

PMC COMMERCIAL TRUST /TX

Form DEF 14A

April 28, 2008

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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 x

Filed by a Party other than the Registrant o

Check the appropriate box:

- | | |
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| <input type="checkbox"/> o Preliminary Proxy Statement | <input type="checkbox"/> o Confidential, for Use of the |
| <input checked="" type="checkbox"/> x Definitive Proxy Statement | Commission Only (as permitted |
| <input type="checkbox"/> o Definitive Additional Materials | by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> o Soliciting Material Pursuant to §240.14a-12 | |

PMC Commercial Trust

(Name of Registrant as Specified in Its Charter)

Not Applicable

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

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(1) Amount Previously Paid:

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(3) Filing Party:

(4) Date Filed:

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PMC COMMERCIAL TRUST

17950 Preston Road, Suite 600
Dallas, Texas 75252

April 28, 2008

Dear Shareholder:

You are invited to attend the Annual Meeting of Shareholders of PMC Commercial Trust (the **Meeting**), to be held at 17950 Preston Road, Suite 600, Dallas, Texas, on Saturday, June 14, 2008, at 8:30 a.m., Central Daylight Time. The purpose of the Meeting is to vote on the following proposals:

Proposal 1: To elect seven (7) trust managers to serve for a one-year term, and until their successors are elected and qualified.

Proposal 2: To ratify the selection of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2008.

Proposal 3: To transact any other business that may properly be brought before the Meeting or any adjournments thereof.

The Board of Trust Managers has fixed the close of business on April 18, 2008 as the record date for determining shareholders entitled to notice of and to vote at the Meeting. A form of proxy card and a copy of our annual report to shareholders for the fiscal year ended December 31, 2007 are enclosed with this notice of Meeting and proxy statement.

Your proxy vote is important to us and our business. I encourage you to complete, date, sign and return the accompanying proxy whether or not you plan to attend the Meeting. If you plan to attend the Meeting to vote in person and your shares are in the name of a broker or bank, you must secure a proxy from the broker or bank assigning voting rights to you for your shares.

Sincerely,

/s/ Lance B. Rosemore

Lance B. Rosemore

Chief Executive Officer and President

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PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

Saturday, June 14, 2008

PMC Commercial Trust
17950 Preston Road, Suite 600
Dallas, Texas 75252

The Board of Trust Managers (the Board) of PMC Commercial Trust (the Company) is soliciting proxies to be used at the 2008 Annual Meeting of Shareholders to be held at 17950 Preston Road, Suite 600, Dallas, Texas, on Saturday, June 14, 2008, at 8:30 a.m., Central Daylight Time (the Meeting). This proxy statement, accompanying proxy and annual report to shareholders for the fiscal year ended December 31, 2007 are first being mailed to shareholders on or about April 28, 2008. Although the annual report is being mailed to shareholders with this proxy statement, it does not constitute part of this proxy statement.

Only shareholders of record as of the close of business on April 18, 2008, are entitled to notice of and to vote at the Meeting. As of April 18, 2008, we had 10,765,033 common shares of beneficial interest (the Shares) outstanding. Each holder of record of Shares on the record date is entitled to one vote on each matter properly brought before the Meeting for each Share held.

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

1. What is a proxy?

It is your legal designation of another person to vote the Shares 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. We have designated two of our officers as proxies for the Meeting. These officers are Jan F. Salit and Barry N. Berlin.

2. What is a proxy statement?

It is a document that Securities and Exchange Commission (SEC) regulations require us to give you when we ask you to sign a proxy card designating Jan F. Salit and Barry N. Berlin as proxies to vote on your behalf.

3. What is the difference between a shareholder of record and shareholder who holds Shares in street name?

If your Shares are registered in your name, you are a shareholder of record.

If your Shares are held in the name of your broker or bank, your Shares are held in street name.

4. How do I attend the Meeting? What do I need to bring?

If you are a shareholder of record, you will need to bring a photo ID with you to the Meeting.

If you own Shares in street name, bring your most recent brokerage statement with you to the Meeting. We can use that to verify your ownership of Shares and admit you to the Meeting; *however, you will not be able to vote your Shares at the Meeting without a legal proxy, as described in question 5.* You will also need to bring a photo ID.

Please note that cameras, sound or video recording equipment, cellular telephones or other similar equipment, electronic devices, large bags, briefcases or packages will not be allowed at the Meeting.

5. How can I vote at the Meeting if I own shares in street name?

You will need to ask your broker or bank for a legal proxy. You will need to bring the legal proxy with you to the Meeting. You will not be able to vote your Shares at the Meeting without a legal proxy.

Please note that if you request a legal proxy, any previously executed proxy will be revoked, and your vote will not be counted unless you appear at the Meeting and vote in person or legally appoint another proxy to vote on your behalf.

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If you do not receive the legal proxy in time, you can follow the procedures described in question 4 to attend to the Meeting. However, you will not be able to vote your Shares at the Meeting.

6. What Shares are included on the proxy card?

If you are a shareholder of record on April 18, 2008, you will receive only a proxy card for all the Shares you hold:

- in certificate form; and
- in book-entry form.

If you receive more than one proxy card it generally means you hold Shares registered in more than one account. Please sign and return all of the proxy cards you received to ensure that your Shares are voted.

7. What constitutes a quorum?

The presence, in person or represented by proxy, of the holders of a majority of the Shares (at least 5,382,517) entitled to vote at the Meeting is necessary to constitute a quorum at the Meeting. However, if a quorum is not present at the Meeting, a majority of the shareholders, present in person or represented by proxy, have the power to adjourn the Meeting until a quorum is present or represented.

8. What different methods can I use to vote?

By Written Proxy. All shareholders of record can vote by written proxy card. If you are a street name holder, you will receive a written proxy card from your bank or broker. If you are a shareholder of record you will receive a proxy card with this proxy statement.

In Person. All shareholders of record may vote in person at the Meeting. Street name holders may vote in person at the Meeting if they have a legal proxy, as described in question 5.

9. What is the record date and what does it mean?

The record date for the meeting is April 18, 2008. The record date is established by the Board as allowed by the Texas Real Estate Investment Trust Act (Texas Law). Owners of record of Shares at the close of business on the record date are entitled to:

- receive notice of the Meeting; and
- vote at the Meeting and any adjournments or postponements of the Meeting.

10. What can I do if I change my mind after I vote my Shares?

Voting by proxy will in no way limit your right to vote at the Meeting if you later decide to attend in person.

Shareholders can revoke a proxy prior to the completion of voting at the Meeting by:

- giving written notice to the Corporate Secretary of the Company;
- delivering a later-dated proxy; or
- voting in person at the Meeting (*unless you are a street name holder without a legal proxy, as described in question 5*).

11. Are votes confidential? Who counts the votes?

We will continue our long-standing practice of holding the votes of all shareholders in confidence from trust managers, officers and employees except:

- as necessary to meet applicable legal requirements and to assert or defend claims for or against the Company;
- in case of a contested proxy solicitation;
- if a shareholder makes a written comment on the proxy card or otherwise communicates his or her vote to management; or
- to allow inspectors of election to certify the results of the vote.

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We will also continue, as we have for many years, to retain an independent tabulator to receive and tabulate the proxies and inspectors of election to certify results.

12. What are my voting choices when voting for trust manager nominees, and what vote is needed to elect trust managers?

In the vote on the election of seven (7) trust manager nominees to serve until the 2009 Annual Meeting of Shareholders, until their successor has been duly elected and qualified, or until the earliest of their death, resignation or retirement, shareholders may;

- vote in favor of all nominees;
- vote in favor of specific nominees;
- vote against all nominees;
- vote against specific nominees;
- abstain from voting with respect to all nominees; or
- abstain from voting with respect to specific nominees.

The affirmative vote of the holders of two-thirds of the votes cast by the holders of Shares entitled to vote and present in person or represented by proxy is required to elect trust managers.

The Board recommends a vote FOR each of the nominees.

13. What are my voting choices when voting on the ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors, and what vote is needed to ratify their appointment?

In the vote on the ratification of the appointment of PricewaterhouseCoopers LLP as independent auditors, shareholders of record may:

- vote in favor of the ratification;
- vote against the ratification; or
- abstain from voting on the ratification.

The affirmative vote of the holders of a majority of the Shares present in person or represented by proxy is required to ratify the selection of PricewaterhouseCoopers LLP as our independent auditors.

The Board recommends a vote FOR the ratification of PricewaterhouseCoopers LLP as our independent auditors.

14. What if I do not specify a choice for a matter when returning a proxy?

Shareholders should specify their choice for each matter on the enclosed proxy card. If no specific instructions are given, proxies which are signed and returned will be voted:

- FOR the election of all trust manager nominees; and
- FOR the proposal to ratify the appointment of PricewaterhouseCoopers LLP as independent auditors.

15. How are abstentions and broker non-votes counted?

Texas Law, the Company's Declaration of Trust, and the Company's Bylaws do not specifically address the treatment of broker non-votes. The inspectors of election will treat Shares referred to as "broker non-votes" (i.e., Shares held by brokers or nominees as to which instructions have not been received from the beneficial owners and as to which the broker or nominees does not have discretionary voting power on a particular matter) as Shares that are present and entitled to vote for the purpose of determining the presence of a quorum. However, for the purpose of determining the outcome of any matter as to which the broker or nominee has indicated on the proxy that it does not have discretionary authority to vote, those Shares will be treated as not present and not entitled to vote with respect to that matter (even though those Shares are considered entitled to vote for quorum purposes and may be entitled to vote on other matters). Abstentions will be counted as Shares that are present and entitled to vote for the purpose of determining the presence of a quorum and will be treated as present and a vote against any matter described herein.

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16. Does the Company have a policy about trust managers attendance at Annual meetings of Shareholders?

The Company does not have a policy about trust managers attendance at Annual Meetings of Shareholders. All of the trust managers attended the 2007 Annual Meeting of Shareholders.

17. Can I access the Notice of Annual Meeting, Proxy Statement, and Annual Report on Form 10-K on the Internet?

The Notice of Annual Meeting, Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2007, are available on our website at www.pmctrust.com.

18. How are proxies solicited and what is the cost?

We bear all expenses incurred in connection with the solicitation of proxies. We have not engaged any solicitor to assist with the solicitation of proxies. In accordance with SEC rules, we will reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to the beneficial owners of Shares.

Our trust managers, officers, and employees may also solicit proxies by mail, telephone and personal contact. They will not receive any additional compensation for these activities.

GOVERNANCE OF THE COMPANY

Board of Trust Managers

Pursuant to our Declaration of Trust and our Bylaws, our business, property and affairs are managed under the direction of our Board. Members of the Board are kept informed of the Company's business through discussions with the Chairman of the Board and executive officers, by reviewing materials provided to them and by participating in meetings of the Board and its committees. Board members have complete access to the Company's management team and the independent auditors. The Board and each of the key committees - Audit, Compensation and Nominating and Corporate Governance - also have authority to retain, at the Company's expense, outside counsel, consultants or other advisors in the performance of their duties. The Company's Corporate Governance Guidelines require that a majority of the Board be independent within the meaning of American Stock Exchange (AMEX) standards.

Statement on Corporate Governance

The Company is dedicated to establishing and maintaining the highest standards of corporate governance. The Board has implemented many corporate governance measures designed to serve the long-term interests of our shareholders and further align the interests of trust managers and management with the Company's shareholders.

Executive Sessions. Pursuant to the Company's Corporate Governance Guidelines, the non-management trust managers meet in separate executive sessions at least three times a year. These trust managers may invite the Chief Executive Officer or others, as they deem appropriate, to attend a portion of these sessions.

Contacting the Board. The Board welcomes your questions and comments. If you would like to communicate directly with the Board, or if you have a concern related to the Company's business ethics or conduct, financial statements, accounting practices or internal controls, then you may submit your correspondence to the Secretary of the Company or you may call the Ethics Hotline at 1-800-292-4496. All communications will be forwarded to the chairman of our Audit Committee and/or the Assistant Secretary of the Company.

Code of Business Conduct and Ethics. The Board has adopted a Code of Business Conduct and Ethics that applies to all trust managers, officers and employees, including the Company's principal executive officer and principal financial and accounting officer and a Code of Ethical Conduct for Senior Financial Officers (collectively, the Codes of Conduct). The purposes of the Codes of Conduct are to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships to promote full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by the Company and to promote compliance with all applicable rules and regulations that apply to the Company and its officers and trust managers. If the Board amends any provisions of either Code of Conduct that applies to the Company's Chief Executive Officer or senior financial officers or grants a waiver in favor of any such persons, the Company intends to satisfy its disclosure requirements under Form 8-K rules with respect thereto and promptly publish the text of the amendment or the specifics of the waiver on its website at www.pmctrust.com.

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The Company intends to continue to act promptly to incorporate not only the actual requirements of rules adopted with respect to corporate governance matters but also additional voluntary measures it deems appropriate. Charters for the Audit, Compensation and Nominating and Corporate Governance Committees and the Company's Corporate Governance Guidelines and Codes of Conduct may be viewed on the Company's website at www.pmctrust.com under the Corporate Governance section. In addition, the Company will mail copies of the Corporate Governance Guidelines to shareholders upon their written request.

BOARD OF TRUST MANAGERS

General Meetings

During the fiscal year ended December 31, 2007, the Board held four (4) general meetings and two (2) other meetings. In addition, for the fiscal year ended December 31, 2007, there were eight (8) special committee meetings and one (1) independent committee meeting. Each of the trust managers attended all meetings held by the Board and at least 75% of all meetings of each committee of the Board on which such trust manager served during the fiscal year ended December 31, 2007. The Company's policy is to encourage members of the Board to attend the meetings in person. All members of the Board attended the 2007 Annual Meeting of Shareholders.

Committees

During the 2007 fiscal year, the Board had three standing committees: an Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee.

Audit Committee. The Audit Committee currently consists of Mr. Nathan G. Cohen, Mr. Barry A. Imber and Mr. Irving Munn. The Audit Committee is comprised entirely of trust managers who meet the independence and financial literacy requirements of the AMEX listing standards as well as the standards established under the Sarbanes-Oxley Act of 2002. In addition, the Board has determined that Mr. Imber qualifies as an audit committee financial expert as defined in SEC rules. The Audit Committee's responsibilities include providing assistance to the Board in fulfilling its responsibilities with respect to oversight of the integrity of the Company's financial statements, the Company's compliance with legal and regulatory requirements, the independent auditors' qualifications, performance and independence, and the performance of the Company's internal audit function. In accordance with its charter, the Audit Committee has sole authority to appoint and replace the independent auditors, who report directly to the Committee, approve the engagement fee of the independent auditors and pre-approve the audit services and any permitted non-audit services they may provide to the Company. In addition, the Audit Committee reviews the scope of audits as well as the annual audit plan, evaluates matters relating to the audit and internal controls of the Company and approves all related person transactions. The Audit Committee holds separate executive sessions, outside the presence of executive management, with the Company's independent auditors. The Audit Committee met four (4) times during the fiscal year ended December 31, 2007.

Compensation Committee. The Compensation Committee currently consists of Mr. Irving Munn, Mr. Barry A. Imber and Mr. Roy H. Greenberg. The Compensation Committee is comprised entirely of trust managers who meet the independence requirements of the AMEX listing standards. The Compensation Committee's responsibilities include:

- establishing the Company's general compensation philosophy;
- overseeing the Company's compensation programs and practices, including incentive and equity-based compensation plans;
- reviewing and approving executive compensation plans in light of corporate goals and objectives;
- evaluating the performance of the Chief Executive Officer in light of these criteria and establishing the Chief Executive Officer's compensation level based on such evaluation;
- evaluating the performance of the other executive officers and their salaries, bonus and incentive and equity compensation;
- administration of the Company's option and benefit plans;
- reviewing the adequacy of the Company's succession planning and organizational effectiveness; and
- reviewing and making recommendations concerning proposals by management regarding compensation, bonuses, employment agreements and other benefits and policies respecting such matters for employees of the Company.

The Compensation Committee has the authority to retain counsel and other experts or consultants including the sole authority to select and retain a compensation consultant and to approve the fees and other retention terms of any consultant. The Compensation Committee met two (2) times during the fiscal year ended December 31, 2007.

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Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee (the Nominating Committee) consists of Mr. Roy H. Greenberg, Mr. Nathan G. Cohen and Mr. Irving Munn. The Nominating Committee s duties include adopting criteria for recommending candidates for election or re-election to the Board and its committees and considering issues and making recommendations regarding the size and composition of the Board. The Nominating Committee will also consider nominees for trust manager suggested by shareholders in written submissions to the Company s Secretary. The Nominating Committee met one (1) time during the fiscal year ended December 31, 2007.

Trust Manager Nomination Procedures

Trust Manager Qualifications. The Company s Nominating Committee has established policies for the desired attributes of the Board as a whole. The Board will seek to ensure that a majority of its members are independent under AMEX listing standards. Each trust manager generally may not serve as a member of more than six other public company boards. Each member of the Board must possess the individual qualities of integrity and accountability, informed judgment, financial literacy, high performance standards and must be committed to representing the long-term interests of the Company and its shareholders. In addition, trust managers must be committed to devoting the time and effort necessary to be responsible and productive members of the Board. The Board values diversity, in its broadest sense, reflecting, but not limited to, profession, geography, gender, ethnicity, skills and experience.

Identifying and Evaluating Nominees. The Nominating Committee regularly assesses the appropriate number of trust managers comprising the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. The Nominating Committee may consider those factors it deems appropriate in evaluating trust manager candidates including judgment, skill, diversity, strength of character, experience with businesses and organizations comparable in size or scope to the Company, experience and skill relative to other board members, and specialized knowledge or experience. Depending upon the current needs of the Board, certain factors may be weighed more or less heavily by the Nominating Committee. In considering candidates for the Board, the Nominating Committee evaluates the entirety of each candidate s credentials and, other than the eligibility requirements established by the Nominating Committee, does not have any specific minimum qualifications that must be met by a nominee. The Nominating Committee considers candidates for the Board from any reasonable source, including current board members, shareholders, professional search firms or other persons. The Nominating Committee does not evaluate candidates differently based on who has made the recommendation. The Nominating Committee has the authority under its charter to hire and pay a fee to consultants or search firms to assist in the process of identifying and evaluating candidates.

Shareholder Nominees. The Nominating Committee will consider properly submitted shareholder nominees for election to the Board and will apply the same evaluation criteria in considering such nominees as it would to persons nominated under any other circumstances. Such nominations may be made by a shareholder entitled to vote who delivers written notice along with any other additional information and materials reasonably required by the Company to the Secretary of the Company not later than the close of business on the 70th day, and not earlier than the close of business on the 90th day, prior to the anniversary of the preceding year s meeting. For the Company s annual meeting of shareholders in the year 2009, the Secretary must receive this notice after the close of business on March 16, 2009, and prior to the close of business on April 6, 2009.

Any shareholder nominations proposed for consideration by the Nominating Committee should include the nominee s name and sufficient biographical information to demonstrate that the nominee meets the qualification requirements for board service as set forth under Trust Manager Qualifications. The nominee s written consent to the nomination should also be included with the nomination submission, which should be addressed to: PMC Commercial Trust, 17950 Preston Road, Suite 600, Dallas, Texas 75252, Attn: Secretary.

Independence of Trust Managers

Pursuant to the Company s Corporate Governance Guidelines, which require that a majority of our trust managers be independent within the meaning of the AMEX corporate governance standards, the Board undertook a review of the independence of trust managers nominated for election at the Meeting. In making independence determinations, the Board observes all criteria for independence established by the SEC, AMEX, and other governing laws and regulations. During this review, the Board considered transactions and relationships between each trust

manager or any member of his or her immediate family and the Company, including (if applicable) those reported under Approval of Related Person Transactions. As provided in the Corporate Governance Guidelines, the purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that the trust manager is independent.

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As a result of this review, the Board affirmatively determined that all of the trust managers nominated for election at the Meeting are independent of the Company and its management with the exception of the management members of the Board, Dr. Andrew S. Rosemore and Mr. Lance B. Rosemore, and their sister, Dr. Martha R. Greenberg.

Compensation of Trust Managers

During the year ended December 31, 2007, the non-employee trust managers were paid an annual retainer of \$22,000, payable quarterly. Each non-employee trust manager also received \$1,500 for each quarterly meeting and \$1,000 for each other meeting attended. Members of the Audit Committee received a \$4,800 annual retainer, and \$1,000 for each quarterly committee meeting and \$1,000 for each other committee meeting attended, and members of the Compensation Committee and Nominating Committee received \$1,000 for each committee meeting attended. The chairperson of the Audit Committee was paid an annual retainer of \$5,000 (payable in quarterly installments commencing June 2007) and the chairpersons of the Compensation and Nominating Committees were paid annual retainers of \$3,000 each. If any special committee was formed, each member would receive \$2,500 per meeting and the chairperson would receive an annual retainer of \$5,000. In addition, the Company's 2005 Equity Incentive Plan allows for the issuance of share awards at the discretion of the Compensation Committee in accordance with the plan. During 2005, 2006 and 2007, share awards granted to the non-employee trust managers vested as follows; one-third at the time of grant, one-third on the first anniversary date and the remaining one-third on the second anniversary date. The non-employee trust managers were reimbursed by the Company for their expenses related to attending board or committee meetings.

DIRECTOR COMPENSATION IN 2007

Compensation for the non-employee trust managers for the year ended December 31, 2007 was as follows:

Name	Fees Earned or Paid in Cash	Share Awards ⁽¹⁾	Total
Nathan G. Cohen*	\$72,800	\$7,661	\$80,461
Martha R. Greenberg	29,000	7,661	36,661
Roy H. Greenberg*	53,500	7,661	61,161
Barry A. Imber*	40,850	7,661	48,511
Irving Munn*	46,600	7,661	54,261
Ira Silver**	20,950	1,236	22,186

* *Independent Director*

** *Independent Director, member of the Audit Committee and Compensation Committee until June 9, 2007.*

(1) *This column represents the dollar amount recognized for financial statement purposes with respect to the 2007 fiscal year for awards granted in 2007 as well as in prior years in accordance with Statement of Financial Accounting Standards (SFAS) 123R. Each non-employee trust manager received restricted share awards as follows: 510 Shares on June 11, 2005, 510 Shares on June 10, 2006 and 600 Shares on June 9, 2007 (other than Dr. Silver), of which 510 Shares vested prior to 2007, 540 Shares vested on June 11, 2007, 370 Shares will vest on June 10, 2008 and 200 shares will vest on June 9, 2009. Therefore, as of December 31, 2007, 570 Shares were unvested for each non-employee trust manager (other than Dr. Silver). The share price was \$14.54, \$12.72 and \$14.01 on June 11, 2005, June 10, 2006 and June 9, 2007, respectively. The fair value of share awards granted in 2007 was \$8,406 on the grant date for each non-employee trust manager.*

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The following table sets forth certain information regarding the beneficial ownership of our Shares as of April 18, 2008 by (1) each person known by us to own beneficially more than 5% of our outstanding Shares, (2) all current trust managers, (3) each current named executive officer, and (4) all current trust managers and current named executive officers as a group. Unless otherwise indicated, the Shares listed in the table are owned directly by the individual, or by both the individual and the individual's spouse. Except as otherwise noted, the individual had sole voting and investment power as to Shares shown or, the voting power is shared with the individual's spouse. All individuals set forth below have the same principal business address as the Company.

Name	Common Shares Owned	Unexercised Options Exercisable	Common Shares Owned Beneficially	Percent of Common Shares Owned Beneficially
Andrew S. Rosemore ⁽¹⁾	526,894	9,000	535,894	5.0%
Lance B. Rosemore ⁽²⁾	192,422	14,500	206,922	1.9%
Barry N. Berlin ⁽³⁾	17,928	12,030	29,958	*
Jan F. Salit ⁽⁴⁾	14,554	12,030	26,584	*
Ron H. Dekelbaum	678	9,500	10,178	*
Nathan G. Cohen ⁽⁵⁾	8,620	1,000	9,620	*
Martha R. Greenberg ⁽⁶⁾	447,042	1,000	448,042	4.2%
Roy H. Greenberg ⁽⁷⁾	8,620	1,000	9,620	*
Barry A. Imber ⁽⁸⁾	16,710	-	16,710	*
Irving Munn ⁽⁷⁾	8,520	1,000	9,520	*
Trust Managers and Executive Officers as a group (10 persons)	1,241,988	61,060	1,303,048	12.1%

* Less than 1%.

(1) Includes 292,132 Shares held in IRAs, 13,940 Shares held in a trust of which Dr. Rosemore is the beneficiary, 163,777 Shares held by a partnership of which Dr. Rosemore and his spouse are general partners, 4,471 Shares held in the name of his children and 1,900 restricted shares.

(2) Includes 7,097 Shares held in the name of his children, 77,805 Shares held jointly with his spouse, 4,786 Shares held in an IRA, 14,755 Shares held in trust for the benefit of Mr. Rosemore and his children, 2,442 Shares held by a partnership for the benefit of Mr. Rosemore and his children, 1,569 Shares held in an IRA by Mr. Rosemore's spouse and 1,900 restricted shares.

(3) Includes 211 Shares held in the name of his minor child, 6,823 Shares held jointly with his spouse and 1,900 restricted shares.

(4) Includes 612 Shares held in an IRA and 1,900 restricted shares.

(5) Includes 1,700 Shares held in the name of his spouse and 570 restricted shares.

(6) Includes 77,495 Shares held in an IRA, 69,721 Shares held in an IRA for the benefit of her spouse, and 570 restricted shares. All remaining shares are held by a partnership of which Dr. Greenberg is the sole manager. The Company's proxy statement for its 2007 Annual Meeting of Shareholders inadvertently excluded 2,970 Shares

acquired through a dividend reinvestment plan during 2006 and 2007.

(7) Includes 570 restricted shares.

(8) Includes 3,274 Shares held in an IRA for the benefit of his child, 1,122 Shares held in an IRA for the benefit of his spouse, 1,202 Shares held in an IRA and 570 restricted shares. The Company's proxy statement for its 2007 Annual Meeting of Shareholders inadvertently excluded 2,272 Shares which is comprised of the Shares held in both his IRA and his spouse's IRA.

EXECUTIVE OFFICERS

The following table sets forth the executive officers and other key members of management of the Company.

Name	Age	Title
Lance B. Rosemore	59	President, Chief Executive Officer and Secretary
Barry N. Berlin	47	Chief Financial Officer
Andrew S. Rosemore	61	Executive Vice President, Chief Operating Officer and Treasurer
Jan F. Salit	57	Executive Vice President, Chief Investment Officer and Assistant Secretary
Ron H. Dekelbaum	38	General Counsel

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Business Experience

For the business experience of Dr. Andrew S. Rosemore and Mr. Lance B. Rosemore, see Proposal One - Election of Trust Managers.

Barry N. Berlin has been Chief Financial Officer of the Company since June 1993. Mr. Berlin was also Chief Financial Officer of PMC Capital, Inc. (PMC Capital) from November 1992 to February 2004. From August 1986 to November 1992, he was an audit manager with Imber and Company, Certified Public Accountants