

ADVANCED ENVIRONMENTAL RECYCLING TECHNOLOGIES INC  
Form DEF 14A  
April 19, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A  
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 under Rule 14a-12

Advanced Environmental Recycling Technologies, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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| (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): |
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(3) Filing Party:

(4) Date Filed:

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ADVANCED ENVIRONMENTAL  
RECYCLING TECHNOLOGIES, INC.

914 N Jefferson Street  
Springdale, Arkansas 72764  
(479) 756-7400

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held Wednesday, June 27, 2012

To our Stockholders:

The annual meeting of stockholders of Advanced Environmental Recycling Technologies, Inc. will be held at the Company's corporate offices at 914 N. Jefferson St., Springdale, Arkansas 72764, at 12:00 p.m., local time, Wednesday, June 27, 2012, to consider and act upon the following matters, all as more fully described in the accompanying proxy statement, which is incorporated herein by this reference:

1. To elect three members to the Board of Directors to serve until the next annual meeting of stockholders and until their respective successors shall be elected and qualify.
2. To ratify the appointment of HoganTaylor LLP as independent public accountants of the company for the year ending December 31, 2012.
3. To ratify the 2012 Stock Incentive Plan.
4. To transact such other business and to consider and take action upon any and all matters that may properly come before the annual meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on May 3, 2012, as the record date for the determination of the stockholders entitled to notice of and to vote at the annual meeting and any adjournment thereof.

These proxy materials and our annual report to stockholders will be furnished to our stockholders on the Internet. This means that most stockholders will not receive paper copies of our proxy materials and annual report. We will instead send stockholders a notice regarding the availability of proxy materials with instructions for accessing the proxy materials and annual report on the Internet. We believe that posting these materials on the Internet enables us to provide stockholders with the information that they need more quickly, while lowering our costs of printing and delivery and reducing the environmental impact of our 2012 annual meeting. If you wish to receive physical copies of our proxy materials and annual report, you may request copies of such documents by sending a written request to our investor relations department, 914 N. Jefferson St., Springdale, AR 72764, by registered, certified or express mail or by calling our investor relations department at (479) 203-5084.

Sincerely,

/s/Bobby J. Sheth  
Secretary

April 30, 2012

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ADVANCED ENVIRONMENTAL  
RECYCLING TECHNOLOGIES, INC.  
914 N. Jefferson Street  
Springdale, Arkansas 72764  
(479) 756-7400

Annual Meeting of Stockholders  
June 27, 2012

## PROXY STATEMENT

### SOLICITATION AND REVOCABILITY OF PROXIES

The enclosed proxy is solicited on behalf of the Board of Directors of Advanced Environmental Recycling Technologies, Inc., a Delaware corporation (AERT or Company), for use at the annual meeting of stockholders to be held at the Company's corporate offices at 914 N. Jefferson St., Springdale, AR 72764, at 12:00 p.m. local time, Wednesday, June 27, 2012, and at any adjournments thereof. The notice of meeting and notice regarding the availability of proxy materials with instructions for accessing the proxy materials and annual report on the Internet are being mailed to stockholders on or about May 18, 2012.

A proxy may be revoked by delivering another proxy (either Internet proxy or printed proxy) with a later date, entering a new vote by Internet or telephone, delivering a written notice of revocation to the principal office of the Company, or in person at the meeting at any time prior to the voting thereof.

### VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

At the close of business on April 30, 2012, there were, 88,165,632 shares of Class A common stock, 1,375,657 shares of Class B common stock and 20,524,149 shares of Series E preferred stock issued and outstanding. Each outstanding share of Class A common stock entitles the holder thereof to one vote on matters submitted to the stockholders and each share of Class B common stock entitles the holder thereof to five votes on matters submitted to the stockholders. Each outstanding share of Series E preferred stock entitles the holder to the number of votes equal to the number of shares of common stock into which each share of preferred stock could be converted based upon an initial conversion amount of \$1,000 per share, subject to adjustment for accruing dividends, and an initial conversion price of \$0.075 per share, subject to adjustment. Accordingly, as of the date hereof, each such share of Series E preferred stock is currently entitled to 13,333 votes.

The holders of record of the Class A common stock, Class B common stock and Series E preferred stock outstanding on May 3, 2012 will vote together as a single class on all matters submitted to stockholders and such other matters as may properly come before the annual meeting and any adjournments or postponements thereof.

The form of proxy provides a method for stockholders to withhold authority to vote for any one or more nominees (See "Election of Directors" for the method of withholding authority to vote for directors) or for a particular matter. By withholding authority, shares will not be voted either for or against a nominee or a particular matter but will be counted for quorum purposes. Abstentions and brokers' "non-votes", if any, are counted for purposes of determining a quorum but will have no effect on the election of directors or other matters intended to be submitted to a vote of the stockholders.

As of April 30, 2012, the Company's directors and named executive officers beneficially owned approximately 0.8% of the currently outstanding shares of Class A common stock and 20.7% of the shares of Class B common stock, and collectively beneficially owned shares representing approximately 1.1% of the votes entitled to be cast upon matters

submitted at the annual meeting. H.I.G. AERT, LLC owned 79.4% of the votes entitled to be cast and may be in a position to control the Company.

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The following table sets forth, as of April 30, 2012, certain information with regard to the beneficial ownership of the Company's capital stock by each beneficial owner of 5% or more of the outstanding stock, by each named executive officer and director of the Company, and by all directors and named officers as a group. Unless otherwise noted below, the address of each beneficial owner listed in the table is c/o Advanced Environmental Recycling Technologies, Inc., 914 N. Jefferson St., Springdale, AR 72764.

Title of Class (1)	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership (2)	Percent of Class
Class A Series E	H.I.G. AERT, LLC	307,968,053	(3) 80.9%
		20,524,149	(3) 100.0%
Class A	Marjorie S. Brooks	8,661,295	(4) 2.3%
Class B		837,588	(5) 60.9%
Class A	Joe G. Brooks	1,693,752	*
Class B		284,396	20.7%
Class A	David O. Whitworth Trust	15,289,842	(6) 4.0%
Class A	Stephen W. Brooks	1,623,508	*
Class B		89,311	6.5%
Class A	Timothy D. Morrison	700,000	(7) *
Class A	J.R. Brian Hanna	500,000	(7) *
Class A	Vernon J. Richardson	10,000	*
Class A	Michael R. Phillips	-	*
Class A	Todd J. Ofenloch	-	*
Class A	Bobby J. Sheth	-	*
Class A	Jackson S. Craig	-	*
Class A	Jackson S. Craig	-	*

\*Represents less than 1.0%

(1) The Class B common stock is substantially identical to the Class A common stock, except that each share of Class B common stock has five votes per share and each share of Class A common stock has one vote per share. Each share of Class B common stock is convertible into one share of Class A common stock. Each share of Series E preferred stock is, by its terms, convertible into 13,333 shares of Class A common stock, subject to adjustment.

(2) Beneficial ownership of shares was determined in accordance with Rule 13d-3(d)(1) of the Securities Exchange Act of 1934. Class A common stock beneficial ownership was calculated by dividing the beneficial ownership of each stockholder by the sum of: (i) the total shares of Class A common stock outstanding at April 30, 2012 (88,165,632) plus, in the case of each such stockholder, any shares issuable to such stockholder upon the exercise or conversion of any derivative securities that are currently exercisable or become exercisable within 60 days of

April 30, 2012, and (ii) Class B common stock beneficial ownership is calculated based on 1,375,657 shares outstanding on April 30, 2012

- (3) Includes 292,678,163 shares of Class A common stock issuable upon conversion of 20,524,149 shares of Series E preferred stock. The shares of Series E preferred stock are convertible into shares of Class A common stock at H.I.G. AERT, L.L.C.'s election and for no additional consideration provided. H.I.G. AERT, L.L.C.'s address is c/o H.I.G. Capital, LLC, 1450 Brickell Avenue, 31st Floor, Miami, FL 33131, Attention: Richard H. Siegel, Esq.
- (4) Includes 481,816 shares owned directly, 8,236,274 in trusts or corporations controlled by Ms. Brooks, and 75,000 shares issuable upon exercise of stock options.



- (5) Includes 403,946 shares owned directly by Ms. Brooks and 433,642 shares owned by two corporations controlled by Ms. Brooks. Razorback Farms, Inc. is the record owner of 312,320 shares and Southern Mineral and Fibers, Inc. is the record owner of 121,322 shares, representing approximately 21.3% and 8.3% respectively, of the Class B common stock. Excludes additional shares owned by adult children of Ms. Brooks, including Joe G. Brooks, Stephen W. Brooks, and J. Douglas Brooks, as to which she disclaims a beneficial interest.
- (6) Includes 11,467,386 shares owned directly by David O. Whitworth Trust, 1,911,228 shares owned directly by Callie A. Whitworth and 1,911,228 shares owned directly by Carl A. Whitworth.
- (7) Includes shares issued pursuant to restricted stock awards.

#### DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The directors, nominees for director and executive officers of the Company are as follows:

Name	Age	Position
Joe G. Brooks	56	Chairman of the Board of Directors and Chief Executive Officer
Timothy D. Morrison	54	President and Director
J. R. Brian Hanna	59	Chief Financial Officer
Brent Gwatney	49	Senior Vice-President – Sales and Marketing
Alford Drinkwater	60	Senior Vice-President – Development and Governmental Affairs
Vernon J. Richardson	45	Director
Michael R. Phillips	36	Director
Todd J. Ofenloch	35	Director
Bobby J. Sheth	34	Director
Jackson S. Craig	38	Director

Joe G. Brooks was elected by the Company’s Board of Directors as its Chairman and the Company’s Co-Chief Executive Officer in December 1998. In addition, he served as President from February 2000 until March 2008. In July 2005, Mr. Brooks became sole Chief Executive Officer. Mr. Brooks has served as President or in other executive office capacities and has been a director since the Company’s inception in December 1988, including service as Chairman and Chief Executive Officer from inception until August 1993. He was a member of Clean Texas 2000, appointed by then Governor George W. Bush in 1995. Under Mr. Brooks’ guidance, the Company has received numerous recognitions including the U.S. Environmental Protection Agency Environmental Excellence Award and the U.S. Air Force Employer Patriot Award. As of March 2011, Mr. Brooks is a listed inventor on eighteen of the Company’s patents, and is a founder of AERT. Director qualifications include industry and company experience as a founder of the Company and joint inventor on the Company’s patents. Mr. Brooks holds a B.S. and M.S. degrees in Food Science and Engineering from the University of Arkansas. He has a long-standing background in plastic recycling.

Timothy D. Morrison joined AERT as President in March 2008 and has served as a director since June 2009. Mr. Morrison came to AERT with a background in polymer engineering as well as experience in turnaround management. He began his career with Dow Chemical in the hydrocarbons and polyethylene group where he held both operations and business positions. He led the Promix Joint Venture with Dow, Texaco and Enterprise Products before moving to Harris Chemical in 1992 as an equity partner where he led the turnaround of operations, customer service, IT, purchasing, and logistics for the leveraged buyout group. In 2000, Mr. Morrison joined Cyctec’s engineered products composite business, managing the composites and adhesives business. He brings experience in successfully servicing the needs and requirements of big box retailers from Valspar, where he served most recently as manager for Valspar’s Texas Division. Mr. Morrison comes to AERT with a B.S. in Chemical Engineering from the

University of Alabama, an M.B.A. from the University of Southern California, and training in both Lean Manufacturing and Six Sigma. Director qualifications include industry and technology experience as a manager in various manufacturing companies and with a chemical engineering background.

J. R. Brian Hanna joined AERT as Chief Financial Officer in November 2008. Mr. Hanna has most recently served as Chief Financial Officer of JT Sports (formerly Brass Eagle Inc.) from December 1, 1997 to October 31, 2008. Mr. Hanna obtained his Chartered Accountant's designation with Deloitte & Touche in 1982 and later became a Certified Public Accountant. Mr. Hanna's

background includes merger and acquisition integrations, financial system/IT implementations in addition to establishing internal controls, strategic planning and treasury functions.

Brent D. Gwatney joined AERT in October, 2007 as the National Sales Manager for MoistureShield® sales. Mr. Gwatney came to AERT with over twenty-eight years in the building industry, fourteen of which were as a manager of operations and sales in the composite industry. He attended the Carlson School of Management and Strategic Planning at the University of Minnesota. In August 2008, he was promoted to Vice President of MoistureShield® Sales and in 2011 he was promoted to Senior Vice President of Sales and Marketing for AERT and now oversees both the ChoiceDek® and MoistureShield® brands.

Alford E. Drinkwater has served as Senior Vice President in various capacities since September 2003, and is currently the Company's Senior Vice President of Development and Governmental Affairs. Prior to joining the Company in May 2000, Mr. Drinkwater had been the Assistant Director for the Established Industries Division of the Arkansas Department of Economic Development and was on the Advocacy Team from November 1988 until January 2000. From September 1986 until July 1988, he owned and operated Town and Country Waste Services, Inc. a waste services company engaging in the development of waste recycling, energy recovery, and disposal systems. From April 1981 until January 1987, Mr. Drinkwater was the Resource Recovery Manager for Metropolitan Trust Company, and was primarily involved in waste-to-energy systems development. From July 1974 until April 1981, Mr. Drinkwater worked for the State of Arkansas as Assistant to the Chief of the Solid Waste Control Division of the Arkansas Department of Pollution Control & Ecology and as the Manager of the Biomass and Resource Recovery Program of the Arkansas Department of Energy.

Dr. Vernon J. Richardson has been the accounting department chair in the Sam M. Walton College of Business at the University of Arkansas since 2007. He received an M.B.A. and undergraduate degrees in accounting from Brigham Young University prior to receiving a Ph.D. in accounting from the University of Illinois at Urbana-Champaign. Dr. Richardson then joined the faculty of the University of Kansas, holding assistant and associate professor positions from 1997 to 2005. He has been a professor in the Sam M. Walton College of Business at the University of Arkansas since 2005 and is currently the S. Robson Walton Endowed Chair in Accounting. Dr. Richardson has served in various positions with the American Accounting Association, and performs expert witness and consulting services. He has served as a director at Reassure America Life Insurance Company. Director qualifications include leadership, research, technology and finance experience as an accounting professor and chair of a university level accounting department.

Michael R. Phillips is a Managing Director with H.I.G. Capital, a private equity firm headquartered in Miami with offices in Atlanta, Boston, New York, San Francisco, London, Paris and Hamburg. Mr. Phillips has more than fourteen years of experience in investing in and advising middle market companies. Prior to H.I.G. Capital, Mr. Phillips was a management consultant with Bain & Company and an investment banker with Lehman Brothers. He sits on the boards of several portfolio companies of H.I.G. Mr. Phillips earned his Bachelor of Science in Engineering degree from Princeton University and an M.B.A. from the Wharton School at the University of Pennsylvania. Mr. Phillips' experience in investment banking, financial consulting and risk management gives him a valuable perspective and insight into the issues facing our company today and is applicable to our business needs.

Todd J. Ofenloch is a Principal in the Boston office of H.I.G. Capital, a private equity firm headquartered in Miami with offices in Atlanta, Boston, New York, San Francisco, London, Paris and Hamburg. Mr. Ofenloch is responsible for evaluating and executing new investment opportunities, as well as working with certain existing portfolio companies. He has over eleven years of experience investing in middle market private equity transactions and has worked on investments in a broad range of industries, including building products, business services, food and consumer products, media and marketing services, environmental services and distribution/logistics. Prior to H.I.G. Capital, Mr. Ofenloch was an investment professional at Parthenon Capital Partners and GTCR. He began his career as an investment banker at Lazard Frères, specializing in mergers & acquisitions advisory services.

Mr. Ofenloch graduated from the University of Illinois with a B.S. in Accountancy and received an M.B.A. from Columbia Business School. Mr. Ofenloch's experience with business development, strategic planning and risk management is applicable to our company needs. His knowledge and expertise in finance and assorted business markets will be beneficial on our board.

Bobby J. Sheth is a Principal with H.I.G. Capital, a private equity firm headquartered in Miami with offices in Atlanta, Boston, New York, San Francisco, London, Paris and Hamburg. Since joining the firm in 2007, Mr. Sheth has participated in a variety of new deal processes, divestitures, and financings. Mr. Sheth also sits on the boards of several H.I.G. portfolio companies. Prior to joining H.I.G., Mr. Sheth has also worked as a consultant for Alvarez & Marsal and as an Investment Banker for Citigroup. Mr. Sheth earned a Bachelor of Commerce in Finance from the University of Toronto and an M.B.A. from Harvard Business School. He is also a

Chartered Financial Analyst holder. Mr. Sheth's experience as an investment banker as well as his knowledge in risk management, business development and strategic planning provides a strong perspective into the needs of our company.

Jackson S. Craig is a Managing Director of Bayside Capital, an affiliate of H.I.G. Capital. Currently, he is responsible for all aspects of the investment process, including sourcing, transaction structuring, and financing as well as post-closing growth strategies. Mr. Craig brings over fifteen years of experience in private equity and debt investing into this capacity. Before joining Bayside, Mr. Craig spent ten years with DDJ Capital Management, L.L.C., a leading middle market distressed debt and private equity firm. While at DDJ, he co-managed the control distressed strategy and led investments across a number of sectors. Mr. Craig also sat on the Board of Directors of several DDJ portfolio companies. Prior to DDJ, Mr. Craig worked with Morgan Stanley as a research analyst on the distressed debt and special situations trading desk. Mr. Craig obtained a B.S.B.A. from the University of Vermont. Mr. Craig's work in the financial services arena as well as his wealth of knowledge with strategic planning, managing risk, and business development provides a valuable addition to our board.

Pursuant to the Series E Designation, which was filed with the Delaware Secretary of State on March 17, 2011 as an amendment to the Company's Certificate of Incorporation, H.I.G. has the exclusive right as holder of the Series E Preferred stock to vote separately as a single class to elect (i) for so long as there remains outstanding shares of Series E Preferred Stock representing at least twenty percent (20%) of the outstanding shares of common stock, four out of seven directors and (ii) for as long as any shares of Series E Preferred Stock remain outstanding but such outstanding shares of Series E Preferred Stock do not satisfy the provisions of clause (i) above, one of the Company's seven directors. Each committee of the board shall include at least one Series E Director. All Series E Directors shall be elected by the affirmative vote of the required holders either at meetings of stockholders at which directors are elected, a special meeting of the holders of the Series E Preferred Stock, or by written consent without a meeting.

Joe G. Brooks, Stephen W. Brooks, and J. Douglas Brooks are brothers and are sons of Marjorie S. Brooks, the Company's third largest stockholder and a former director. There are no other familial relationships between the current directors and executive officers.

Each of the Company's directors has been elected to serve until the next annual meeting of stockholders or until their successors are elected and qualified. Officers serve at the discretion of the Board of Directors. No nominee or current-standing director or officer of the Company has any pending or prior legal involvement that would be material to an evaluation of the ability or integrity of any director.

## CORPORATE GOVERNANCE

### Independence of Directors

From January 2011 until March 15, 2011, the Board of Directors was comprised of Joe G. Brooks, Stephen W. Brooks, Jerry B. Burkett, Edward P. Carda, Timothy D. Morrison and Vernon J. Richardson. On March 16, 2011, Michael R. Phillips was added to the Board of Directors. At the conclusion of the 2011 shareholders' annual meeting, three additional directors, Bobby J. Sheth, Todd J. Ofenloch, and Jackson S. Craig replaced the out-going Stephen W. Brooks, Jerry B. Burkett and Edward P. Carda pursuant to the rights of the Series E shareholders.

The Board of Directors determined that during 2011 Vernon J. Richardson was independent, and that Joe Brooks, Chairman and CEO, and Timothy D. Morrison, President, were not independent. As the result of the Series E designation provided to H.I.G. in connection with the Recapitalization Transactions, Michael R. Phillips, Todd J. Ofenloch, Bobby J. Sheth and Jackson S. Craig, who are affiliated with H.I.G. are considered not independent under such listing standards.

During fiscal 2011, the Company did not hold any executive sessions of the Board of Directors in which only independent members of the board were present.

## Board Leadership

Our Board of Directors' current leadership structure includes a Chairman of the Board and the Audit, Compensation and Governance Committees. The Audit Committee is chaired by an independent director. Our Board of Directors has determined that the Chief Executive Officer and the Chairman of the Board of Directors, being comprised of the same individual, is appropriate considering the size of the Company and the Board of Directors.

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Our Board of Directors' Audit Committee provides oversight of management and handling risk. Our Audit Committee oversees, among other things, the integrity of our consolidated financial statements; compliance, regulatory and legal risk; and the overall effectiveness of our system of internal controls and our policies and procedures for managing risk and assessing risk. Members of our Board of Directors also receive frequent updates from management regarding all aspects of the enterprise risk management, including our performance versus budget. Our Board of Directors' leadership structure is consistent with our approach to risk oversight, as the Chief Executive Officer and Chairman is involved directly with management, and the corporate governance role is enacted by the Board of Directors as a whole.

#### Stockholder and Interested Parties Communications with the Board

Stockholders and other interested parties may contact any of the Company's directors, a committee of the Board of Directors, the board's independent directors as a group or the Board generally, by writing to them at Advanced Environmental Recycling Technologies, Inc., c/o Corporate Secretary, at the address shown on the cover of this proxy statement. Stockholder communications received in this manner will be handled in accordance with procedures approved by the Board's independent directors. The Company encourages, but does not require, directors to attend annual meetings of stockholders.

#### Board Meetings and Certain Committee Reports and Meetings

During the Company's fiscal year ended December 31, 2011, the Board of Directors held six meetings corresponding to each SEC quarter filing and two special meetings. All directors attended 75% or more of the total number of meetings of the Board of Directors and its committees on which they served. Six of the seven board members attended the 2011 annual shareholders meeting, the seventh member of the Board attended via telephone conferencing.

On July 14, 2011, the Board appointed Vernon Richardson (chairperson), Todd Ofenloch, and Bobby Sheth as members of the Audit Committee. The Board of Directors determined that Vernon Richardson was independent, as that term is defined under the listing standards of the National Association of Securities Dealers. The Board of Directors has determined that Vernon Richardson qualifies as an Audit Committee financial expert; as such term is defined in rules of the SEC implementing requirements of the Sarbanes-Oxley Act of 2002. Dr. Richardson's experience was stated previously. The Audit Committee is directly responsible for the engagement of the Company's independent accountants and is responsible for approving the services performed by the Company's independent accountants and for reviewing and evaluating the Company's accounting principles and its system of internal accounting controls. In 2011, the Audit Committee engaged in quarterly discussions with the Company's auditors concerning their quarterly review and annual audit of the Company's financial statements and with management concerning their preparation of the financial statements.

From the beginning of 2011 until July 14, 2011, the Compensation Committee was chaired by Jerry Burkett with Ed Carda and Vernon Richardson serving as committee members. The Compensation Committee met via teleconference on January 10, 2011 and unanimously voted that no bonuses be paid for the fiscal year 2010. The Committee approved payment in 2011 of the bonus earned by Tim Morrison in 2009 that had not been paid during 2010. On July 14, 2011, the Board of Directors appointed Michael Phillips (Chair), Vernon Richardson, and Jackson Craig as the Compensation Committee. The Compensation Committee establishes and administers the Company's compensation plans on behalf of the Board of Directors and makes recommendations to the Board of Directors as to stock options, restricted stock awards or other awards granted thereunder and other compensation matters.

The duties of the Corporate Governance and Nominating Committee were assumed on July 14, 2011, by the full Board of Directors. The Corporate Governance and Nominating Committee evaluated the efforts of the Company and its Board of Directors to maintain effective Corporate Governance practices. The committee also identified candidates for election to the Board of Directors. On July 14, 2011, the Board determined that the duties of the Corporate

Governance and Nominating Committee should be assumed by the full Board of Directors. This determination was made based on the fact that there were no changes in board structure from prior year causing such designation to take place. The board met six times in 2011.

The Board of Directors believes that candidates for director should have certain minimum qualifications, including being able to read and understand financial statements and having the highest personal integrity and ethics. The Committee also considers such factors as relevant expertise and experience, ability to devote sufficient time to the affairs of the Company, demonstrated excellence in his or her field, the ability to exercise sound business judgment and the commitment to rigorously represent the long-term interests of the Company's stockholders. Candidates for director will be reviewed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of stockholders. The Board is responsible for recommending



candidates for nomination. When considering potential director nominees, the Board reviews available information regarding each potential candidate including qualifications, experience, skills and integrity as well as race, gender and ethnic diversity. The Board also considers past performance before nominating any director for re-election. Although we do not have a formal policy regarding diversity, our Board views its diversity as a priority and seeks diverse representation among members.

The Corporate Governance and Nominating Committee does not have a charter. The Board of Directors does not have a formal process for identifying and evaluating nominees for director. Instead, it uses its network of contacts to identify potential candidates. The board will conduct any appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates after considering the function and needs of the board. The board will meet to discuss and consider such candidates' qualifications and then select a nominee by majority vote.

Although the Board of Directors has not established a formal policy for considering nominees recommended by stockholders, the Board will consider director candidates recommended by stockholders. Because those candidates will receive substantially the same consideration that candidates recommended by members of the Board receive, the Board of Directors is of the view that it is appropriate for the Company to not have a formal policy for considering such candidates at this time. Stockholders wishing to recommend director candidates for consideration by the Board may do so in writing to the corporate secretary by January 30, 2013, at least 120 days in advance of the date corresponding to the mailing of proxy materials for the annual meeting, giving the recommended nominee's name, biographical data, and qualifications, accompanied by the written consent of the recommended nominee.

The charters of the Audit and Compensation Committees are available on the corporate website at [www.aert.com](http://www.aert.com). The Company has implemented a "Corporate Compliance Line" through which the Audit Committee, the Board of Directors, and the corporate compliance officer may be contacted, as appropriate. This service and number is available on our corporate website.

#### AUDIT COMMITTEE REPORT

The following report of the Audit Committee for fiscal year 2011 does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates this report by reference therein.

Management is responsible for the Company's internal controls and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company's financial statements in accordance with generally accepted auditing standards and to issue a report thereon. The committee's responsibility is to engage independent public accountants for the Company and to monitor and oversee the Company's financial reporting process and report its findings to the Board of Directors.

The Audit Committee of the Company is currently composed of three non-employee directors. The Committee fulfills its responsibilities through periodic meetings with management and independent auditors. The Committee reviewed and discussed with management and independent auditors the audited financial statements in the Company's annual report on Form 10-K for the year ended December 31, 2011. The Committee also discussed with the independent auditors matters required to be discussed by Statement on Auditing Standards No. 61. In addition, the Committee has received and reviewed the written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, and has discussed with the auditors the auditor's independence.

On the basis of these reviews and discussions, the Audit Committee recommended to the Board of Directors that the Board approve the inclusion of the Company's audited financial statements in the Company's annual report on Form 10-K for the year ended December 31, 2011, for filing with the Securities and Exchange Commission (SEC).

The Audit Committee has also considered whether the provision of non-audit services by the independent registered public accounting firm, HoganTaylor LLP, is compatible with maintaining auditor independence. HoganTaylor performed tax consulting and preparation services for the Company during 2011. No other non-audit related services were provided by HoganTaylor during 2011.

Submitted by the Audit Committee,  
Vernon J. Richardson, Chairperson  
Bobby J. Sheth  
Todd J. Ofenloch

## COMPENSATION COMMITTEE

The Compensation Committee is responsible for administering incentive plans and reviewing and making recommendations to the Board of Directors with respect to the compensation of AERT executive officers and key employees. The Compensation Committee has adopted a charter that is available on the Company's web site at [www.aert.com](http://www.aert.com).

### Overview of Compensation Program

Our executive compensation program is designed to achieve our goal of attracting, developing and retaining business leaders who can drive financial and strategic growth objectives that are intended to maximize long-term stockholder value. Compensation levels are set to reflect competitive market practices, as well as company and individual performance. The Compensation Committee of the Board of Directors (the "Committee") has established the following guiding principles for our executive compensation programs:

- **Competitiveness** — All components of compensation should be set competitively as compared against appropriate peer companies so that we can continue to attract, retain and motivate high performing executive talent.
- **Pay for Performance** — All components of compensation should be tied to the performance of the individual executive officer, his or her specific business unit or function, and AERT overall.
- **Accountability for Short- and Long-Term Performance** — Annual performance bonuses and long-term incentives should reward an appropriate balance of short-and long-term financial and strategic business results, with an emphasis on managing the business for the long-term.
- **Alignment to Stockholders' Interests** — Long-term incentives should align decision making with the interests of our stockholders.

### Compensation Philosophy and Objectives

Our executive compensation program is designed to:

- Attract, motivate and retain executive officers who can make significant contributions to our long-term success;
  - Align the interests of executive officers with those of stockholders; and
- Place a significant portion of an executive officer's total compensation at risk by tying it to our financial performance.

### Role of Executive Officers in Compensation Decisions

To assist them in making compensation decisions, the Committee reviews compensation tally sheets, prepared by management, which present comprehensive data on the total compensation and benefits package for each of our executive officers. These tally sheets include all obligations for present and projected future compensation, as well as analyses for hypothetical terminations and retirements to consider our obligations under such circumstances. Additionally, the Committee partially relies on recommendations by the CEO regarding compensation of the other executive officers and key management employees.

### Setting Executive Compensation

The Committee strives to establish and periodically review AERT's compensation philosophy and the adequacy of compensation plans and programs for directors, executive officers and other AERT employees and make recommendations to the Board of Directors regarding:

- Compensation arrangements and incentive goals for executive officers and administration of the compensation plans and recommendations to the Board of Directors with respect thereto;

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- The performance of the executive officers and incentive compensation awards and adjustment of compensation arrangements as appropriate based upon performance; and
- Management development and succession plans and activities.

The primary components of our executive compensation programs are: base salary, discretionary awards, and long-term incentive awards.

#### Base Salary

Base salaries are generally targeted at the middle of the competitive marketplace (the “median”).

The “market rate” for an executive position is determined through an assessment by our human resources personnel under the guidance and supervision of the Committee. This assessment considers relevant industry salary practices, the position’s complexity, and level of responsibility, its importance to AERT in relation to other executive positions, and the competitiveness of an executive’s total compensation.

Subject to the Committee’s approval, the level of an executive officer’s base pay is determined on the basis of:

- Relevant comparative compensation data; and
- The Chief Executive Officer’s assessment (except with respect to himself) of the executive’s performance, experience, demonstrated leadership, job knowledge and management skills.

#### Discretionary Awards

The Committee may, at its discretion, authorize periodic cash awards to executives. Discretionary awards are designed to give the Committee the flexibility to provide incentives that are comparable to those found in the marketplace in which we compete for executive talent. In determining the extent and nature of discretionary awards, the Committee considers our cash flow, net income, progress toward short-term and long-term business objectives, and other competitive compensation programs.

When considering discretionary awards, the Committee identifies the employees who are eligible to participate and computes and certifies the size of the discretionary pool based on financial information supplied by our executive officers. The award made to each eligible participant is based on the opportunity level assigned to the participant and an assessment of his or her performance and the performance of their business unit versus corporate objectives.

### Long-Term Incentive Awards

Long term executive incentives are designed to promote the interests of AERT and its stockholders by attracting and retaining eligible directors, executives and other key employees.

The Committee has the authority to determine the participants to whom awards shall be granted. The awards under our prior plans could be made in the form of stock options, restricted stock units, performance awards and other stock-based awards. While the 2005 and 2008 Key Associate and Management Equity Incentive Plans aligned with the business plan for the Company at that time, the Plans now require modernization.

The Company has proposed a new long-term incentive award plan, referred to later as “Proposal 3 – 2012 Stock Incentive Plan” (the Plan). The Plan will provide the Company with greater flexibility to provide incentives that are comparable to those found in the marketplace in which we compete. The Plan will also provide the shareholders greater accountability for the granting of awards. The Plan will more closely align long-term incentives with the Company’s long-range strategic goals. The Plan will focus on increasing throughputs, reducing costs, and increasing efficiencies. A detailed description of the Plan can be found under Proposal 3.

### DIRECTOR COMPENSATION

Directors who are also employees of AERT and H.I.G. Capital, LLC are not entitled to any additional compensation by virtue of service as a director, except for reimbursement of any specific expenses attributable to such service.

Dr. Richardson, as an independent, non-employee director, received director’s fees of \$11,000 for April 1 through December 31, 2011 for a prorated portion of the annual compensation. Dr. Richardson, along with the other non-employee board members elected to forego any remuneration for services provided in 2011 prior to the recapitalization.

### EXECUTIVE OFFICER COMPENSATION

The following table sets forth the aggregate compensation the Company paid during the two years ended December 31, 2011 to the Chief Executive Officer, the Chief Financial Officer, and the President.

On March 12, 2012, the Company entered into Employment Agreements with Joe G. Brooks, Chairman and Chief Executive Officer, Timothy D. Morrison, President, and J. R. Brian Hanna, Chief Financial Officer. Mr. Brooks’ agreement is effective March 12, 2012 and expires on March 12, 2015 while those of the President and Chief Financial Officer are effective January 1, 2012 and expire on January 1, 2015. All three agreements automatically renew on the same terms and conditions for additional one-year periods unless the Company or Executive gives the other party written notice of its election not to renew the Employment Period at least 60 days prior to the renewal date.

The Employment Agreements provide that Messrs. Brooks, Morrison, and Hanna will each receive an annual base salary of \$230,000, \$235,000, and \$220,000 respectively with an annual bonus potential for each based on performance goals and criteria approved by the Compensation Committee of the Board of Directors of the Company. All three executives are eligible to participate in the Company’s equity incentive plan which will be subject to customary vesting, buy back, and other provisions as determined by the Compensation Committee.

## Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$) <sup>1</sup>	All Other Compen- sation (\$)	Total (\$)
Joe G. Brooks Chairman and Chief Executive Officer	2011	190,000	-	-	23,4402	213,440
	2010	190,000	-	-	67,6663	257,666
Timothy D. Morrison President	2011	200,000	54,424	13,4104	-	267,834
	2010	200,000			430	200,430
J. R. Brian Hanna Chief Financial Officer	2011	185,000	4,629	9,0005	260	198,890
	2010	184,956	47,000		-	231,956

1. All stock awards fully vested on March 18, 2011 with the H.I.G. recapitalization.

2. This amount represents \$21,712 of reimbursed expenses and \$1,728 for car allowance.

3. This amount represents \$55,187 of reimbursed expenses, \$11,750 auto allowance and \$729 of life insurance premiums.

4. 700,000 shares of restricted stock issued with a fair value of \$0.018 per share.

5. 500,000 shares of restricted stock issued with a fair value of \$0.018 per share.

## Outstanding Equity Awards at 2011 Calendar Year End

As the result of the HIG restructuring, all outstanding stock awards were vested as of March 18, 2011 and no awards were made subsequent to that date.

## Equity Compensation Plan Information

The following table provides information as of December 31, 2011, regarding shares outstanding and available for issuance under our existing stock compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column of this table)*
Equity compensation plans approved by security holders	525,000	\$ 1.62	1,540,673
Equity compensation plans not approved by security holders	-	-	-
Total	525,000	\$ 1.62	1,540,673

\* The amount in this column represents the sum of restricted stock units available for grant or available to be issued.

## 401(k) Plan

The Company sponsors the AERT 401(k) Plan for the benefit of all eligible employees. The 401(k) Plan qualifies under Section 401(k) of the Internal Revenue Code thereby allowing eligible employees to make tax-deferred contributions to the Plan. The 401(k) Plan provides that the Company may elect to make employer-matching contributions equal to a percentage of each participant's voluntary contribution. The Company may also elect to make a profit sharing contribution to the 401(k) Plan. The Company has never made any matching or profit sharing contributions to the 401(k) Plan.



## Limited Liability of Officers and Directors

The Delaware Supreme Court has held that a director's duty of care to a corporation and its stockholders requires the exercise of informed business judgment. Having become informed of all material information reasonably available to them, directors must act with requisite care in the discharge of their duties. The Delaware general corporation law permits a corporation through its certificate of incorporation to exonerate its directors from personal liability to the corporation or its stockholders for monetary damages for breach of the fiduciary duty of care as a director, with certain exceptions. The exceptions include a breach of the directors' duty of loyalty, acts or omissions not in good faith or which involve intentional misconduct or knowing violations of law, improper declarations of dividends and transactions from which the directors derived an improper personal benefit. The Company's certificate of incorporation exonerates its directors, acting in such capacity, from monetary liability to the extent permitted by this statutory provision. The limitation of liability provision does not eliminate a stockholder's right to seek non-monetary, equitable remedies such as injunction or rescission to redress an action taken by directors. However, as a practical matter, equitable remedies may not be available in all situations and there may be instances in which no effective remedy is available.

## SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires AERT's executive officers and directors, and persons who own more than ten-percent of a registered class of the Company's securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission and National Association of Securities Dealers. Officers, directors and greater than ten-percent shareholders are required by SEC regulation to furnish the Company with copies of all forms filed pursuant to Section 16(a). Based on a review of the copies of such forms received by it, the Company believes that during the fiscal year ended December 31, 2011; all Section 16(a) filing requirements were met.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

From time to time, the Company may enter into transactions with related parties. In reviewing a transaction or relationship, the Board as a whole, with the interested parties recusing themselves, will take into account, among other factors it deems appropriate, whether the transaction is on terms no more favorable than to an unaffiliated third party under similar circumstances, as well as the extent of the related party's interest in the transaction. For each of the following related party transactions, the board determined that the transaction was negotiated at arm's length and on no more favorable terms than to an unaffiliated party.

### Lease

In December 2007, the Company entered into a 20-year lease for an existing 16 building complex on 60 acres in Adair County, Oklahoma near the town of Watts, for construction of a waste plastic washing, recycling, and reclamation facility. The property is being leased from Razorback Farms, a corporation controlled by Marjorie S. Brooks, a former director and the mother of Joe Brooks, CEO, J. Douglas Brooks, Vice President of International Sales and Plastics Development, and Stephen Brooks, the Company's Warehouse and Logistics Manager. Lease payments commenced on January 1, 2009, and are equal to \$0.0075 per one pound of recycled resin produced from the Production facility, with a minimum rent of \$1,000 per month. The throughput or production rent is due quarterly and is capped throughout the term of the lease not to exceed \$450,000 per year. Rent expense recorded under this lease totaled \$91,086 in 2010 and \$181,351 in 2011.

Commencing in 2011, from January 1 to March 1, 2011 for a 60-day period and every three years thereafter, the Company has the right to purchase the site and any adjoining property of 891 acres required for the operation of its facility at fair market value.

Guarantees

Marjorie S. Brooks; Joe G. Brooks, the Company's Chairman and Chief Executive Officer; and Stephen W. Brooks, the Company's Warehouse and Logistics Manager; personally guarantee repayment of the Company's bank line of credit.

The Company is currently working to restructure or replace the line, which had a balance of \$6.1 million at December 31, 2011. The line is secured by inventory, accounts receivable, chattel paper, general intangibles, other current assets and the Brooks' family real estate assets, as well as by fixtures and equipment, and bears an interest rate that was reduced from 7.5% to 7.15% effective February 15, 2012. The maturity date of the Company's line of credit agreement with Liberty Bank of Arkansas was extended multiple times in 2010, and again in 2011. Effective February 15, 2012, the maturity date on the line of credit was extended to February 15, 2013. The full amount of the line is guaranteed as to payment by Marjorie S. Brooks, by Joe G. Brooks, the Company's

Chairman and Chief Executive Officer, and by Stephen W. Brooks, the Company's Warehouse and Logistics Manager. Ms. Brooks' guaranty is collateralized by a subordinate lien on all of our assets subject to certain priority liens. Ms. Brooks receives a fee equal to 4% of the balance guaranteed as compensation for her guaranty.

### Recapitalization Transactions

The Company consummated the Recapitalization Transactions with H.I.G. and other existing preferred stockholders of the Company on March 18, 2011. Pursuant to the Recapitalization Transactions, H.I.G. was issued (i) a Series A Term Note ("Series A Note") in the aggregate principal amount of \$10,000,000, (ii) a Series B Senior Term Note ("Series B Note", and collectively with the Series A Note, the "Notes") in the aggregate principal amount of \$9,000,000 (or such lesser amount as is actually borrowed there under), and (iii) 20,524,149 shares of Series E Convertible Preferred Stock, par value \$0.01 per share, of the Company (the "Series E Preferred Stock"), in exchange for \$32,620,816 of H.I.G.'s existing secured debt in the Company, including interest accrued through March 17, 2011, and H.I.G. making approximately \$6.9 million in additional new capital available to the Company. The aggregate principal amount outstanding under the Series A Note and the Series B Note upon consummation of the Recapitalization Transactions was \$17,596,667.

The Notes are secured by a grant of a security interest in all of the Company's assets in accordance with the terms of a Security Agreement, Patent Security Agreement, Copyright Security Agreement and Trademark Security Agreement, each dated March 18, 2011. The Series A Note matures six years after the closing of the Recapitalization Transactions (the "Closing") and, at the Company's option, either (i) bears cash interest at 8.0% per annum or (ii) bears cash interest at 4.0% per annum, plus a rate of interest equal to 4.0% per annum payable in kind and added to the outstanding principal amount of the Series A Note (with the latter option only being available for the first 24 months following the Closing, after which the Series A Note will bear cash interest at 8.0% per annum). H.I.G. and Liberty Bank of Arkansas ("Liberty") concurrently entered into an Amended Intercreditor Agreement pursuant to which H.I.G. has priority vis-a-vis Liberty with respect to its lien on all assets of the Company other than inventory, accounts receivable, deposit accounts, and receipts, revenues, cash and income derived from such inventory and accounts receivable and certain real estate, and Liberty has priority vis-à-vis H.I.G. with respect to its lien on all inventory, accounts receivable, deposit accounts and receipts, revenues, cash and income derived from such inventory and accounts receivable and certain real estate.

Upon the Closing, H.I.G. converted \$2,096,667 of prior secured debt and accrued interest thereon into borrowings under the Series B Note. In addition, an additional \$5,500,000 was funded and drawn under the Series B Note at Closing. The remaining principal balance is available to be drawn down from time to time in the future upon request by the Company, subject to H.I.G.'s approval in its sole discretion. The Series B Note matures six years after the Closing and, at the Company's option, either (i) bears cash interest at 10.0% per annum or (ii) bears cash interest at 4.0% per annum, plus a rate of interest equal 6.0% per annum payable in kind and added to the outstanding principal amount of the Series B Term Note. The Series B Note ranks pari passu to the Series A Note.

In addition, on March 18, 2011, immediately prior to the closing of the Recapitalization Transactions, the Company and the holders of the Company's Series D Preferred Stock (including H.I.G.) exchanged all of the outstanding shares of the Company's Series D preferred stock and Warrants exercisable for 3,787,880 shares of the Class A common stock for 36,313,376 shares of the Class A common stock, equal to approximately 10% of the outstanding common shares of the Company on a fully diluted basis (the "Series D Exchange"). Following consummation of the Recapitalization Transactions and the Series D Exchange, H.I.G. owns approximately 80.0% of the outstanding common equity securities of the Company on a fully diluted, as converted basis. Pursuant to a Securities Exchange Agreement between the Company and H.I.G. dated March 18, 2011 (the Exchange Agreement), until such time as H.I.G. no longer owns at least 20% of the Company's outstanding Common Stock on a fully diluted basis, H.I.G. has the right to purchase securities in any subsequent issuance or sale of securities by the Company in an amount equal to the greater of (i) H.I.G.'s ownership percentage as of the business day prior to its receipt of notice of the proposed

issuance or sale by the Company or (ii) 51%.

Under the Certificate of Designations, Preferences and Rights of the Series E Convertible Preferred Stock of the Company filed on March 17, 2011 with the Delaware Secretary of State, H.I.G. has the right to designate four out of seven directors, representing a majority of the Company's Board of Directors. On March 16, 2011, the Company's Board of Directors approved the appointment of Michael R. Phillips, an affiliate of H.I.G., to the Board of Directors, effective as of the closing of the Recapitalization Transactions, to fill a vacancy. The Company entered into an Indemnity Agreement with Mr. Phillips dated March 18, 2011, entitling Mr. Phillips to indemnification, defense and advancement of expenses by the Company in connection with his service as a director of the Company. In addition, H.I.G.'s three other designees for director, Todd J. Ofenloch, Bobby J. Sheth and Jackson S. Craig, are also affiliates of H.I.G.

## INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

## Fees

The information below sets forth the fees charged by HoganTaylor LLP during 2011 and 2010 for services provided to the Company in the following categories and amounts:

	2011	2010
Audit fees	\$ 119,300	\$ 109,500
Audit-related fees	21,300	10,000
Tax fees	13,568	13,750
All other fees	-	-
	\$ 154,168	\$ 133,250

Audit fees include amounts charged for the audit of the financial statements as of and for the year ended December 31, 2011, along with fees for the review of the financial statements for the quarters ended March 31, 2011; June 30, 2011; and September 30, 2011; and fees for post-audit reviews for registration statement filings. Audit-related fees include the audit of the financial statements of the AERT, Inc. 401(k) Plan and review of SEC comment letters.

Tax fees were paid primarily for preparation of federal and state tax returns, along with consulting services related to certain tax issues.

## Pre-Approval Policy

All of HoganTaylor's fees for 2011 and 2010 were pre-approved by the Audit Committee through a formal engagement letter with HoganTaylor. The Audit Committee's policy is to pre-approve all services by AERT's independent accountants.

## PROPOSALS FOR SHAREHOLDER CONSIDERATION

## Proposal 1: Election of Directors

The Company currently has seven directors. Three nominees are standing for election at the June 27, 2012 annual meeting of stockholders.

Holders of shares of outstanding Class A and Class B common stock and Series E preferred stock voting together as a single class are to elect the three members to the Board of Directors. To be elected, each director must receive a plurality of the votes cast at the annual meeting. All directors serve for a term of one year and until their successors are duly elected and qualified. Each outstanding share of Class A common stock entitles the holder thereof to one vote with respect to the election of each of the seven director positions to be filled. Each share of outstanding Class B common stock entitles the holder thereof to five votes with respect to the elections of each of the seven director positions to be filled, and each outstanding share of Series E preferred stock is entitled to a number of votes equal to the number of common shares into which it is then convertible (currently 13,333 votes per share of Series E preferred stock) with respect to the election of each of the director positions to be filled.

Pursuant to the Series E Designation, which was filed with the Delaware Secretary of State on March 17, 2011 as an amendment to the Company's Certificate of Incorporation, H.I.G. has the exclusive right as holder of the Series E Preferred stock to vote separately as a single class to elect (i) for so long as there remain outstanding shares of Series E Preferred Stock representing at least twenty percent (20%) of the outstanding shares of common stock, four out of seven directors and (ii) for as long as any shares of Series E Preferred Stock remain outstanding but such outstanding

shares of Series E Preferred Stock do not satisfy the provisions of clause (i) above, one of the Company's seven directors. Each committee of the board shall include at least one Series E Director. All Series E Directors shall be elected by the affirmative vote of the required holders either at meetings of stockholders at which directors are elected, a special meeting of the holders of the Series E Preferred Stock, or by written consent without a meeting.

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The form of proxy provides a method for stockholders to withhold authority to vote for any one or more of the nominees for director while granting authority to vote for the remaining nominees. If you withhold authority to vote your shares, such vote will be treated as an abstention and, accordingly, your shares will neither be voted for or against a director but will be counted for quorum purposes.

#### Required Vote

The three nominees for director are: Joe G. Brooks, Timothy D. Morrison and Vernon J. Richardson. All of the nominees for director are presently serving as directors of the Company. Currently, Joe G. Brooks is Chairman and Chief Executive Officer and Timothy D. Morrison is President.

In the event one or more nominees become unavailable for election, votes will be cast, pursuant to authority granted by the proxy, for such substitute nominees as may be designated by the Board of Directors. The Board of Directors has no reason to believe that any nominee will be unable to serve, if elected.

**THE BOARD RECOMMENDS THAT THE STOCKHOLDERS VOTE IN FAVOR OF THE THREE NOMINEES NAMED ABOVE. PROXY CARDS EXECUTED AND RETURNED WILL BE SO VOTED UNLESS CONTRARY INSTRUCTIONS ARE INDICATED THEREON.**

#### Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

##### Introduction

Subject to ratification by the stockholders, the board's Audit Committee has selected HoganTaylor LLP to be AERT's independent registered public accounting firm for the Company's fiscal year ending December 31, 2012. The Audit Committee may terminate the appointment of HoganTaylor LLP as independent registered public accounting firm without stockholder approval whenever the Audit Committee deems necessary or appropriate.

Representatives of HoganTaylor LLP are expected to attend the annual meeting. They will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from stockholders.

#### Required Vote

Ratification of the appointment of the independent registered public accounting firm requires the affirmative vote of a majority of the voting power present (in person or by proxy) and entitled to vote at the meeting. In the event that the Company's stockholders fail to ratify the appointment of HoganTaylor LLP, the selection of the Company's independent registered public accounting firm will be submitted to the Company's Audit Committee for reconsideration.

**THE BOARD RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. PROXY CARDS EXECUTED AND RETURNED WILL BE SO VOTED UNLESS CONTRARY INSTRUCTIONS ARE INDICATED THEREON.**

#### Proposal 3: Ratification of 2012 Stock Incentive Plan

This proposal gives our shareholders the opportunity to ratify the Company's 2012 Stock Incentive Plan (Plan). This Plan is an equity-based incentive compensation plan that will be used to distribute Awards to qualified employees, thereby fulfilling the following objectives of the Company:

1. To enhance the Company's ability to attract highly qualified personnel

2. To strengthen the Company's retention capabilities
3. To enhance the long-term performance and competitiveness of the Company
4. To align the interest of Plan participants with those of the Company's shareholders.

The Plan was approved by the Board of Directors on March 3, 2012. Any Awards made before shareholder approval are contingent upon shareholder approval.



## Administration

The 2012 Plan will be administered by the Compensation Committee of the Board of Directors, and thereafter by such committee as the board may from time to time designate, or by the board itself, if it shall so designate (the body that administers the 2012 Plan is referred to as the "Committee"). Except when the entire board is acting as the 2012 Plan Administrator, the Committee administering the 2012 Plan shall consist solely of two or more persons all of whom are both "non-employee directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934.

## Plan Basics

A total of 40,000,000 shares shall be available for issuance under the Plan. The shares deliverable pursuant to Awards shall be authorized but unissued shares, or shares that the Company otherwise holds in treasury or trust. Participants are solely responsible for taxes due on Awards. Awards may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution. In the event of a change of control, shares will be equitably adjusted. Awards will be assumed by the successor company; the Awards Committee may accelerate vesting, arrange for cash payment, terminate all or some Awards, or make other modifications. Pursuant to the Awards Agreement, the Company may terminate, rescind, or recapture any outstanding, unexercised, unexpired, unpaid, or deferred Awards. The Company may require that any Participant reimburse the Company for all or any portion of the Awards granted under this Plan. No Participant shall have any rights as a shareholder of the Company until the date of issuance of a share certificate. The Plan will be valid for a period of 10 years.

The Committee will have the power and authority to select and grant to participants the following types of Awards:

1. Options give the Participant the right to purchase Company stock at a given price over an extended period of time. Incentive Stock Options (ISOs) are within the definition of IRS §422. In the case of an ISO granted to a Participant who is a 10% shareholder on the grant date, the exercise price shall be at least 110% of the fair market value.
2. Share Appreciation Rights (SARs) provide the Participant with a cash (or shares) payment based on the increase in the value of a stated number of shares over a specific period of time. A participant may wish to use an IRS §83(b) election, which will allow the Participant to recognize the value of the SARs as income upon the purchase of the stock.
3. Restricted Shares and Restricted Share Units (RSUs) are shares of stock for which a Participant is eligible after certain restrictions are fulfilled. Restrictions are pursuant to the Awards Agreement. The Participant shall receive unrestricted shares (or cash) in settlement of the Award. Restricted Shares, RSUs and Unrestricted Shares are not inconsistent with the Plan. If the shares are purchased and forfeited for any reason, the purchase price is refunded to the Participant and the shares of stock remain with the Company.
4. Deferred Stock Units (DSUs) are permitted within the Plan guidelines. The Committee may permit select eligible persons who are Directors or members of a select group of management or highly compensated employees (within the meaning of ERISA) to irrevocably elect to forego the receipt of cash or other compensation in lieu thereof to have the Company credit to an internal Plan account the number of DSUs deferred. DSUs are 100% vested at all times.
5. Performance and cash-settled Awards are based on achievement of performance measures for a performance period in relation to a performance formula. The maximum Award will be 10,000,000 shares or \$1.0 million. HCE may defer the Award.
- 6.

Dividend Equivalent Rights give the Participant the right to receive a payment, in shares or in cash that is equivalent to the value of dividends declared on shares as of all dividend payment dates. The Award is paid on the record date of dividends and is pursuant to the Awards Agreement.

For the period ended March 31, 2012, no Awards have been made.

Required Vote:

THE BOARD RECOMMENDS A VOTE FOR RATIFICATION OF THE 2012 STOCK INCENTIVE PLAN.  
PROXY CARDS EXECUTED AND RETURNED WILL BE SO VOTED UNLESS CONTRARY  
INSTRUCTIONS ARE INDICATED THEREON.

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## COST AND METHOD OF PROXY SOLICITATION

The Company will pay the cost of proxy solicitation. In addition to notices sent by mail, arrangements will be made with brokers and other custodians, nominees and fiduciaries to send the necessary materials to their principals and the Company will, upon request, reimburse them for their reasonable expenses in so doing.

## ADDITIONAL INFORMATION AVAILABLE

Upon the written request of any stockholder, the Company will furnish, without charge, a copy of the Company's 2011 annual report on Form 10-K, as filed with the SEC, including the financial statements and schedules. The written request should be sent to investor relations, at the Company's executive office. The written request must state that, as of April 30, 2012, the person making the request was a beneficial owner of capital stock of the Company.

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for stockholders and cost savings for companies. The Company and some brokers household proxy materials, delivering a single proxy statement to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or the Company that they or the Company will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, please notify your broker if your shares are held in a brokerage account or the Company if you hold registered shares. You can notify the Company by sending a written request to Investor Relations, 914 N. Jefferson St., Springdale, Arkansas 72764, by registered, certified, or express mail.

## STOCKHOLDER PROPOSALS FOR THE ANNUAL MEETING IN 2013

If you want to present a proposal for possible inclusion in the Company's proxy statement for the annual meeting of stockholders in 2013, you may do so by following the procedures described in SEC Rule 14a-8 by sending the proposal to Secretary of the Company, 914 N. Jefferson St., Springdale, Arkansas 72764, by registered, certified or express mail. Proposals must be received on or before December 30, 2012. This date is determined by the Board and is based on SEC Rule 14a-8, which states proposals for a regularly scheduled annual meeting must be received at the Company's principal executive offices not less than 120 calendar days before the release date of the previous year's annual meeting proxy statement.

## OTHER MATTERS

The Board does not intend to present any items of business other than those stated in the Notice of Annual Meeting of Stockholders. If other matters are properly brought before the meeting, the persons named in the proxy will vote the shares represented by it in accordance with their best judgment. Discretionary authority to vote on other matters is included in the proxy.

The foregoing Notice and Proxy Statement are sent by order of the Board of Directors.

Joe G. Brooks  
Chairman  
Dated: April 30, 2012

