MERRIMAN MICHAEL J
Form 4
December 06, 2010

FORM 4

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MERRIMAN MICHAEL J

(Last) (First) (Middle)

28601 CLEMENS ROAD

(Street)

WESTLAKE, OH 44145

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NORDSON CORP [NDSN]

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares								264	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Share Units	(1)	12/06/2010		D			2,436	(2)	(2)	Common Shares	2,436
Share Equivalent Units	(3)	12/06/2010		A		2,436 (4)		(3)	(3)	Common Shares	2,436
Share Equivalent Units	(3)	12/06/2010		J		46 (5)		(3)	(3)	Common Shares	46

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERRIMAN MICHAEL J 28601 CLEMENS ROAD WESTLAKE, OH 44145	X			

Signatures

Robert E. Veillette, Attorney-In-Fact	12/06/2010
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted share units acquired through deferral of grant of restricted shares under Directors' Deferred Compensation Plan.

(2) Restricted share units vest two (2) years after the grant date and convert to an equal number of share equivalent units on the vesting date.

(3) Share equivalent units accrued through Nordson's Directors' Deferred Compensation Plan. At time of distribution, share equivalent units convert to common shares on a one-for-one basis. Distribution is not permissible until participant ceases to be a Director.

(4) Share equivalent units acquired upon vesting date for restricted stock units.

(5) Share equivalent uits acquired through dividends.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ent"> contributions which are in excess of such 3%, up to 5% of the employee s eligible compensation, subject to Internal Revenue Code limits. The amounts contributed in fiscal years 2008, 2009 and 2010

by the Company to the executive officers are listed in footnote (5) of the Summary Compensation Table under the heading Defined Contribution Savings Plan Company Contributions.

The amounts reported in the table below represent the present value of the accumulated benefit at September 30, 2010 for the executive officers under each plan based upon the assumptions described in footnote (1).

PENSION BENEFITS

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)(1)	Payments During Last Fiscal Year ($)
V.L. Richey, Jr.	Retirement Plan	18	$ 283,052	$ 0
	SERP	18	116,625	0
G.E. Muenster	Retirement Plan	13	184,201	0
	SERP	0	0	0
A.S. Barclay	Retirement Plan	16	231,886	0
	SERP	16	12,946	0

(1) The accumulated benefit was frozen as of December 31, 2003. The present value has been calculated assuming that the executive officers will remain in service until age 65, the age at which retirement may occur without any reduction in benefits, and that the benefit is payable on the basis of a single life annuity with 60 months certain payment option. Except for the assumption that the executives remain in service and retire at age 65, the present value is based on the assumptions as described in Note 12 to the financial statements in the Company s Annual Report for the fiscal year ended September 30, 2010. Specifically, the interest assumption is 5.0% and the post-retirement mortality assumption is based on the 2010 IRS Static Post Retirement mortality table reflecting projections to 2017 using Scale AA.

EMPLOYMENT AGREEMENTS

The Company entered into employment agreements effective on or about November 1, 1999 with Messrs. Richey and Muenster and Ms. Barclay. These employment agreements were amended to extend until November 2, 2004, and were further amended on May 5, 2004 to provide for automatic renewal after November 2, 2004 for subsequent one year periods unless a six month notice of non-renewal is given by the Company or the executive. In addition, the employment agreements were again amended effective December 31, 2007 to change (i) the compensation and benefits the executive would receive in the event of a termination by the Company other than for cause, as described below, and (ii) the definition of Good Reason in the context of the compensation and benefits the executive would receive if the executive terminated his or her employment for Good Reason, as described below.

The employment agreements provide for a base salary of not less than the executives fiscal year 1999 base salaries, as increased in accordance with the Company s compensation policy, and an annual bonus in accordance with the Performance Compensation Plan and the Incentive Compensation Plan. These executives are also entitled to participate in any stock options, restricted stock or performance shares awards and other compensation as the Company s Human Resources and Compensation Committee shall determine. They are also entitled to participate in all employee benefit programs of the Company applicable to senior executives, and the Company will continue to provide certain perquisites, including financial planning, an automobile allowance and club membership.

The Company has the right to terminate the employment of the executive officers at any time upon thirty days notice for cause or without cause, and these executives have the right to resign at any time upon thirty days notice. Cause is defined in the agreements as an executive s willful failure to perform his or her duties, disability or incapacity extending for nine consecutive months, willful misconduct, conviction of a felony, breach of any material provision of the employment agreement, or a determination by the Board that the executive committed fraud, embezzlement, theft or misappropriation against the Company. If an executive s employment is terminated by the Company other than for cause, or if an executive terminates his employment following certain actions by the

Table of Contents

Company (i.e. for Good Reason), such as materially failing to comply with the agreement, materially reducing the executive s responsibilities or requiring the executive to relocate, the executive will be entitled to receive certain compensation and benefits. In the case of such a termination, the executive officers will receive for two years: (i) at their election, their base salary and bonus (calculated to be no less than the annual percentage of base salary under the bonus plans for the last fiscal year prior to termination) in either a lump sum on the regularly scheduled payroll date coinciding with or immediately preceding March 15 of the calendar year following the calendar year of termination, or in equal biweekly installments up until the regularly scheduled payroll date coinciding with or immediately preceding March 15 of the year following termination, at which time any balance will be paid in a lump sum, (ii) immediate vesting of outstanding stock options and immediate vesting and payout of earned performance-accelerated restricted shares, and (iii) continuation of certain employee benefits and perquisites. If an executive s employment is terminated in connection with a Change in Control (as defined), the executive will not receive the foregoing benefits, and will receive instead the benefits payable under the Company s Severance Plan.

The employment agreements prohibit the executives from disclosing confidential information or trade secrets concerning the Company, and for a specific period from soliciting employees of the Company and from soliciting customers or distributors of the Company.

SEVERANCE PLAN

The Company has established a Severance Plan (the Plan) covering the executive officers. Under the Plan, following an occurrence of a Change in Control, each of the executive officers will be entitled to be employed by the Company for a three year employment period during which he or she will: (i) be paid a minimum base salary equal to his or her base salary prior to the Change in Control, and a minimum annual bonus based on the average of his or her bonuses during the last five preceding fiscal years, disregarding the highest and lowest such years, and (ii) continue to receive the employee benefits to which he or she was entitled prior to the Change in Control. During this employment period, if the executive officer s employment is terminated by the Company other than for cause, death or disability, or the executive officer terminates his or her employment for Good Reason following certain actions by the Company, such as materially failing to comply with the provisions of the Plan, a material diminution in his or her authority, duties or responsibilities or base salary, or requiring him or her to relocate, he or she will be entitled to receive, among other things, a cash lump sum equal to the aggregate of: (i) any unpaid current base salary; (ii) any unpaid deferred compensation; (iii) a bonus calculated by multiplying the average of the past five years bonus percentages (ratio of annual bonus to annual base salary), disregarding the highest and lowest percentages, times the base salary earned from the start of the fiscal year in which the termination occurred to the date of the termination; and (iv) an amount calculated by multiplying two times the sum of (x) the current annual base salary and (y) such annual base salary multiplied by the average of the past five years bonus percentages (ratio of annual bonus to annual base salary), disregarding the highest and lowest percentages. In addition, he or she will receive the continuation of his or her employee benefits for two years. A Change in Control is defined to include (1) an acquisition of beneficial ownership of at least 20% of the common stock or voting power of the Company, (2) a change in the majority of Board members except as a result of the election of directors approved by the Board of Directors, or (3) a merger, reorganization or similar type of transaction after which there is a greater than a 50% change in beneficial ownership of the common stock of the Company. The Company may amend the Plan, but no amendment adverse to the rights of the executive officers will be effective unless notice thereof has been given by the Company to the affected executive officer(s) at least one year prior to the occurrence of a Change in Control.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The information and tables below reflect the compensation and benefits to be provided to the executive officers of the Company in the event of a termination of employment at, following, or in connection with a change in control or other termination of employment. The tables reflect the additional compensation and benefits to be provided to the executive officer because of such termination of employment. The amounts shown assume that such termination was effective as of the close of business on September 30, 2010, the end of the Company s last fiscal year. The actual amounts to be paid would be determinable only at the time of the actual termination of employment.

26

Table of Contents

PAYMENTS/BENEFITS FOLLOWING A CHANGE IN CONTROL

Under the Severance Plan described above, assuming that subsequent to a Change in Control, the termination of the employment of the executive officer by the Company other than for cause, death or disability or by the executive officer for Good Reason occurred on September 30, 2010, the executive officer would be entitled to a lump sum payment as defined in the description of the Severance Plan above. The executive officer also would be entitled to the continuation for two years of all medical, disability, dental, life insurance, club membership, financial planning and automobile benefits as favorable as those to which he or she was entitled on the date of termination, or reimbursement for the cost thereof. In addition, the executive officer s stock options would vest and become exercisable and his or her earned and unearned shares of performance-accelerated restricted stock would vest and be distributed, as provided in the award agreements.

PAYMENTS/BENEFITS UPON DEATH OR DISABILITY

The Company has employment agreements with each of the executive officers which are described above. Assuming the executive officer s employment was terminated because of death or disability, under the employment agreement he or she (or his or her beneficiaries) would receive benefits under the Company s disability plan or the Company s life insurance plans, as applicable. In addition, the executive officer s vested stock options would remain exercisable for three months in the case of death and for one year in the case of disability.

PAYMENTS/BENEFITS UPON TERMINATION BY THE EMPLOYEE WITH GOOD REASON OR BY THE COMPANY WITHOUT CAUSE

Assuming the executive officer terminated his or her employment for Good Reason following certain actions by the Company or the Company terminated his or her employment for reasons other than cause, death or disability, prior to a Change in Control, under the employment agreement the Company would continue to pay his or her base salary and bonus for two years following termination; however, each executive officer could elect to receive these payments in lump sums on or about March 15 of the calendar year following the calendar year in which the termination occurs. Further, certain benefits would continue after such termination. In addition, the executive officer s outstanding stock options would vest and become exercisable and his or her earned but unvested shares of performance-accelerated restricted stock would vest and be distributed. These payments and benefits would be conditioned upon the executive officer not soliciting employees, customers or distributors of the Company for a specified period. In addition, the executive officer would be required to execute the Company s standard severance agreement and release.

PAYMENTS UPON TERMINATION BY THE EMPLOYEE WITHOUT GOOD REASON

Assuming the executive officer terminated his or her employment without Good Reason, he or she would not be entitled to payment of continued compensation or benefits. The Human Resources and Compensation Committee of the Board of Directors could agree, in its discretion, to permit the executive officer to exercise his or her vested stock options for three months after such termination.

PAYMENTS UPON TERMINATION BY THE COMPANY WITH CAUSE

Assuming the executive officer s employment was terminated by the Company with cause, under the employment agreement the executive officer would not be entitled to payment of continued compensation or benefits. The Human Resources and Compensation Committee of the Board of Directors could agree, in its discretion, to permit the executive officer to exercise his or her vested stock options for three months after such termination.

Table of Contents

Incremental Compensation in the Event of Termination as a Result of the Following Events:

Victor L. Richey, Jr.

Pay Element	**Change in Control(1)**	**Death**	**Disability**	**Termination by Employee w/ Good Reason or by Employer Without Cause**	**Termination by Employee Without Good Reason**	**Termination by Employer With Cause**
Cash Compensation						
Base Salary	$ 0	$ 0	$ 0	$ 1,424,000(2)	$ 0	$ 0
Bonus	$ 513,352(3)	$ 0	$ 0	$ 954,000(4)	$ 0	$ 0
Severance Payment	$ 2,450,704(5)	$ 0	$ 0	$ 0	$ 0	$ 0
Total Cash Compensation	$ 2,964,056	$ 0	$ 0	$ 2,378,000	$ 0	$ 0
Stock and Option Award Opportunities						
Stock Options(6)	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Perf Accelerated Restricted Stock(7)						
- Earned	$ 500,563	$ 0	$ 0	$ 500,563	$ 0	$ 0
- Unearned (accelerated)	$ 3,447,665	$ 0	$ 0	$ 0	$ 0	$ 0
Total Awards	$ 3,948,228	$ 0	$ 0	$ 500,563	$ 0	$ 0
Total Direct Compensation	$ 6,912,284	$ 0	$ 0	$ 2,878,563	$ 0	$ 0
Benefits(8)						
Broad-Based Benefits	$ 28,639	$ 0	$ 0	$ 1,857	$ 0	$ 0
Retirement Benefits	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Other Executive Benefits/Perquisites	$ 92,520	$ 0	$ 0	$ 98,583	$ 0	$ 0
Total Benefits	$ 121,159	$ 0	$ 0	$ 100,440	$ 0	$ 0
Total Incremental Pay	$ 7,033,443	$ 0	$ 0	$ 2,979,003	$ 0	$ 0

Table of Contents

G. E. Muenster

Pay Element	Change in Control(1)	Death	Disability	Termination by Employee w/ Good Reason or by Employer Without Cause	Termination by Employee Without Good Reason	Termination by Employer With Cause
Cash Compensation						
Base Salary	$ 0	$ 0	$ 0	$ 950,000(2)	$ 0	$ 0
Bonus	$ 274,075(3)	$ 0	$ 0	$ 510,000(4)	$ 0	$ 0
Severance Payment	$ 1,498,150(5)	$ 0	$ 0	$ 0	$ 0	$ 0
Total Cash Compensation	$ 1,772,225	$ 0	$ 0	$ 1,460,000	$ 0	$ 0
Stock and Option Award Opportunities						
Stock Options(6)	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Perf Accelerated Restricted Stock(7)						
- Earned	$ 149,670	$ 0	$ 0	$ 149,670	$ 0	$ 0
- Unearned (accelerated)	$ 1,458,617	$ 0	$ 0	$ 0	$ 0	$ 0
Total Awards	$ 1,608,287	$ 0	$ 0	$ 149,670	$ 0	$ 0
Total Direct Compensation	$ 3,380,512	$ 0	$ 0	$ 1,609,670	$ 0	$ 0
Benefits(8)						
Broad-Based Benefits	$ 34,531	$ 0	$ 0	$ 3,429	$ 0	$ 0
Retirement Benefits	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Other Executive Benefits/Perquisites	$ 76,738	$ 0	$ 0	$ 86,103	$ 0	$ 0
Total Benefits	$ 111,269	$ 0	$ 0	$ 89,532	$ 0	$ 0
Total Incremental Pay	$ 3,491,781	$ 0	$ 0	$ 1,699,202	$ 0	$ 0

Table of Contents

Alyson S. Barclay

Pay Element	Change in Control(1)	Death	Disability	Termination by Employee w/ Good Reason or by Employer Without Cause	Termination by Employee Without Good Reason	Termination by Employer With Cause
Cash Compensation						
Base Salary	$ 0	$ 0	$ 0	$ 538,000(2)	$ 0	$ 0
Bonus	$ 136,383(3)	$ 0	$ 0	$ 230,000(4)	$ 0	$ 0
Severance Payment	$ 810,766(5)	$ 0	$ 0	$ 0	$ 0	$ 0
Total Cash Compensation	$ 947,149	$ 0	$ 0	$ 768,000	$ 0	$ 0
Stock and Option Award Opportunities						
Stock Options(6)	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Perf Accelerated Restricted Stock(7)						
- Earned	$ 113,084	$ 0	$ 0	$ 113,084	$ 0	$ 0
- Unearned (accelerated)	$ 653,426	$ 0	$ 0	$ 0	$ 0	$ 0
Total Awards	$ 766,510	$ 0	$ 0	$ 113,084	$ 0	$ 0
Total Direct Compensation	$ 1,713,659	$ 0	$ 0	$ 881,084	$ 0	$ 0
Benefits(8)						
Broad-Based Benefits	$ 42,485	$ 0	$ 0	$ 5,000	$ 0	$ 0
Retirement Benefits	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0
Other Executive Benefits/Perquisites	$ 73,744	$ 0	$ 0	$ 82,710	$ 0	$ 0
Total Benefits	$ 116,229	$ 0	$ 0	$ 87,710	$ 0	$ 0
Total Incremental Pay	$ 1,829,888	$ 0	$ 0	$ 968,794	$ 0	$ 0

FOOTNOTES TO ABOVE THREE TABLES

(1) Upon a Change in Control, the executive officer would be subject to a reduction in compensation if the reduction would create a more favorable net-after-tax benefit under the Internal Revenue Code section 4999 golden parachute excise tax. Based on the calculations under section 4999 as applied to the amounts shown in the table, the executive officer would not be subject to this excise tax and no reduction in benefits would be necessary. For purposes of these calculations, it was assumed that all vested stock options would be cashed out by the acquiring entity.

(2)

As calculated under the terms of the executive officer s employment agreement. The amount shown represents the annual base salary in effect at September 30, 2010 multiplied by two.

(3) As calculated under the terms of the Severance Plan (page 26, clause (iii) hereof). The amount shown is in lieu of any annual bonus for fiscal 2010 which would have otherwise been paid except for the termination.

(4) As calculated under the terms of the executive officer s employment agreement. The amount shown represents the annual cash bonus target percentage of total cash compensation for fiscal 2010 multiplied by two.

(5) As calculated under the terms of the Severance Plan (page 26, clause (iv) hereof).

(6) No unvested stock options would become vested.

(7) Represents earned and unearned shares that would be accelerated and distributed, based on the closing market price of $33.26 of the Company s common stock on September 30, 2010.

(8) The amounts shown represent the projected benefit cost to continue benefits in accordance with the executive officer s employment agreement and the provisions of the Severance Plan. Included in the Total Benefits are auto, club, financial planning, broad-based benefits (health insurance and disability premiums) and club tax gross-up. In addition, an estimated outplacement fee of $15,000 is included.

Table of Contents

Security Ownership of Directors and Executive Officers

The following table sets forth certain information with respect to the number of Common Shares beneficially owned by the directors and executive officers of the Company as of December 3, 2010. Except as otherwise noted, each person has sole voting and investment power as to his or her shares.

Name of Beneficial Owner	Number of Common Shares Beneficially Owned(1)	Percent of Outstanding Common Shares
A.S. Barclay	114,468	(2)
J.M. McConnell	18,740(3)	(2)
G.E. Muenster	160,603	(2)
V.L. Richey, Jr.	343,812	1.3%
L.W. Solley	20,550	(2)
J.M. Stolze	32,600(4)	(2)
D.C. Trauscht	23,600	(2)
J.D. Woods	19,825	(2)
All directors and executive officers as a group (8 persons)	734,198	2.7%

(1) Includes the following Common Shares covered by employee stock options which the individual has the right to acquire within 60 days after December 3, 2010: Ms. Barclay 35,850, Mr. Muenster 29,072, Mr. Richey 121,250, and all directors and executive officers as a group 186,172.

(2) The percentage of total outstanding Common Shares beneficially owned by this individual does not exceed 1%.

(3) Includes 2,060 stock equivalents credited to Mr. McConnell s deferred compensation account under the Compensation Plan for Non-Management Directors.

(4) Includes 17,400 stock equivalents credited to Mr. Stolze s deferred compensation account under the Compensation Plan for Non-Management Directors.

Security Ownership of Certain Beneficial Owners

The following table sets forth certain information with respect to each person known by the Company as of October 15, 2010 to beneficially own more than five percent of the outstanding Common Shares:

Name and Address of Beneficial Owner	Number of Common Shares Beneficially Owned	Percent of Outstanding Common Shares
BlackRock, Inc. 40 East 52nd	3,819,673(1)	14.4%

New York, NY 10022		
Columbia Wanger Asset Management, L.P. 227 West Monroe, Suite 3000 Chicago, IL 60606	3,493,500(2)	13.2%
Waddell & Reed Financial, Inc., et al 6300 Lamar Ave. Overland Park, KS 66202	3,057,564(3)	11.5%
The Bank of New York Mellon Corporation One Wall Street, 31st Floor New York, NY 10286	2,694,335(4)	10.2%

(1) Based on information as of December 31, 2009 contained in Schedule 13G filed with the SEC by BlackRock Inc., which holds sole voting and dispositive powers for the 3,819,673 shares.

(2) Based on information provided by Columbia Wanger Asset Management, L.P. (CWAM), the investment advisor to the following registered owners: Columbia Acorn Fund, 2,200,000 shares; Columbia Acorn USA, 587,000 shares (Columbia Acorn Trust owns 2,787,000 shares); Wanger USA, 297,300 shares; Wanger US Smaller Companies, a portfolio of Wanger Investment Company PLC, 29,500 shares; Fairfax County Employees Retirement, 26,000 shares; Fleet Bank Pension, 19,500 shares; V.P.-Columbia Wanger US

Table of Contents

Equities, 178,000 shares; Oregon State Treasury, 145,000 shares; Optimum Small-Mid Cap Growth, 11,200 shares. CWAM and its general partner, WAM Acquisition G.P., hold shared voting power and dispositive power with the registered owners as to the 3,493,500 shares.

(3) Based on information provided by Waddell & Reed Financial, Inc., which holds sole voting and dispositive powers for the 3,057,564 shares.

(4) Based on information as of December 31, 2009 in Schedule 13G filed with the SEC by The Bank of New York Mellon Corporation, which holds sole voting power for 2,458,491 shares, shared voting power for 174,764 shares, and sole dispositive power for 2,694,335 shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company s directors and executive officers and persons who own beneficially more than ten percent of any class of equity security of the Company to file with the SEC initial reports of such ownership and reports of changes in such ownership. Officers, directors and such beneficial owners are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. To the Company s knowledge, based solely on review of the copies of such reports furnished to the Company and written representations that no other reports were required, during the fiscal year ended September 30, 2010, all Section 16(a) reports applicable to its officers, directors and greater than ten percent beneficial owners were timely filed.

II. PROPOSAL TO RATIFY COMPANY S APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011

The Board of Directors unanimously recommends a vote FOR the appointment of KPMG LLP as independent registered public accounting firm for the fiscal year ending September 30, 2011.

The Audit and Finance Committee has appointed KPMG LLP, an independent registered public accounting firm, as independent public accountants of the Company for the fiscal year ending September 30, 2011.

KPMG LLP or its predecessor firms have served as the independent public accountants of the Company since its incorporation in 1990. A representative of KPMG LLP is expected to be present at the 2011 Annual Meeting with the opportunity to make a statement and respond to appropriate questions from Stockholders.

Although this appointment is not required to be submitted to a vote of Stockholders, the Board of Directors believes it is appropriate to request that the Stockholders ratify the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the fiscal year ending September 30, 2011. If the Stockholders do not ratify this appointment, the Audit and Finance Committee will investigate the reasons for Stockholder rejection and will reconsider the appointment.

III. INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM SERVICES AND FEES

The Audit and Finance Committee (the Committee) has adopted pre-approval policies and procedures requiring that the Committee pre-approve all audit and non-audit services to be provided by the Company s independent registered public accounting firm. In accordance with this policy, the Committee has pre-approved and has set specific quarterly limitations on fees for the following categories of services: general accounting and SEC consultation, compliance with pertinent legislation, general taxation matters and tax returns. Services which have not received specific pre-approval by the Committee must receive such approval prior to the rendering of the services.

The following fees were paid to KPMG LLP for services rendered for each of the last two fiscal years:

	2010	**2009**
Audit Fees	$ 995,000	$ 985,000
Audit-Related Fees		
Tax Fees		2,000
All Other Fees		
Total KPMG LLP Fees Paid	$ 995,000	$ 987,000

Table of Contents

Audit Fees primarily represent amounts paid for the audit of the Company s annual financial statements, reviews of SEC Forms 10-Q and 10-K, or services that are normally provided in connection with statutory and regulatory filings or engagements for those fiscal years, including expressing an opinion on the Company s internal control over financial reporting.

Audit-Related Fees represent amounts paid for services for acquisition due diligence and other assurance and related services that are reasonably related to the performance of the audit or review of financial statements, but which are not included under Audit Fees above.

Tax Fees represent amounts paid for tax compliance, tax advice and tax planning services.

In the process of the appointment of KPMG LLP as the Company s independent registered public accounting firm for the fiscal year ending September 30, 2011, the Committee has determined that the non-audit services provided by KPMG LLP are compatible with maintaining the independence of KPMG LLP.

IV. ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Board of Directors unanimously recommends a vote FOR the approval of the executive compensation as disclosed in this proxy statement.

The recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank Act) enables Stockholders to vote, on an advisory (non-binding) basis, to approve the compensation of the executive officers as described in this proxy statement (commonly referred to as Say-on-Pay), and advise on whether the frequency of the Say-on-Pay vote should occur every one, two or three years.

As described in detail under the heading Executive Compensation Compensation Discussion and Analysis , the Company s executive compensation programs are designed to attract, motivate, and retain the named executive officers, who are critical to the Company s success. Under these programs, the named executive officers are rewarded for the achievement of specific annual, long- term corporate and strategic goals and the realization of increased Stockholder value. Please read the Compensation Discussion and Analysis beginning on page 13 for additional details about the executive compensation programs, including information about the fiscal year 2010 compensation of the named executive officers.

The Human Resources and Compensation Committee reviews the compensation programs for the named executive officers to ensure they achieve the desired goals of aligning the Company s executive compensation structure with Stockholders interests and current market practices. For example, as a result of its review process, in fiscal year 2010, the Committee changed the Company s executive compensation practices by adopting a clawback policy to allow the Board of Directors to recoup any excess incentive compensation paid to a named executive officer if the financial results on which the awards were based are materially restated due to intentional misconduct of the executive officer which results in a financial restatement.

The Company provides a significant part of executive compensation in at-risk annual performance-based cash bonus opportunities, closely linking pay to the Company s financial results and providing for variability through lower compensation in times of poor performance and higher compensation in times of strong performance. In fiscal 2010, the performance measures utilized were earnings per share and cash flow.

The Company also provides a significant part of executive compensation in long-term equity incentives in the form of performance-accelerated restricted shares, which are based on the Company s stock performance and cannot be distributed earlier than 3.5 years after the award.

The Company is asking Stockholders to indicate their support for the named executive officer compensation as described in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of the named executive officers as described in this proxy statement.

The Board of Directors strongly endorses the Company s executive compensation program and recommends that Stockholders vote in favor of the following resolution:

RESOLVED, that the Company s stockholders approve, on an advisory basis, the compensation of the named executive officers as disclosed in the Company s Proxy Statement for the Annual Meeting of Stockholders to be held on February 3, 2011 pursuant to the executive compensation disclosure rules of

33

Table of Contents

the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and narrative disclosure.

This Say-on-Pay vote is advisory, and therefore is not binding on the Company, the Committee or the Board of Directors. The Board of Directors and the Committee value the opinions of the Stockholders, and, to the extent there is any significant vote against the named executive officer compensation, the Company will consider the Stockholders concerns, and the Committee will evaluate whether any actions are necessary to address those concerns.

V. ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION

The Board of Directors unanimously recommends a vote to conduct an advisory vote on executive compensation every THREE YEARS.

As mentioned above, the Dodd-Frank Act provides that the Company include in this proxy statement a separate, non-binding Stockholder vote to advise on whether the Say-on-Pay vote should occur every one, two or three years. Stockholders have the option to vote for any one of the three options, or to abstain on the matter.

The Board of Directors has determined that an advisory vote on executive compensation every three years is the best approach for the Company based on a number of considerations, including the following:

- The Company s program emphasizes long-term performance. For example, as discussed in the Compensation Discussion and Analysis, long-term incentive compensation in the form of performance-accelerated restricted shares (PARS) represents a significant part of the total compensation for the named executive officers. The Company typically awards PARS every year, and distribution of shares is based on a five-year performance period. A vote held every three years would be more consistent with, and provide better input on, such long-term compensation;

- An advisory vote every three years would give the Board of Directors sufficient time to thoughtfully consider the results of the vote and to implement any desired changes to executive compensation policies and procedures; and

- A three-year cycle would provide investors sufficient time to evaluate the effectiveness of the short- and long-term compensation strategies and related business outcomes of the Company.

Although this vote is non-binding, the Board of Directors will carefully consider the outcome of the vote when making future decisions about the Company s executive compensation policies and procedures. The Stockholders also have the opportunity to provide additional feedback on important matters involving executive compensation even in years when Say-on-Pay votes do not occur. For example, the rules of the New York Stock Exchange require the Company to seek Stockholder approval for new employee equity compensation plans and material revisions thereto. As discussed under Corporate Governance on page 8, the Company provides Stockholders an opportunity to communicate directly with the Board, including on issues relating to executive compensation.

VI. VOTING

The affirmative vote of the holders of a majority of the Common Shares entitled to vote which are present in person or represented by proxy at the 2011 Annual Meeting is required to elect directors, to ratify the Company s appointment of the independent registered public accounting firm for fiscal 2011, to approve the Company s executive compensation, and to act on any other matters properly brought before the meeting. Because the vote on the frequency of future advisory votes on executive compensation is advisory and has three alternatives, there is no standard for determining which frequency has been adopted by the Stockholders. Common Shares represented by proxies which are marked withhold authority with respect to the election of any one or more nominees for election as directors, proxies which are marked Abstain on the proposal to ratify the appointment of the independent registered public accounting firm or on the proposal to approve the Company s executive compensation, and proxies which are marked to deny discretionary authority on other matters will be counted for the purpose of determining the number of shares represented by proxy at the meeting. Such proxies will thus have the same effect as if the Common Shares represented thereby were voted against nominee or nominees, against such proposal to ratify the appointment of the independent registered public accounting firm, against the proposal to approve the Company s executive compensation and against such other matters, respectively. Common Shares not voted on one or more but

34

Table of Contents

less than all such matters on proxies returned by brokers will be treated as not represented at the meeting as to such matter or matters. Proxies marked or voted abstain on the proposal regarding the frequency of future advisory votes on executive compensation will not be counted as a vote for any of the three options, and the Board of Directors shall determine the impact of such votes.

The Company knows of no other matters to come before the meeting. If any other matters properly come before the meeting, the proxies solicited hereby will be voted on such matters in accordance with the judgment of the persons voting such proxies.

VII. STOCKHOLDER PROPOSALS

Proposals of Stockholders intended to be presented at the 2012 Annual Meeting must be received by the Company by August 24, 2011 for inclusion in the Company s proxy statement and form of proxy relating to that meeting. Upon receipt of any such proposal, the Company will determine whether or not to include such proposal in the proxy statement and form of proxy in accordance with regulations governing the solicitation of proxies.

In order for a Stockholder to nominate a candidate for director, under the Company s Articles of Incorporation, timely notice of the nomination must be given to the Company in advance of the meeting. Ordinarily, such notice must be given not less than 60 nor more than 90 days before the meeting (but if the Company gives less than 50 days notice or prior public disclosure of the date of the meeting, then the Stockholder must give such notice within ten days after notice of the meeting is mailed or other public disclosure of the meeting is made, whichever occurs first). The Stockholder filing the notice of nomination must describe various matters regarding the nominee, including such information as name, address, occupation and shares held.

In order for a Stockholder to bring other business before a Stockholder meeting, timely notice must be given to the Company within the time limits described in the paragraph immediately above. Such notice must include a description of the proposed business, the reasons therefor and other specified matters. The Board may reject any such proposals that are not made in accordance with these procedures or that are not a proper subject for Stockholder action in accordance with the provisions of applicable law. These requirements are separate from and in addition to the requirements a Stockholder must meet to have a proposal included in the Company s proxy statement. The foregoing time limits also apply in determining whether notice is timely for purposes of rules adopted by the SEC relating to the exercise of discretionary voting authority.

In each case, the notice must be given to the Secretary of the Company, whose address is 9900A Clayton Road, St. Louis, MO 63124-1186. Any Stockholder desiring a copy of the Company s Articles of Incorporation or Bylaws will be furnished one without charge upon written request to the Secretary.

Table of Contents

Appendix A

Durable Goods Manufacturing

3M CO
ABB Inc
ADTRAN Incorporated
Advanced Measurement Technology, Inc
ADVANCED MICRO DEVICES
AGCO CORP
Aisin Automotive
AK STEEL HOLDING CORP
Alfa Laval Inc
ALLEGHENY TECHNOLOGIES IN
AMERICAN AXLE & MFG HOLDI
American Standard Companies
Ames True Temper
AMPHENOL CORP
ANH Refractories Company
ANIXTER INTL INC
APPLIED MATERIALS INC
ARGO-TECH Corporation
ARROW ELECTRONICS INC
AVERY DENNISON CORP
B Braun Medical Inc
Babcock & Wilcox Company
BALL CORP
Basler Electric Company
BAXTER INTERNATIONAL IN
Beacon Industrial Group
BECKMAN COULTER INC
BENCHMARK ELECTRONICS INC
BLACK & DECKER CORP
BLUELINX HOLDINGS INC
BOEING CO
Bombardier Transportation
BORGWARNER INC
BOSTON SCIENTIFIC CORP
BROADCOM CORP
Brunswick New Technologies
Bucyrus International Inc
BUNGE LTD
Butler Manufacturing Company
Camcraft
Carpenter Technology Corp
Castle Rock Industries
CATERPILLAR INC
CEMEX Inc

Chaparrol Steel Company
CHICAGO BRIDGE & IRON CO
Clopay Corporation
Cobra Electronics Corporation
CommScope Inc
COOPER INDUSTRIES LTD
CooperVision
Copeland Corporation
CORNING INC
CRANE CO
Crown Cork & Seal
Culligan International Company
Cummins Inc
D-M-E Company
Dal-Tile Inc
DANAHER CORP
Dayton Superior Corp
DELPHI CORP
Denso Manufacturing MI Inc
Diebold Incorporated
Donaldson Company Inc
E-Z-EM Inc
EATON CORP
Edwards Lifesciences
Electrolux Homecare of N.A.
EMC CORP/MA
Emerson Electric
EnPro Industries Inc
Ergotron Inc
ESCO Corporation
ESCO Technologies
Esterline Technologies Corp
Etnyre International Ltd
Evraz Oregon Steel Mills
FCI USA Inc
FEDERAL-MOGUL CORP
Fiskars Brands Inc
Fleetwood Group
Florida Production Engineering
FLOWSERVE CORP
FMC Technologies Inc
Foldcraft Company
FORD MOTOR CO
Fortune Brands
FURNITURE BRANDS INTL INC
G. Loomis Inc
GATEWAY INC
GENERAL CABLE CORP/DE
GENERAL ELECTRIC CO
GENERAL MOTORS CORP
GENUINE PARTS CO

George Fisher Signet Inc
Gerdau Ameristeel
GKN North America Services Inc
Global Power Technology Inc
GOODRICH CORP
Graco Inc
Harley Davidson Inc
Harman International
Harsco Corporation
HASBRO INC
Hendrickson International
Herman Miller Inc
Hill Phoenix
Hilti Inc
Hitachi
HNI Corporation
Holden Industries
HONEYWELL INTERNATIONAL
Hu-Friedy Manufacturing Co Inc
HUBBELL INC -CL B
Hunter Douglas Inc
Hunter Industries Incorporated
Hutchinson Technology Inc
ILLINOIS TOOL WORKS
INGRAM MICRO INC
INTEL CORP
International Truck & Engine
INTL BUSINESS MACHINES
Invensys Controls
ITT CORP
James Hardie Bldg Products
JARDEN CORP
John Crane Inc
JSJ Corporation
JUNIPER NETWORKS INC
Kason Corporation
Keihin Indiana Precision Tech
Keystone Powdered Metal Co
Kinetico Inc
Komatsu America Corp
Krueger International
Kyocera America Inc
L-3 COMMUNICATIONS HLDG
LA Aluminum Casting Company
Lab Volt System
Lantech.com

Table of Contents

Leggett & Platt Inc
Lehigh Cement Co
LENNOX INTERNATIONAL INC
LEXMARK INTL INC -CL A
Life Fitness
LITHIA MOTORS INC -CL A
LOCKHEED MARTIN CORP
Louisiana Pacific
Lozier Corporation
Lutron Electronics
Magna Donnelly Corporation
Malco Products Inc
MANITOWOC CO
Mannington Mills Inc
MARTIN MARIETTA MATERIALS
MASCO CORP
MATTEL INC
Maverick Tube Corporation
Maxon Furniture Inc
McKesson Medical-Surgical
McNaughton-McKay Electric Co
Merit Medical Systems
Micro Motion Inc
Milltronics
Milwaukee Electric Tool Corp
Mine Safety Appliances Company
Mizuno USA Inc
Molex Inc
MOTOROLA INC
MTD Products Inc
MTS Systems Corporation
MUELLER INDUSTRIES
NACCO INDUSTRIES -CL A
Nordson Corporation
NORTEL NETWORKS CORP
NORTHROP GRUMMAN CORP
NSK Corporation
NTN Bearing Corp of America
NUCOR CORP
Orbital Science Corporation
OWENS & MINOR INC
PACCAR INC
PACKAGING CORP OF AMERICA
PACTIV CORP
Panduit Corporation
Parts Now LLC
PENTAIR INC
Pergo Inc
PGT Industries

Ping Inc
PITNEY BOWES INC
Plexus Corp
Plymouth Tube
Polaroid Corporation
Preformed Line Products Co
Prestolite Wire Corporation
QSC Audio Products Inc
Rainin Instrument LLC
RAYTHEON CO
REA Magnet Wire Company Inc
Recon Optical Inc
RELIANCE STEEL & ALUMIN
Ricoh Electronics Inc
Rimage Corporation
Rite Hite Corporation
Robert Bosch Corporation
Robert Bosch Tool Corporation
RUSH ENTERPRISES INC
S&C Electric Company
Safilo USA
Sakura Finetek USA Inc
SANDISK CORP
Sauer-Danfoss Inc
SCHEIN HENRY INC
Schneider Electric NA
Sealy Inc
Seamen Corporation
Seco Tools Inc
Senco Products Inc
Sentry Group
SEQUA CORP -CL A
Sharp Electronics Corporation
SILGAN HOLDINGS INC
SJE-Rhombus
SMITH (A O) CORP
SNAP-ON INC
SPANSION INC
SPIRIT AEROSYSTEMS HOLDIN
Springs Window Fashions Div
SPX CORP
SRAM
ST JUDE MEDICAL INC
STANLEY WORKS
STEEL DYNAMICS INC
STERIS
Stryker Corporation
Subaru of Indiana Automotive
SUPERIOR ESSEX INC
Synthes
T D Williamson Inc

Teleflex
TELLABS INC
TENNECO INC
TEREX CORP
Texas Industries Inc
TEXAS INSTRUMENTS INC
TEXTRON INC
The Colman Group Inc
The Lamson & Sessions
The Longaberger Company
The Nordam Group
The Raymond Corporation
The Toro Company (acct# 159732)
The Woodbridge Group
Thermadyne Holdings
THERMO FISHER SCIENTIFIC
TIMET
TIMKEN CO
Tower Automotive
Tremco Inc
TRMI Inc
TRW AUTOMOTIVE HOLDINGS
Tyco Electronics
Union Tank Car Company
UNITED STATES STEEL COR
UNITED TECHNOLOGIES COR
UNIVERSAL FOREST PRODS IN
Universal Instruments Corp
Universal Well Site Solutions
USG Corporation
Venturedyne Ltd
Vetco Gray Inc
Viasystems Group Inc
VISTEON CORP
VULCAN MATERIALS CO
VWR Corporation
W C Bradley Company
W L Gore & Associates
Watlow Electric
WESCO INTL INC
WEYERHAEUSER CO
Whirlpool Corporation
World Kitchen Inc
Worthington Industries
XEROX CORP
XL CAPITAL LTD
YSI
ZIMMER HOLDINGS INC

Table of Contents

MANUFACTURING INDUSTRY COMPANIES

Advanced Medical Optics
Agilent Technologies
Alliant Techsystems
Ameron
AMETEK
A.O. Smith
Armstrong World Industries
Arrow Electronics
A.T. Cross
AT&T
Autodesk
Automatic Data Processing
Ball
Beckman Coulter
Bio-Rad Laboratories
Blyth
Boeing
Boston Scientific
Brady
Cameron International
Cardinal Health
Caterpillar
Charter Communications
Chesapeake
Colgate-Palmolive
Corning
Covidien
Crown Castle
CSC
Cubic
Curtiss-Wright
Dentsply
Donaldson
Eastman Kodak
Eaton
EDS
Embarq
EMC
Emerson
Fortune Brands
Furniture Brands International
General Dynamics
Global Crossing
Goodrich
Goodyear Tire & Rubber
Greif

Harman International
Industries
Harris
Hasbro
Herman Miller
Hewlett-Packard
HNI
Hologic
Honeywell
IBM
IDEX
ITT Corporate
Kimberly-Clark
KLA-Tencor
Leggett and Platt
Lenovo
Level 3 Communications
Lockheed Martin
L-3 Communications
Masco
Mattel
McKesson
MeadWestvaco
Medtronic
Metavante Technologies
MetroPCS Communications
Motorola
Mueller Water Products
NCR
NIKE
Northrop Grumman
Omnova Solutions
Owens-Illinois
Parker Hannifin
PerkinElmer
Pitney Bowes
Plexus
Polymer Group
Procter & Gamble
QUALCOMM
Qwest Communications
Raytheon
Revlon
Reynolds American
Rockwell Automation
Rockwell Collins
Seagate Technology
Sealed Air
Sherwin-Williams
Sonoco Products
Spirit AeroSystems

Sprint Nextel
Steelcase
Tellabs
Teradata
Terex
Textron
Thomas & Betts
3M
Timken
Toro
Tupperware
Tyco Electronics
Ulticom
Unifi
Unisys
United States Cellular
United Technologies
USG
Verizon
Virgin Mobile USA
Whirlpool
Xerox
Zimmer Holdings

Table of Contents

Table of Contents

x **PLEASE MARK VOTES AS IN THIS EXAMPLE**

REVOCABLE PROXY
ESCO TECHNOLOGIES INC.

The undersigned, as holder of record of the common stock of ESCO TECHNOLOGIES INC. (the Company), does hereby appoint M. J. Mainer and A. S. Barclay, or either of them, the true and lawful attorneys in fact, agents and proxies of the undersigned to represent the undersigned at the Annual Meeting of Stockholders of the Company, to be held on February 3, 2011, commencing at 9:30 A.M., St. Louis time, at the Company s headquarters located at 9900A Clayton Road, St. Louis County, Missouri 63124 and at any and all adjournments of such meeting, and to vote all the shares of common stock of the Company standing on the register of the Company s stock transfer agent in the name of the undersigned as follows, and in their discretion on such other business as may properly come before the meeting:

Please be sure to date and sign this proxy card in the box below. Date

Sign above

	1 Year	For	With-hold	For All Except
1. Election of Directors of all nominees listed (except as marked to the contrary below):		o	o	o

L. W. SOLLEY J. D. WOODS G. E. MUENSTER

INSTRUCTION: To withhold authority to vote for any individual nominee, mark For All Except and write that nominee s name in the space provided below.

		For	Against	Abstain
2. Ratification of Company s Appointment of KPMG LLP as Independent Registered Public Accounting Firm for Fiscal Year Ending September 30, 2011.		o	o	o
3. An advisory vote to approve the executive compensation disclosed in the accompanying proxy statement.		o	o	o

	1 Year	2 Years	3 Years	Abstain
4. An advisory vote on the frequency of future advisory votes on executive compensation.	o	o	o	o

MANAGEMENT RECOMMENDS A VOTE FOR PROPOSALS 1, 2, AND 3 AND FOR 3 YEAR FREQUENCY ON PROPOSAL 4.
THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS.

The undersigned hereby acknowledges access to the Notice of the Annual Meeting and accompanying Proxy Statement dated December 22, 2010, and 2010 Annual Report to Stockholders.

The proxies will vote your common stock in the manner directed herein by the undersigned Stockholder. **If no direction is made, this proxy will be voted FOR Proposals 1, 2 and 3 and for a 3 Year frequency on Proposal 4.**

Please sign exactly as your name appears on this form. When signing as an attorney, executor, administrator, trustee or guardian, please give full title as such. If signing on behalf of a corporation, please sign in full corporate name by President or other authorized officer. If signing on behalf of a partnership, please sign in partnership name by authorized person.

Detach above card, sign, date and mail in postage paid envelope provided.

ESCO TECHNOLOGIES INC.

PLEASE ACT PROMPTLY

PLEASE COMPLETE, DATE, SIGN, AND MAIL THIS PROXY CARD PROMPTLY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

December 22, 2010

Dear Stockholder:

The Annual Meeting of Stockholders of ESCO Technologies Inc. will be held at the Company s headquarters located at 9900A Clayton Road, St. Louis County, Missouri 63124 at 9:30 A.M., St. Louis time, on Thursday, February 3, 2011.

It is important that your shares are represented at this meeting. Whether or not you plan to attend the meeting, please review the enclosed proxy materials, complete the attached proxy form above, and return it promptly in the envelope provided.

Thank you.

IF YOUR ADDRESS HAS CHANGED, PLEASE CORRECT THE ADDRESS IN THE SPACE PROVIDED BELOW AND RETURN THIS PORTION WITH THE PROXY IN THE ENVELOPE PROVIDED.

5157/5158/5159