

EDUCATIONAL DEVELOPMENT CORP
Form DEF 14A
June 20, 2012

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

Educational Development Corporation
(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:

Notice of Annual Meeting
and Proxy Statement

Annual Meeting of Shareholders
Thursday, July 19, 2012

EDUCATIONAL DEVELOPMENT CORPORATION
10302 East 55th Place
Tulsa, Oklahoma 74146

June 19, 2012

To The Shareholders of Educational Development Corporation:

You are cordially invited to attend the 2012 annual meeting of shareholders of Educational Development Corporation on Thursday, July 19, 2012 at our Corporate offices, 10302 E 55th Place, Tulsa, Oklahoma, commencing at 10:00 a.m., Central time.

The notice of the annual meeting and proxy statement accompanying this letter provide information concerning matters to be considered and acted upon at the annual meeting. During the annual meeting we will provide a report on our operations, followed by a time for questions and answers.

Whether or not you plan to attend the annual meeting, we encourage you to sign and return the enclosed proxy card as promptly as possible in the enclosed postage paid envelope so that your shares are represented at the meeting. Regardless of the number of shares you own, your vote is important.

Thank you for your continued interest and support.

Sincerely,

Randall W. White
Chairman of the Board and President

Enclosures

TABLE OF CONTENTS

<u>NOTICE OF ANNUAL MEETING OF SHAREHOLDERS</u>	1
<u>QUESTIONS AND ANSWERS</u>	2-4
<u>VOTING SECURITIES</u>	4
<u>PROPOSAL FOR ACTION AT THE ANNUAL MEETING – Proposal 1, Election of Directors</u>	5-6
<u>BOARD OF DIRECTORS</u>	6-9
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	9
<u>BENEFICIAL OWNERSHIP REPORTING COMPLIANCE SECTION 16(A)</u>	9
<u>EXECUTIVE COMPENSATION</u>	10
<u>EMPLOYMENT CONTRACTS</u>	10
<u>COMPENSATION COMMITTEE REPORT</u>	10-11
<u>OPTION EXERCISES</u>	11
<u>COMPENSATION PLANS</u>	11
<u>REPORT OF THE AUDIT COMMITTEE</u>	12
<u>INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS</u>	13
<u>PROPOSAL FOR ACTION AT THE ANNUAL MEETING – Proposal 2, Ratification of Accounting Firm</u>	13
<u>SHAREHOLDER PROPOSALS</u>	14
<u>ANNUAL REPORT AND FORM 10-K</u>	14
<u>OTHER MATTERS</u>	14

EDUCATIONAL DEVELOPMENT CORPORATION
10302 East 55th Place
Tulsa, Oklahoma 74146
(918) 622-4522

NOTICE OF 2012 ANNUAL MEETING OF SHAREHOLDERS

TIME AND DATE: 10:00 a.m. on July 19, 2012

PLACE: Educational Development Corporation
Corporate Office, Executive Conference Room
10302 East 55th Place
Tulsa, Oklahoma

ITEMS OF BUSINESS: (1) To elect one Class I director
(2) To ratify the appointment of HoganTaylor LLP as our independent registered public accounting firm for the year ending February 29, 2012
(3) To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

WHO CAN VOTE: You are entitled to vote if you were a shareholder of record at the close of business on the record date, June 08, 2012.

VOTING BY PROXY: Please submit a proxy as soon as possible so that your shares of our common stock can be voted at the Annual Meeting in accordance with your instructions. For specific instructions on voting, please refer to the instructions on the enclosed proxy card.

2012 ANNUAL REPORT: A copy of our fiscal year 2012 Annual Report is enclosed.

DATE OF MAILING: This notice, the attached Proxy Statement, the accompanying proxy card and our 2012 Annual Report are first being mailed to shareholders on or about June 19, 2012.

By Order of the Board of Directors

Randall W. White,
Chairman of the Board and President

Tulsa, Oklahoma
June 19, 2012

QUESTIONS AND ANSWERS

WHO MAY ATTEND THE ANNUAL MEETING?

All shareholders who held shares of our common stock on June 08, 2012 may attend. If your stock is held in the name of a broker, bank, or other holder of record, often referred to as "in street name," just bring a copy of your brokerage account statement or a proxy card which you can get from your broker, bank, or other holder of record of your stock.

WHAT IS A PROXY?

A proxy is your legal designation of another person to vote the stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. Randall W. White and Marilyn R. Pinney have been designated by the Company as proxies for the 2012 Annual Meeting of Shareholders.

WHO CAN VOTE AT THE MEETING?

The record date for the 2012 Annual Meeting of Shareholders is June 08, 2012. The record date was established by our Board of Directors. Shareholders of record at the close of business on the record date are entitled to:

- (a) receive notice of the meeting; and
- (b) vote at the meeting and any adjournments or postponements of the meeting.

On the record date, 3,916,766 shares of our common stock were outstanding. Each shareholder is entitled to one vote for each share of common stock held on the record date, except that cumulative voting is authorized with respect to the election of directors, as further described under "Voting Securities," in this Proxy Statement.

HOW DO I VOTE?

You may vote in person at the meeting or you may appoint a proxy, by mail, to vote your shares. If you return a signed card but do not provide voting instructions, your shares will be voted FOR the proposal to be voted on at the meeting.

WHAT ARE THE DIFFERENT METHODS THAT I CAN USE TO VOTE MY SHARES OF COMMON STOCK?

- (a) By Written Proxy: Shareholders of record can vote by marking, signing, and timely returning the enclosed proxy card. Street name or beneficial holders must follow the directions provided by their broker, bank, or other nominee in order to direct such broker, bank, or nominee how to vote.
- (b) In Person: All shareholders may vote in person at the meeting. Street names or beneficial holders must obtain a legal proxy from their broker, bank, or nominee prior to the meeting in order to vote in person.

HOW MANY VOTES MUST BE PRESENT TO HOLD THE MEETING?

A majority of our outstanding shares of common stock, as of the record date, must be present at the annual meeting in order to hold the annual meeting and conduct business. This is called a quorum. Shares of our common stock are counted as present at the annual meeting if the holder of such shares:

- (a) is present and votes in person at the annual meeting; or
- (b) has properly submitted a proxy card.

HOW ARE ABSTENTIONS COUNTED?

Abstentions are counted as present for the purpose of determining the presence of a quorum.

2

HOW DO I REVOKE MY PROXY?

You have the right to revoke your proxy at any time before the meeting by:

- (1) notifying our corporate secretary in writing;
- (2) returning a later-dated proxy card; or
- (3) voting in person.

WILL MY STOCK BE VOTED IF I DO NOT PROVIDE MY PROXY?

Your stock may be voted if it is held in the name of a brokerage firm, even if you do not provide the brokerage firm with voting instructions. Brokerage firms have the authority under the rules of The NASDAQ Stock Market, Inc., or NASDAQ, to vote stock for which their customers do not provide voting instructions on certain “routine” matters. We believe that the ratification of our independent accounting firm is a routine matter for which brokerage firms may vote stock that is held in the name of brokerage firms but do not have voting instructions from you.

WHAT IF A SHAREHOLDER DOES NOT SPECIFY A CHOICE FOR A MATTER WHEN RETURNING A PROXY?

Shareholders should specify their choice for each matter on the enclosed proxy. If no specific instructions are given, proxies that are signed and returned will be voted FOR the election of all director nominees.

WHAT HAPPENS IF I DON'T VOTE?

If you do not return your proxy, or vote in person or through a firm, your non-vote will have no effect on the outcome.

WILL ADDITIONAL PROPOSALS BE PRESENTED, OTHER THAN THOSE INCLUDED IN THIS PROXY STATEMENT?

We know of no matters to be presented at the annual meeting other than those included in this notice. By signing the proxy card you are also giving authority to the persons named on the proxy card to take action on additional matters that may properly come before the annual meeting. Should any other matter requiring a vote of shareholders arise, the persons named in the accompanying proxy card will vote according to their best judgment.

HOW MANY VOTES ARE NEEDED TO APPROVE OUR PROPOSALS?

The affirmative vote of a plurality of the shares of common stock present in person or by proxy and entitled to vote is required for the election of a director. However, other matters that may properly come before the annual meeting may require a majority or more than a majority vote under our By-laws, the laws of the state of Delaware, our Amended and Restated Certificate of Incorporation, or other applicable laws.

WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE PROXY CARD?

If your shares are registered differently and are in more than one account, you will receive more than one proxy card and proxy statement. Please sign and return all proxy cards to ensure that all your shares of common stock are voted. We encourage you to have all accounts registered in the same name and address whenever possible.

WHAT IF ONLY ONE COPY OF THESE PROXY MATERIALS WAS DELIVERED TO MULTIPLE SHAREHOLDERS WHO SHARE A SINGLE ADDRESS?

In some cases, only one copy of this Proxy Statement is being delivered to multiple shareholders sharing an address unless we have received contrary instructions from one or more of the shareholders. We will deliver promptly, upon written or oral request, a separate copy of this Proxy Statement and the accompanying 2009 Annual Report to a shareholder at a shared address to which a single copy of the document was delivered. To request a separate delivery of these materials now or in the future, a shareholder may submit a written request to Corporate Secretary, Educational Development Corporation, 10302 E. 55th Place, Tulsa, OK 74146 or an oral request by telephone at (918) 622-4522. Additionally, any shareholders who are presently sharing an address and receiving multiple copies of either the Proxy Statement or the 2012 Annual Report and who would rather receive a single copy of such materials may instruct us accordingly by directing their request to us in the manner provided above.

WHO BEARS THE COST OF THIS SOLICITATION?

This accompanying proxy is being solicited by and on behalf of our Board of Directors. We will pay the entire cost of preparing, assembling, printing, mailing, and distributing these proxy materials. In addition, we may reimburse banks, brokerage firms, and other custodians, nominees, and fiduciaries representing beneficial owners of shares of our common stock for their expenses in forwarding solicitation materials to such beneficial owners. In addition to sending you these materials, some of our directors, officers and employees may contact you personally or by mail, telephone, facsimile, email or other means of communication (electronic or otherwise). No additional compensation will be paid for such services but out-of-pocket expenses may be reimbursed.

WHAT IS THE DIFFERENCE BETWEEN HOLDING STOCK AS A "SHAREHOLDER OF RECORD" AND HOLDING STOCK AS "BENEFICIAL OWNER" (OR "IN STREET NAME")?

Most shareholders are considered the "beneficial owners" of their stock, that is, they hold their stock through a broker, bank or other nominee rather than directly in their own name. As summarized below, there are some distinctions between stock held of record and stock owned beneficially or in "street name."

- (a) Shareholder of Record: If your stock is registered directly in your name with our transfer agent, you are considered the shareholder of record with respect to that stock and proxy materials are sent directly to you by us. As our shareholder of record, you have the right to grant your voting proxy directly to us or to vote in person at the annual meeting. We have enclosed a proxy card for your vote.
- (b) Beneficial Owner: If your stock is held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker, bank, or nominee (who is considered the shareholder of record with respect to those shares). As the beneficial owner, you have the right to direct your broker, bank, or nominee on how to vote if you follow the instructions you receive from your broker, bank, or nominee. You are also invited to attend the annual meeting. However, since you are not the shareholder of record, you may not vote these shares in person at the annual meeting, unless you request, complete, and deliver the proper documentation provided by your broker, bank or nominee and bring it with you to the meeting.

VOTING SECURITIES

Our \$0.20 par value common stock is the only class of capital stock authorized by its Amended and Restated Certificate of Incorporation. The number of shares of our common stock which may be voted at the meeting or any adjournment thereof is 3,916,766 shares [see comment above about the number of outstanding shares], which was the number of shares outstanding as of June 08, 2012, the record date. Each shareholder is entitled to one vote for each

share of our common stock held, except that cumulative voting is authorized with respect to the election of directors. In other words, solely for the purpose of electing directors, each share of our common stock will entitle the holder thereof to a number of votes equal to the number of directors being elected and each shareholder may cast all of his votes for a single nominee, or may distribute them among any two or more nominees. Votes will be tabulated by an inspector of election appointed by our Board of Directors.

PROPOSAL FOR ACTION AT THE ANNUAL MEETING

Proposal One:
Election of Directors

Our Amended and Restated Certificate of Incorporation and By-laws provide that the Board of Directors shall consist of three to fifteen directors, the exact number of which is determined by resolution of the Board of Directors or by the shareholders at the annual meeting. The Board of Directors has adopted a resolution establishing five (5) as the number of directors of the Company.

Our Amended and Restated Certificate of Incorporation and By-laws provide that the Board of Directors shall be divided into three classes, each consisting of as close to one-third of the total directors as possible. Each class of directors serves a three-year term expiring at the Annual Meeting of Shareholders in the year listed in the table below:

Class II (2012)	Class III (2013)	Class I (2014)
Ron McDaniel	John A. Clerico	vacant
Kara Gae Neal	Randall W. White	

Based on the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors has nominated Ron McDaniel and Kara Gae Neal for election as Class II directors, to serve a three-year term to expire at the Annual Meeting of Shareholders in 2015, or until a successor is duly elected and qualified. Mr. McDaniel and Dr. Neal are currently serving as directors and have consented to serve for a new term.

Directors in Class I and Class III are not being re-elected this year and will continue in office for the remainder of their terms, as described above, unless such directors resign or their service as directors otherwise ceases in accordance with our Amended and Restated Certificate of Incorporation and By-laws.

The persons named in the accompanying proxy card intend to vote such proxy in favor of the election of the nominees named below, who are currently directors, unless authority to vote for the directors are withheld in the proxy. Although the Board of Directors has no reason to believe that the nominees will be unable to serve as directors, if a nominee withdraws or otherwise becomes unavailable to serve, the persons named as proxies will vote for any substitute nominee designated by the Board of Directors, unless contrary instructions are given on the proxy.

The affirmative vote of a plurality of the shares of our common stock present in person or by proxy at the meeting and entitled to vote is required for the election of directors. Proxies for which authority to vote for the nominee is withheld and broker non-votes will be tabulated for the purpose of computing the number of shares of our common stock present for purposes of determining the presence of a quorum for the meeting. They will have no effect on the outcome of the election of the directors.

Listed below is certain information with respect to the nominees for election as directors and each continuing director. Our Board of Directors unanimously recommends a vote FOR the nominees. James Lewis resigned from the Board effective May 21, 2012, resulting in a vacancy on the Board. The Board has not nominated an individual to fill the remaining vacancy.

NOMINEE			
Name and Business Experience	Age	Class	Director Since
Ronald T. McDaniel	74	II	2010

Retired Vice President of Sales of Educational Development Corporation, Tulsa, Oklahoma, where he served as Vice President thereof from September 2000 until June 2010.

Kara Gae Neal

68

II

2011

Former Superintendent and CEO of Tulsa Technology Center, Tulsa, Oklahoma.

CONTINUING DIRECTORS

Name and Business Experience	Age	Class	Director Since
John A. Clerico	70	III	2004

Mr. Clerico is the co-founder and Chairman of ChartMark Investments, Inc., an investment management firm, since 2000. He was Executive Vice President and Chief Financial Officer of Praxair, Inc., a major industrial gas company, from 1992 until 2000.

Randall W. White	70	III	1984
------------------	----	-----	------

Mr. White has been Chairman of the Board of EDC since September 1986, President of EDC since January 1986, and Treasurer of EDC from February 1984. From February 1980 until joining EDC in January 1983, he served as the Chief Financial Officer of Nicor Drilling Company, Tulsa, Oklahoma, an oil and gas drilling company.

BOARD OF DIRECTORS

BOARD RESPONSIBILITIES

Our Board of Directors, which is elected by our shareholders, is responsible for directing and overseeing the business and affairs of the Company. In carrying out its responsibilities, the Board of Directors selects and monitors the top management of the Company, provides oversight of our financial reporting processes and determines and implements our governance policies.

CORPORATE GOVERNANCE

The primary goal of our Board is to maximize shareholder value over the long term. Our Board of Directors and management are committed to good corporate governance to ensure that the Company is managed for the long-term benefit of our shareholders. During the past year, our Board of Directors and management have reviewed and updated our corporate governance policies and practices. Our corporate governance policies and practices are in accordance with the requirements of the Sarbanes-Oxley Act of 2002 and the rules and listing standards issued by the Securities and Exchange Commission, or the SEC, and NASDAQ.

We have in place a variety of policies and practices to promote good corporate governance. Consistent with our Corporate Governance Guidelines, the majority of our Board of Directors is independent in accordance with the rules of NASDAQ and all members of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee also meet the NASDAQ guidelines for independence. The Compensation Committee, which evaluates our CEO's performance in light of corporate goals and objectives, approves the compensation of the CEO.

The Nominating and Corporate Governance Committee of our Board of Directors is responsible for reviewing the Corporate Governance Guidelines periodically and reporting and making recommendations to the Board concerning corporate governance matters. Among the matters addressed by the Corporate Governance Guidelines are:

- ◆ Director Independence - Independent directors shall constitute at least a majority of our Board of Directors.
- ◆ Monitoring Board Effectiveness - The Corporate Governance Guidelines require that the Board, led by the Nominating and Corporate Governance Committee, conduct an annual self-evaluation of the functioning of the Board and the Board committees.

- ◆ Executive Sessions of Independent Directors - The non-employee directors regularly meet without management present.
- ◆ Board Access to Independent Advisors - Our Board of Directors as a whole, and each of its committees separately, have authority to retain such independent consultants, counselors or advisors to the Board or its committees as each shall deem necessary or appropriate.

◆ Board Committees - All members of the Audit, Compensation, and Nominating and Corporate Governance Committees are required to be independent in accordance with NASDAQ Rules.

Copies of our Corporate Governance Guidelines, Code of Conduct and Ethics and Committee charters can be found on our website at <http://www.edcpub.com>.

MEETINGS OF THE BOARD OF DIRECTORS

Our Board of Directors held six meetings during fiscal year 2012. Each director attended at least 50% of the meetings of the Board of Directors and the Board committees on which he served in fiscal year 2012. Under our Corporate Governance Guidelines, directors are expected to be active and engaged in discharging their duties and to keep themselves informed about the business and operations of the Company. Although we have no formal policy, directors are expected to make every effort to attend the annual meeting of shareholders. Last year, two of our directors attended our annual meeting.

CODE OF BUSINESS CONDUCT AND ETHICS

We have a Code of Conduct and Ethics that applies to all of our directors, officers and employees, including our chief executive officer and principal accounting officer. During fiscal year 2012, no waivers were granted to any provision of the Code of Conduct and Ethics. A copy of our Code of Conduct and Ethics is available on our Internet website at <http://www.edcpub.com>.

INDEPENDENCE OF DIRECTORS

The Board of Directors has determined that each of John A. Clerico and Kara Gae Neal is “independent” within the meaning of Rule 4200(a)(15) of the NASDAQ listing standards. A copy of our Director Independence Standards is available on our Internet website at <http://www.edcpub.com>.

SHAREHOLDER COMMUNICATIONS WITH THE BOARD OF DIRECTORS

You may communicate with our directors, individually or as a group, by writing to Board of Directors, Educational Development Corporation, 10302 East 55th Place, Tulsa, Oklahoma 74146. All such communications will be forwarded to the relevant director(s), except for solicitations or other matters not related to the Company.

NOMINATION PROCESS

The members of the Nominating and Corporate Governance Committee (the “Committee”), other than incumbent director nominees, discuss the qualifications of the director nominees and the needs of the Company. The Committee will consider nominees recommended by our directors, officers and shareholders. In evaluating director candidates, the Committee considers factors that are in the best interests of the Company and its shareholders, including, but not limited to, the knowledge, experience, integrity and judgment of possible candidates for nomination as directors; the potential contribution of each candidate to the diversity of backgrounds, experience and competencies which the Committee desires to have represented on the Board of Directors, including familiarity with and experience in our specific industry; the NASDAQ’s requirements for directors, including any applicable independence standards and other qualifications and experience; each candidate’s ability to devote sufficient time and effort to his or her duties as a director of the Company and, where applicable, prior service as a director of the Company. There are, however, no stated minimum criteria for director nominees. The Committee recommends candidates to the Board of Directors for election at the annual meeting of shareholders.

SHAREHOLDER NOMINATIONS FOR DIRECTORS

The Nominating Committee of the Board of Directors will consider candidates for director nominees that are recommended by shareholders of the Company in accordance with the procedures set forth below. Any such nominations should be submitted to the Nominating Committee of the Board of Directors in care of the Corporate Secretary, Educational Development Corporation, 10302 East 55th Place, Tulsa, OK. 74146 and accompany it with the following information:

- ◆ Appropriate biographical information, a statement as to the qualifications of the nominee and any other information relating to such nominee that is required to be disclosed pursuant to Regulation 14A under the Securities Exchange Act of 1934 (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and
- ◆ The name(s) and address(es) of the shareholder(s) making the nomination and the number of shares of the Company's common stock which are owned beneficially and of record by such shareholder(s).
- ◆ The written recommendation should be submitted at least nine months prior to the next regularly scheduled Annual Meeting of Shareholders in order to provide the Nominating Committee sufficient time to review the candidate and his or her qualifications and to make their recommendation to the Board of Directors.

COMPENSATION OF DIRECTORS

As compensation for all services rendered as a director of the Company, the Company has a standard arrangement whereby a director who is not also an officer of the Company is paid \$400 for each directors' meeting attended in person. Each director who is not also an officer of the Company and who is a member of and who attends a meeting of one of the Committees of the Board of Directors is paid \$150 for such attendance. Directors are not paid for directors meetings or Committee meetings held by means of conference calls.

We do not have any formal policies or procedures relating to granting options to the members of our Board of Directors as a part of compensating such members for their service on our Board of Directors. However, from time to time in the past, we have granted options to the members of our Board of Directors, under our 1992 Incentive Stock Option Plan, as compensation for serving on the Board of Directors.

COMMITTEES OF BOARD OF DIRECTORS

- (i) The Executive Committee is responsible for assisting management in establishing long-range plans, budgets and marketing and development plans. A written charter governs its activities. The Executive Committee consists of Messrs. Clerico, McDaniel and White. No separate meetings of this committee were held during the fiscal year ended February 29, 2012. All committee actions were taken by the Board of Directors as a whole during the regular Board of Directors' meeting.
- (ii) The Compensation Committee is composed of independent directors (as defined by NASDAQ) and is responsible for determining the compensation of our executive officers and administering our 1992 Incentive Stock Option Plan and the 2002 Stock Option Plan. A written charter governs its activities. The Compensation Committee consists of Mr. Clerico and Dr. Neal. The Committee held one meeting during the fiscal year ended February 29, 2012 (see Report of the Compensation Committee elsewhere in this Proxy Statement).
- (iii) The Audit Committee is composed of independent directors (as defined by NASDAQ). The Audit Committee consists of Mr. Clerico and Dr. Neal. Mr. Clerico serves as the audit committee's financial expert. A written charter

governs their activities. The Audit Committee reviews our financial statements and any audit reports from the independent registered public accountants. The Audit Committee annually considers the qualifications of the independent registered public accountants of the Company and makes recommendations to the Board on the engagement of the independent registered public accountants. The Audit Committee held four meetings during the fiscal year ended February 29, 2012 for the purpose of reviewing our quarterly results. Also, the Chairman of the Audit Committee met four times with the independent registered public accountants (see Report of the Audit Committee elsewhere in this Proxy Statement) during the fiscal year ended February 29, 2012 for the purpose of reviewing our quarterly and annual results.

(iv) Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee is currently comprised of Mr. Clerico and Dr. Neal, each of whom qualifies as “independent” under the rules of NASDAQ, with Mr. Clerico serving as chairman. Their activities are governed by a written charter. The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become Board members, reviewing candidates recommended by our shareholders, recommending to the Board the director nominees for the annual meeting of shareholders, developing and recommending to the Board a set of corporate governance principles and playing a general leadership role in our corporate governance. No separate meetings of this Committee were held during the fiscal year ended February 29, 2012. All committee actions were taken by the Board of Directors as a whole during the regular Board of Directors’ meetings.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During fiscal year 2012, no member of the Compensation Committee was an officer or employee of the Company or any of its subsidiaries. None of our executive officers or members of our Board of Directors serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving as a member of our Board of Directors or Compensation Committee.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of June 08, 2012, the number of shares of our common stock held by any persons known to our management to be beneficial owners of more than 5% of our outstanding common stock, and the number of shares of our common stock beneficially owned by each of our directors, each of the executive officers named in the Summary Compensation Table, and by all directors and nominees and executive officers as a group.

Name of Individual or group	Amount of Beneficial Ownership	Percent of Class (1)	
FMR Corp 82 Devonshire Street Boston, MA 02109	386,892	9.9	%
First Wilshire Securities Management, Inc	383,253	9.8	%
John A. Clerico	26,000	*	
Craig White	130,188	3.1	%
Randall W. White	786,982	19.6	%
All directors and executive officers as a group (6 persons)	938,326	23.9	%

*less than 1 percent

(1) The Percent of Class was calculated on the basis of the number of outstanding shares plus the number of shares which may be acquired by such person or group pursuant to stock options which are currently exercisable or which become exercisable within 60 days, however, shares which may be acquired by such person or group pursuant to currently exercisable stock options are not deemed outstanding for purposes of computing the Percent of Class for shares beneficially owned by any other person or group.

SECTION 16 (A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under Section 16(a) of the Securities Exchange Act of 1934, our directors, executive officers, and any persons holding more than ten percent of our Common Stock are required to report their initial ownership of our Common Stock and any subsequent changes in that ownership to the SEC and to furnish the Company with a copy of each such report. Specific due dates for these reports have been established and we are required to disclose in this proxy statement any failure to file by these dates during and with respect to fiscal year 2012. To our knowledge, based solely on review of the copies of such reports furnished to us, during and with respect to fiscal year 2012, all Section 16(a) filing requirements were satisfied.

EXECUTIVE COMPENSATION

The following table sets forth certain information with respect to the compensation of our President during the fiscal years ended February 29, 2012, February 28, 2011 and February 28, 2010.

Name and Principal Position	Fiscal Year	Annual Compensation		
		Salary	Bonus	Other Annual Compensation (1)(2)
Randall W. White	2012	\$ 150,000	\$ 28,000	\$ 2,633
Chairman of the	2011	\$ 150,000	\$ 22,000	\$ 4,365
Board, President And Treasurer	2010	\$ 150,000	\$ 22,000	\$ 8,643

(1) Does not include the value of perquisites or other personal benefits because the aggregate amount of such compensation, if any, did not exceed the lesser of \$50,000 or 10% of the annual salary and bonus in any of the three fiscal years reported in the Summary Compensation Table.

(2) The difference between the cost of Company shares acquired by the executive officer in the EDC Employee's 401(k) Plan and the market value of those shares at the time of acquisition.

EMPLOYMENT CONTRACTS

The Company has an employment agreement with Randall W. White, President of the Company, which expires March 1, 2013 and provides for annual compensation of \$150,000. The agreement provides that in the event of a change of control, White is to receive not less than twelve months base salary. In the event the Company, without cause, terminates White, then White is to receive not less than twelve months base salary. In the event the Company, with cause, terminates White, then White is to receive all earned but unpaid base salary and his unexercised stock options shall become null and void.

COMPENSATION COMMITTEE REPORT

The fundamental philosophy of our compensation program is to offer competitive compensation opportunities for our executive officers, based primarily on the individual executive's personal performance relative to his or her area of responsibility and the contribution to our short-term and long-term strategic objectives. This philosophy is further driven by the concept of rewarding the executive officers through a cash bonus program and a stock option program when the Company is profitable.

Each compensation package for an executive officer of the Company drawing over \$100,000 per year is reviewed annually by the Compensation Committee and submitted to the Board of Directors for their approval.

The foundation of our executive compensation program is based upon the promotion of our short-term and long-term business objectives, the creation of a performance-oriented environment, and the enhancement of shareholder value through the greatest achievable profitability. The elements of our executive compensation program are: base salary compensation, cash bonus compensation and stock options.

Base salary compensation is intended to compensate the executive officers at a level commensurate with their responsibilities and contribution to the short- and long-term objectives of the Company. The Committee further takes

into account the local and general economic conditions, future business prospects, and length of employment with the Company. Both the cash bonus compensation program and the stock option program are based upon the profitability of the Company and other considerations including sales levels, earnings per share levels and return on equity.

In its annual review of executive officer compensation for fiscal 2012, the Committee considered the salary and bonus of the Company's Chief Executive Officer, Randall W. White, in light of the Company's overall performance for fiscal 2012 and the performance of the CEO relative to the long-term objectives of the Company. Based on that review, a cash bonus related to performance for fiscal 2012 was authorized.

John A. Clerico
Kara Gae Neal

OPTION EXERCISES DURING FISCAL YEAR ENDED
FEBRUARY 29, 2012 AND OPTION VALUES AT FEBRUARY 29, 2012

The following table sets forth certain information with respect to options exercised by our President during the fiscal year ended February 29, 2012, and the number and value of unexercised stock options held by him at the end of the fiscal year.

Name	Shares Acquired on Exercise	Value Realized (2)	Number of Securities Underlying Unexercised Options at FY-End February 29,2012(1)	Value of Unexercised In-the-Money Options At FY-End February 29,2012 (1)(3)
Randall W. White	0	0	0	\$0

(1) All unexercised options were exercisable as of February 29, 2012.

(2) Calculated by multiplying the number of shares acquired on exercise times the difference between (a) the closing stock price of the Common Stock at the exercise date and (b) the per share option exercise price.

(3) Calculated by multiplying the number of unexercised options times the difference between (a) the closing stock price of the Common Stock at February 29, 2012 and (b) the per share option exercise price.

COMPENSATION PLANS

The following table sets forth the securities authorized for issuance under our equity compensation plans (including individual compensation arrangements) as of February 29, 2012.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstand- ing options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities)
---------------	---	--	---

			reflected in column (a) (c)
Equity compensation plans approved by security holders	16,000	\$ 5.55	848,184
Equity compensation plans not approved by security holders	- 0 -	- 0 -	- 0 -
Total	16,000	\$ 5.55	848,184

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors is comprised of the three directors named below. Each member of the Audit Committee is an independent director as defined by NASDAQ rules. A written charter adopted by the Board of Directors governs the Audit Committee's activities. The Audit Committee has reviewed and discussed our audited financial statements with management, which has primary responsibility for the financial statements.

HoganTaylor LLP is responsible for expressing an opinion on the conformity of our audited financial statements with accounting principles generally accepted in the United States of America. The Audit Committee has discussed with HoganTaylor LLP the matters required to be discussed by Statement on Auditing Standards No. 61, "Communication with Audit Committees," as amended, which includes, among other items, matters relating to the conduct of an audit of our financial statements. The Audit Committee has received the written disclosures and the letter from HoganTaylor LLP required by Independence Standards Board Standard No. 1, "Independence Discussions with Audit Committees" and has discussed with HoganTaylor LLP their independence from the Company. Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended February 29, 2012 and in our fiscal year 2012 Annual Report to Shareholders.

Submitted by the members of the Audit Committee of the Board of Directors,
John A. Clerico, Chairman
Kara Gae Neal

Important Notice Regarding the Availability
of Proxy Materials for the Shareholder Meeting
to Be Held on July 19, 2012

- The proxy statement and annual report to shareholders are available at www.edcpub.com.

Other Information:

The following table sets forth the aggregate fees billed to the Company for the fiscal years ended February 29, 2012 and February 28, 2011 by our independent registered public accountants HoganTaylor LLP.

	HoganTaylor, LLP	
	Fiscal Year 2012	Fiscal Year 2011
Audit Fees (1)	\$ 79,500	\$ 75,750
Audit related fees	--	--
Tax fees (2)	7,250	8,750
All other fees	--	--
Total	\$ 86,750	\$ 84,500

(1) Audit fees consisted of audit work performed in the preparation of financial statements, as well as work generally only the independent auditor can reasonably be expected to provide, such as review of our interim unaudited financial statements included in our Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission.

(2) Tax fees consist of tax compliance, tax planning or tax advice.

INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

Our board of directors, upon recommendation of the audit committee, has appointed HoganTaylor LLP as our independent registered public accounting firm for the year ending February 28, 2013. HoganTaylor LLP was our independent accountant for the year ended February 29, 2012.

Although the selection and appointment of independent registered public accounting firm is not required to be submitted to a vote of shareholders, the board of directors has determined to ask our shareholders to approve this appointment.

PROPOSAL FOR THE RATIFICATION OF SELECTION OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Proposal Two:

Approval of Proposal 2 to ratify the appointment of HoganTaylor LLP as our independent registered public accounting firm for the year ending February 28, 2013, requires the affirmative vote of a majority of the "votes cast" on the proposal at the meeting either in person or by proxy. "Votes cast" means all shares that are voted "for," "against," "withhold," or "abstain" with respect to a proposal. Abstentions will have the effect of a vote against the proposal and broker non-votes will be treated as not present and will not be considered in determining the "votes cast" either for or against Proposal 2.

The board of directors recommends that shareholders vote FOR the ratification of the appointment of HoganTaylor LLP as our independent registered public accounting firm for the year ending February 28, 2013.

Representatives from HoganTaylor LLP are expected to be present at the annual meeting of shareholders, will be given the opportunity to make a statement if they so desire, and will be available to respond to any appropriate questions.

The Audit Committee is responsible for appointing, setting compensation and overseeing the work of our independent registered public accountants. The Audit Committee has established a policy regarding pre-approval of all audit and non-audit services provided by our independent registered public accountants. On an ongoing basis, our management presents specific projects and categories of service to the Audit Committee for which advance approval is requested. The Audit Committee reviews those requests and advises management if the Audit Committee approves the engagement of our independent registered public accountants for such services. On a periodic basis, our management reports to the Audit Committee regarding the actual spending for such projects and services compared to the approved amounts.

SHAREHOLDER PROPOSALS

The rules of the SEC govern when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. Under these rules, proposals that shareholders would like to submit for inclusion in our proxy statement for our 2013 annual meeting of shareholders should be received by our Corporate Secretary no later than February 24, 2013. Only those shareholder proposals eligible for inclusion under the rules of the SEC will be included in our proxy statement.

In addition, if a shareholder wishes to present a proposal at the 2013 annual meeting that will not be included in our proxy statement and the Company is not notified prior to May 15, 2013, then the proxies solicited by our management for the 2013 annual meeting will include discretionary authority to vote on the proposal in the event that it is properly brought before the meeting.

ANNUAL REPORT AND FORM 10-K

The proxy statement is accompanied by the Annual Report of the Company for its fiscal year ended February 29, 2012. Shareholders are referred to such Annual Report for information about our business and activities, but such Annual Report is not incorporated in this Proxy Statement and is not deemed to be a part of the proxy soliciting material.

Copies of our Annual Report on Form 10-K filed with the SEC pursuant to Section 13 of the Securities Exchange Act of 1934, as amended, will be provided without charge to record or beneficial owners of shares of our common stock entitled to vote at the meeting. Written requests for copies of said report should be directed to Randall W. White, President of the Company, at our corporate headquarters located at 10302 East 55th Place, Tulsa, Oklahoma 74146-6515.

OTHER MATTERS

Management does not intend to present and does not have any reason to believe that others will present at the annual meeting any item of business other than as stated in the Notice of Annual Meeting of Shareholders. If, however, other matters are properly brought before the meeting, it is the intention of the persons named as proxies in the accompanying form of Proxy to vote the shares of our common stock represented thereby in accordance with their best judgment and discretionary authority to do so is included in the Proxy.

By order of the Board of Directors
Randall W. White
Chairman of the Board and President

Tulsa, Oklahoma
June 19, 2012

10302 East 55th Place
Tulsa, OK 74146
www.edcpub.com
