holders will vote the proxies received by them for the nominees shown below for the term of one year and until their successors are duly elected and have qualified. The Company's Board of Directors is currently comprised of nine members. The Board of Directors has determined to increase its number to ten members effective with the election of directors at the 2014 Annual Meeting of Stockholders.

Of the persons named below, Messrs. Flynn, Neilson, and Weber have been nominated by the independent directors of the Board of Directors for election by the holders of Class A Common Stock, and the remaining persons have been nominated by the independent directors of the Board of Directors for election by the holders of Class B Common Stock. In addition to serving as directors, Messrs. Barrett and Gardner were executive officers of the Company (or its subsidiary) as of December 28, 2013. Officers are elected annually by the Board of Directors at the Annual Meeting of Directors held immediately following the Annual Meeting of Stockholders.

Although it is not contemplated that any nominee will be unable to serve as a director, in such event the proxies will be voted by the holders thereof for such other person as may be designated by the current Board of Directors. The management of the Company has no reason to believe that any of the nominees will be unable or unwilling to serve if elected to office, and to the knowledge of management, the nominees intend to serve the entire term for which election is sought.

Only ten nominees for director are named even though the Company's bylaws allow a maximum of fifteen, since the proposed size of the board is deemed adequate to meet the requirements of the Board of Directors. The proxies given by the Class A stockholders cannot be voted for more than three persons, and the proxies given by Class B stockholders cannot be voted for more than seven persons. The information set forth below with respect to each of the nominees has been furnished by each respective nominee.

Name, Age, and Business Experience	Executive Officer Since	Positions with Company
<p><b>Herbert M. Gardner, 74</b></p> <p>Chairman of the Board of the Company since 1979, Chief Executive Officer of the Company from 1979 to January 2011; President of the Company from June 1992 to February 2006; Executive Vice President of Barrett-Gardner Associates, Inc., an investment banking firm, from November 2002 until June 2009, and previously Senior Vice President of Janney Montgomery Scott LLC, investment bankers, from 1978 to 2002; former Director of Rumson-Fair Haven Bank and Trust Company, a New Jersey state independent, commercial bank and trust company, from 2000 to May 2013; Director of TGC Industries, Inc., a company engaged in the geophysical services industry, since 1980; Director of Chase Packaging Corporation, a development stage company, since 2001; former Director of Nu-Horizons Electronics Corp., an electronics component distributor, from 1984 until 2011; and former Director of MKTG, Inc., a marketing and sales promotion company from 1997 until January 2010. Mr. Gardner was selected to serve as a director of the Company due to his depth of knowledge of the Company, including its strategies, operations and markets, his acute business judgment, his strong leadership skills, and his long-standing relationship with the Company.</p>	1979	Chairman of the Board
<p><b>William J. Barrett, 74</b></p> <p>Secretary and Assistant Treasurer of the Company and a Director since 1979 and Executive Vice President (Long Range and Strategic Planning) of the Company since 2004; President of W. J. Barrett Associates, Inc., an investment banking firm, since June 2009; President of Barrett-Gardner Associates, Inc., an investment banking firm, from November 2002 until June 2009, and previously Senior Vice President of Janney Montgomery Scott LLC, investment bankers, from 1978 to 2002; Chairman of the Board and Director of Rumson-Fair Haven Bank and Trust Company, a New Jersey state independent, commercial bank and trust company from 2000 to May 2012; Director of TGC Industries, Inc., a company engaged in the geophysical services industry, since 1980; Director of Chase Packaging Corporation, a development stage company, since 2001; Director of Babson Corporate Investors, a closed-end investment company, since July 2006; and Director of Babson Participation Investors, a closed-end investment company, since July of 2006. Mr. Barrett brings to the Board of Directors of the Company keen business and financial judgment and an extraordinary understanding of the Company's business, history, and organization, as well as extensive leadership experience. Mr. Barrett is the father of Peter D. Barrett.</p>	1979	Executive Vice President (Long Range and Strategic Planning), Assistant Treasurer, Secretary, and Director
<p><b>Robert J. Campbell, 82</b></p> <p>Director of the Company since 1979; Retired Chief Executive Officer of TGC Industries, Inc., a company engaged in the geophysical services industry from March 1996 to December 1998; Vice Chairman of the Board and Chief Executive Officer of TGC Industries, Inc. from July 1993 through March 1996; Chairman of the Board and Chief Executive Officer of TGC Industries, Inc. from July 1986 to July 1993; and prior to such time, President and Chief Executive Officer of TGC Industries, Inc. for more than five years. Mr. Campbell's qualifications to serve as a director of the Company include his extensive management experience and knowledge of its business, his business acumen and his experience as chief executive officer of another public company.</p>	n/a	Director
<p><b>Edward L. Flynn, 79</b></p> <p>Director of the Company since 2007; Owner of Flynn Meyer Company, a management company for the restaurant industry, since 1976; Director and Treasurer of Citri-Lite Co., a soft drink company, since 1994; Director of TGC Industries, Inc., a company engaged in the geophysical services industry; Director of Chase Packaging Corporation, a development stage</p>	n/a	Director

company; and Director of Biojet Medical, a medical device company. Mr. Flynn is an experienced leader of major organizations and brings to the Board of Directors of the Company strong executive management skills and experience serving on the boards of other public companies.

Name, Age, and Business Experience	Executive Officer Since	Positions with Company
<p><b>Arthur J. Gajarsa, 73</b></p> <p>Director of the Company since July 2012; in January of 2013, Judge Gajarsa joined the law firm of Wilmer, Cutler, Pickering, Hale and Dorr as Senior Counsel and is employed there; Chairman of the Board of Trustees of Rensselaer Polytechnic Institute since 2011, Vice Chairman from 1998 to 2010, and Trustee since 1994; Director of Georgetown University Board of Directors from 1996 to 2008, and Chairman of the Audit Committee, the Law Committee, and a member of the Executive Committee from 2002 to 2008; U.S. Circuit Judge for the U.S. Court of Appeals for the Federal Circuit from 1997 to 2012. Prior to his judicial appointment, Judge Gajarsa served as Senior Partner at Joseph, Gajarsa, McDermott &amp; Reiner, P.C., and previously served as Special Counsel to the Secretary of the Interior and Commissioner of Indian Affairs. He also worked at the Department of Commerce at the USPTO and worked as a systems analyst at the Department of Defense. Judge Gajarsa provides the Board insight and experience in the areas of legal compliance, corporate mergers and acquisitions, commercial litigation, international trade, and intellectual property.</p>	n/a	Director
<p><b>Thomas B. Hogan, Jr., 68</b></p> <p>Director of the Company since June 2012; Director of Aerial Holding, Inc., formerly Pictometry International Corporation, since 2006, and Chairman of the Audit Committee since 2006; Director of Provident Bank of New Jersey since 2010, Chairman of the Audit Committee since 2011, and member of the Compensation Committee since 2013; Chief Operating Officer, Northeast Practice, Deloitte &amp; Touche, from 2003 to 2006. In previous years he served as the Managing Partner of the Rochester, Pittsburgh, St. Louis and New Jersey offices of that firm. From 2007 until it was sold in 2008, he was a director of Energy East Corporation, a public utility holding company which served New York, Connecticut, Massachusetts, Maine and New Hampshire. Mr. Hogan had nearly 40 years of experience with the public accounting firm of Deloitte &amp; Touche which makes him exceptionally qualified to advise the Board of Directors in accounting and financial matters. Mr. Hogan qualifies as an audit committee financial expert under guidelines of the Securities and Exchange Commission.</p>	n/a	Director
<p><b>Mark C. Neilson, 55</b></p> <p>Director of the Company since 2003; President/Founder of Accretive CFO Services of San Diego LLC and Accretive LLC (Indiana), a financial consulting services firm since December 2010; Partner, Tatum, LLC, a financial and technology consulting division of Spherion, from September 2005 to August 2010; Director of Smoker Craft, Inc., a manufacturer of pontoon and fishing boats, since December 2010; Chief Financial Officer of Towne Air Freight, Inc., an air freight trucking company, from April 2001 to February 2005; independent business consultant from November 1998 to March 2001; Chief Financial Officer of Therm-O-Lite, Inc., a manufacturer of interior insulated windows, from January 2000 through June 2009; and Chief Financial Officer and Director of Shelter Components Corporation, a supplier to the recreational vehicle industry, from March 1986 to October 1998. Mr. Neilson was selected to serve as a director of the Company due to his extensive background in public accounting and auditing. Mr. Neilson qualifies as an audit committee financial expert under guidelines of the Securities and Exchange Commission.</p>	n/a	Director

Name, Age, and Business Experience	Executive Officer Since	Positions with Company
<p><b>Mark D. Weber, 56</b></p> <p>President, Chief Executive Officer and a Director of the Company from May of 2013. From 2003 to 2013 Mr. Weber was the Group President of the Environmental Solutions Group of Federal Signal Corporation (NYSE: FSS), a leading manufacturer of environmental cleaning equipment, emergency signaling systems and industrial warning equipment; prior to that he served in various executive positions with Federal Signal from 1996 and for seventeen years prior to that, in various positions with Cummins Engine Company (NYSE: CMI). Mr. Weber was selected to serve due to his extensive executive leadership, operational, and strategic experience.</p>	2013	President and Chief Executive Officer, Director
<p><b>Wayne A. Whitener, 62</b></p> <p>Director of the Company since 2008; Director of TGC Industries, Inc. ( TGC ), a company engaged in the geophysical services industry, since 1984; President of TGC since 1986; Chief Executive Officer of TGC since January 1999; Chief Operating Officer of TGC from July 1986 to December 1998; President of Tideland Geophysical Co., Inc., a wholly-owned subsidiary of TGC, since 1987; and Director of Chase Packaging Corporation, a development stage company since 2009. As the principal executive officer of another publicly held company, Mr. Whitener provides valuable insight and guidance on the issues of corporate strategy and risk management.</p>	n/a	Director
<p><b>Peter D. Barrett, 44</b></p> <p>Director nominee. Mr. Barrett has been with Smoker Craft, Inc. for eighteen years, most recently serving as Senior Vice President of Marketing and Corporate Development (since 2008), and serving as Director since 2007. Prior to this position, Mr. Barrett served in positions of increasing responsibility with Smoker Craft and Starcraft Marine, LLC, a company that was later combined into Smoker Craft. Mr. Barrett was nominated to serve due to his experience as a director of a manufacturing company and his experience in sales, marketing, and product development. Mr. Barrett is the son of William J. Barrett.</p>	n/a	Director Nominee

**The Board of Directors recommends a vote FOR Proposal No. 1.**

**EXECUTIVE OFFICERS**

**Name, Age, and Business Experience**

**Positions with Company**

**Matthew W. Long, 52**

Chief Financial Officer, Treasurer, and Assistant Secretary

Chief Financial Officer, Treasurer, and Assistant Secretary since April 2011. Interim Chief Executive Officer from March 2012 to May 2013. From June 2003 until February 2011, Treasurer of CTS Corporation, a manufacturer of electronic components and sensors and supplier of electronics manufacturing services. Assistant Treasurer of CTS from December 2000 until May 2003. Previously, he held a variety of accounting positions for Emerson Electric, General Housewares/Chicago Cutlery, and United Technologies.

**Michael L. Oium, 53**

Vice President, Operations

Vice President, Operations since October of 2011. From February 2011 to October 2011, Vice President, Sourcing. General Manager, Supreme Truck Bodies of California, Incorporated's truck body plant from 1997 to 2011. Prior to Supreme, Mr. Oium spent twelve years in progressively more responsible positions with Morgan Corporation and four years with Lear Corporation, a leading supplier of automotive interiors to original equipment manufacturers (OEMs).

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who own more than ten percent (10%) of Common Stock, to file with the Securities and Exchange Commission certain reports of beneficial ownership of Common Stock. Based solely upon a review of copies of such reports furnished to the Company and written representations provided to the Company, the Company believes that all applicable Section 16(a) filing requirements were complied with by its directors, executive officers, and ten percent (10%) stockholders during 2013.

**BOARD OF DIRECTORS**