

SPECTRUM CONTROL INC
Form PRE 14A
February 17, 2010

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

(Amendment No.)

Filed by the Registrant]

Filed by a Party other than the Registrant]

Check the appropriate box:

] Preliminary Proxy Statement

] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

] Definitive Proxy Statement

] Definitive Additional Materials

] Soliciting Material Pursuant to §240.14a-12

SPECTRUM CONTROL, INC.

(Name of Registrant as Specified in Its Charter)

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3) Filing Party:

4) Date Filed:

SPECTRUM CONTROL, INC.

8031 Avonia Road

Fairview, Pennsylvania 16415

NOTICE OF ANNUAL SHAREHOLDERS MEETING

APRIL 12, 2010

SPECTRUM CONTROL, INC.

To the Shareholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Spectrum Control, Inc. will be held at the Bel-Aire Clarion Hotel & Conference Center, 2800 West Eighth Street, Erie, Pennsylvania 16505, on Monday, April 12, 2010, at 9:00 a.m., prevailing time, for the following purposes:

1. To elect three Directors (each to hold office for a term of three years).
2. To approve an amendment to the Company's Bylaws.
3. To ratify the appointment of Ernst & Young LLP as independent registered public accounting firm of the Company.
4. To transact such other business as may come before the Meeting or any adjournment thereof.

Accompanying this Notice is a Form of Proxy and Proxy Statement.

Shareholders of the Company of record at the close of business on February 19, 2010 are entitled to notice and the right to vote at the Annual Meeting. Each holder of shares of Common Stock is entitled to one (1) vote per share.

Your vote is very important and we hope that you will attend the Meeting. However, whether or not you plan to attend the Meeting, please vote by proxy in accordance with the instructions on your proxy card, on your voting instruction form (from your bank or broker), or that you received through electronic mail. There are three convenient ways of submitting your vote:

Voting by telephone You can vote your shares by telephone by calling the toll-free telephone number indicated on your proxy card and following the voice prompt instructions. Telephone voting is available 24 hours a day.

Voting by the Internet You can also vote via the Internet by visiting the web site noted on your proxy card. Internet voting is available 24 hours a day. We encourage you to vote via the Internet, as it is the most cost-effective way to vote.

Voting by mail If you choose to vote by mail, simply mark your proxy, date and sign it, and return it in the postage-paid envelope provided. If you vote by telephone or Internet, you do not need to return your proxy card. Signing and returning the proxy card or submitting your proxy via Internet or by telephone does not affect your right to vote in person if you attend the Meeting and your shares are registered in your name. If your shares are held in the name of a bank, broker, or other holder of record, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote at the Meeting.

By Order of the Board of Directors

/s/ JAMES F. TOOHEY
JAMES F. TOOHEY, Secretary

PROXY STATEMENT FOR ANNUAL MEETING OF

SHAREHOLDERS TO BE HELD MONDAY, APRIL 12, 2010

Solicitation of Proxy

This Proxy Statement and the accompanying form of proxy will be mailed to all Shareholders of Spectrum Control, Inc., 8031 Avonia Road, Fairview, Pennsylvania 16415 (Spectrum , the Corporation or the Company) by March 8, 2010, and is furnished in connection with the Directors solicitation of proxies for the Annual Meeting of Shareholders to be held on Monday, April 12, 2010 at the time and place and for the purposes set forth in the Notice of Annual Meeting of Shareholders accompanying this Proxy Statement. Only holders of Common Stock of record at the close of business on February 19, 2010, will be entitled to vote. On that date, there were 12,718,865 shares of Common Stock outstanding.

Each share of Common Stock entitles the holder thereof to one (1) vote. With respect to the election of Directors, Shareholders have the right to vote cumulatively. This means that each Shareholder may multiply the number of shares he or she owns by the number of Directors to be elected and distribute this number among any number or all of the candidates in any manner he or she desires. Cumulative voting enables Shareholders to concentrate the voting of their shares in favor of the election of a lesser number of nominees than the total number of Directors being voted upon; persons holding less than a majority of shares voting may thereby be able to elect one or more Directors.

Revocation of Proxy

The giving of a proxy does not preclude the right to vote in person should the person giving the proxy desire, and the person giving the proxy has the power to revoke the proxy at any time before it has been exercised. This right of revocation is not limited nor is it subject to any formal procedure.

Proxy Solicitation Cost

The cost of soliciting proxies in the accompanying form will be borne by the Company. The officers, directors and employees of the Company, without additional compensation, may solicit proxies by mail, facsimile, telephone or personal contact. The Company does not expect to pay any compensation for the solicitation of proxies, but will reimburse brokerage firms and other custodians, nominees and fiduciaries for their expenses in forwarding proxies and proxy material to the beneficial owners of its Common Stock.

Annual Report

The Annual Report of the Company for the year ended November 30, 2009, is being mailed to Shareholders concurrently with this Proxy Statement. The Annual Report is not to be considered a part of the proxy soliciting materials.

Corporate Governance

Prior to giving effect to the amendment to the Company s Bylaws proposed herein, the Bylaws of the Corporation provide that the business shall be managed by a Board of Directors, eleven (11) in number, who need not be residents of Pennsylvania or Shareholders of the Corporation, and who serve for terms of three (3) years each. The Company presently has eight (8) Directors. With the exception of Mr. Freeman and Mr. Southworth, who are employed as officers of the Company, all other Directors meet the definition of independence as defined in Rule 4200 of the NASDAQ Stock Market, Inc. rules of corporate governance. In making this determination, the Board of Directors considered the payments made by the Company to the law firm in which Mr. Toohey is a partner and which are disclosed under Certain Relationships and Related Transactions in this Proxy Statement.

During the past fiscal year, the Board of Directors met seven (7) times. All Directors attended more than 85% of the Board of Directors and Committee Meetings they were scheduled to attend. The Board encourages, but does not require, Directors to attend the Annual Shareholders Meeting. At last year s meeting, all non-retiring Directors were present.

Because of the multitude of matters requiring Board consideration, the Board of Directors has established a number of standing committees to devote attention to specific subjects, as further described below.

Committees of the Board

Audit Committee: The primary function of the Audit Committee is to monitor the quality and integrity of the Company's accounting, auditing, and financial reporting practices. As part of this function, the Committee reviews the proposed scope and results of the external audit, as well as the scope, adequacy and results of the Company's control procedures over financial reporting. The Audit Committee also recommends to the Board the engagement of independent registered public accountants to audit the financial statements of the Company, and negotiates the fee to be paid by the Company to the Auditors for audit and non-audit services. The current members of the Audit Committee are: George J. Behringer, Chairman; Bernard C. Bailey; and Gerald A. Ryan. It met eight (8) times in 2009.

Compensation Committee: The Compensation Committee reviews and makes recommendations to the Board on salary, incentive compensation practices and benefit programs for the compensation of the Chief Executive Officer and other key executives; recommends to the Board the amount and method of compensation of Board members; and reviews annually the operation and performance of incentive compensation plans that apply to the Chief Executive Officer and other key executives of the Company. The current members of this Committee are J. Thomas Gruenwald, Chairman; Bernard C. Bailey; Gerald A. Ryan; and James F. Toohey. It met seven (7) times in 2009.

Nominating and Corporate Governance Committee: This Committee has the responsibility for recommending to the Board of Directors nominees for election as Director, strengthening the Board's oversight of management, and monitoring compliance with the Company's corporate governance guidelines. The Nominating and Corporate Governance Committee also has the responsibility for providing the evaluation of director performance, bringing to the Board recommendations for the membership of the Committees of the Board, and recommending to the Board a successor to the Chief Executive Officer when a vacancy occurs through retirement or otherwise. The Committee will consider Board nominees recommended by management or shareholders, and such recommendations, together with appropriate biographical information, may be delivered in writing to the attention of the Nominating and Corporate Governance Committee Chairman at the Company's principal executive offices. The Committee's Director Nominating Process and Policy, along with Director Qualification and Criteria, are available on the Company's website (www.spectrumcontrol.com). The Committee strives to compose the Board of Directors with a collection of individuals who bring a variety of complementary skills which, as a group, will possess the appropriate skills and experience to oversee the Company's business. Accordingly, although diversity may be a consideration in the Committee's process, the Committee and the Board of Directors do not have a formal policy with regard to the consideration of diversity in identifying director nominees. The current members of this Committee are James F. Toohey, Chairman; J. Thomas Gruenwald; Charles S. Mahan, Jr.; and Gerald A. Ryan. It met four (4) times in 2009.

Board's Role in the Oversight of Risk Management

Companies face a variety of risks, including credit risk, liquidity risk, and operational risk. In fulfilling its risk oversight role, the Board focuses on the adequacy of the Company's risk management process and overall risk management system. The Board believes an effective risk management system will (1) adequately identify the material risks that the Company faces in a timely manner, (2) implement appropriate risk management strategies that are responsive to the Company's risk profile and specific material risk exposures, (3) integrate consideration of risk and risk management into business decision-making throughout the Company, and (4) include policies and procedures that adequately transmit necessary information with respect to material risks to senior executives and, as appropriate, to the Board or relevant committee.

The Audit Committee has been designated to take the lead in overseeing risk management at the Board level. Accordingly, the Audit Committee schedules time for periodic review of risk management, in addition to its other duties. In this role, the Audit Committee receives reports from management and other advisors, and strives to generate serious and thoughtful attention to the Company's risk management process and system, the nature of the material risks the Company faces, and the adequacy of the Company's policies and procedures designed to respond to and mitigate these risks.

Although the Board's primary risk oversight has been assigned to the Audit Committee, the full Board also periodically receives information about the Company's risk management system and the most significant risks that the Company faces. This is principally accomplished through Audit Committee reports to the Board and summary versions of the briefings provided by management and advisors to the Committee.

In addition to the formal compliance program, the Board and the Audit Committee encourage management to promote a corporate culture that understands risk management and incorporates it into the overall corporate strategy and day-to-day business operations. The Company's risk management structure also includes an ongoing effort to assess and analyze the most likely areas of future risk for the Company. As a result, the Board and Audit Committee periodically ask the Company's executives to discuss the most likely sources of material future risks and how the Company is addressing any significant potential vulnerability.

Governance Documents

The Company's business is operated by the guiding principles of honesty and integrity. Spectrum's Code of Ethics and Business Conduct (the Code of Ethics) establishes ethical policies by which the Board, officers and every employee conducts the daily operation of the Company. The Code of Ethics is reviewed with every Company employee to help ensure that all employees remain dedicated to Spectrum's founding principles of honesty and integrity. The Board's Nominating and Corporate Governance Committee reviews corporate governance developments and recommends modifications to the Company's Code of Ethics and various committee charters as appropriate.

Charters of the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee, along with the Company's Code of Ethics, may be viewed by shareholders on the Company's website (www.spectrumcontrol.com).

Election of Directors

The Company presently has eight (8) Directors. The Board of Directors recommends the election of the three nominees listed below.

| Name | Age | First Elected Director | | Term | Term to End |
|-----------------------|-----|------------------------|--|--------|-------------|
| | | | | | |
| Charles S. Mahan, Jr. | 63 | N/A | | 3 yrs. | 2013 |
| Richard A. Southworth | 67 | 1998 | | 3 yrs. | 2013 |
| James F. Toohey | 75 | 1968 | | 3 yrs. | 2013 |

The nominees receiving a plurality of the votes represented in person or by proxy at the Annual Meeting will be elected Directors. The shares represented by all proxies in proper form which are received by the Board prior to the election of directors at the Meeting will be voted FOR the nominees, unless authority is withheld in the space provided on the enclosed proxy or other appropriate voting method (telephone or Internet). Abstentions and broker non-votes (which occur when a broker or other nominee holding shares for a beneficial owner does not vote on a proposal because the broker does not have discretionary authority to vote on the proposal and has not received voting instructions from the beneficial owner) have no effect on the election of Directors. In the event any nominee declines or is unable to serve, it is intended that the shares represented by such proxies will be voted for a successor nominee designated by the Board (or if no other person is so designated, for the remaining nominees). All nominees have indicated a willingness to serve, and the Board knows of no reason to believe that any nominee will decline or be unable to serve if elected.

The terms of the following five (5) Directors extend beyond the time of this meeting:

| Name | Age | First Elected Director | Term | Term to End |
|---------------------|-----|------------------------|--------|-------------|
| Bernard C. Bailey | 56 | 2008 | 3 yrs. | 2011 |
| George J. Behringer | 66 | 2008 | 3 yrs. | 2011 |
| John P. Freeman | 55 | 1991 | 3 yrs. | 2011 |
| J. Thomas Gruenwald | 62 | 2000 | 3 yrs. | 2012 |
| Gerald A. Ryan | 74 | 1968 | 3 yrs. | 2012 |

Directors of the Company

Bernard C. Bailey s career spans over two decades of management experience in high technology and security industries, including President and CEO of L-1 Identity Solutions (NYSE: ID, formerly Viisage Technology Inc.) and COO of Art Technology Group (NASDAQ: ARTG), as well as executive positions with the IBM Corporation. Mr. Bailey is presently founder, President and CEO of Parakis Solutions, LLC, a strategy and organizational consulting firm focused on large and mid-size companies. He also serves as Chairman of the Board of Lasercard Corporation (NASDAQ: LCRD); director for EF Johnson Technologies, Inc. (NASDAQ: EFJI); and director for Telos Corporation (OTC PK: TLSRP). Mr. Bailey served on active duty for eight years as an officer in the US Navy, eventually retiring as a Captain from the US Naval Reserve. Mr. Bailey s educational background includes an undergraduate degree from the United States Naval Academy, a Masters Degree in Engineering from the University of California - Berkeley, a Masters Degree in Systems Management from the University of Southern California and an MBA in Finance from George Washington University. Mr. Bailey was first elected as a Director of the Company in 2008. The Company believes that Mr. Bailey s financial and business expertise, including a diversified background of managing and directing public technology-based companies, give him the qualifications and skills to serve as a Director.

George J. Behringer is a graduate of Gannon University with a BS degree in Accounting and was a Certified Public Accountant from 1968 to 2002. From 1988 to 1998, Mr. Behringer was the Managing Partner of PricewaterhouseCoopers Nebraska practice. Starting in 1998 until his retirement in 2002, Mr. Behringer lived in Riyadh, Saudi Arabia and was a partner with PricewaterhouseCoopers Middle East practice, where he was the region s Risk Management Partner and Quality Review Partner. Mr. Behringer is currently a member of the Board of Directors of First National of Nebraska, Inc. and Chairman of the Audit Committee. From 2004 to 2007, Mr. Behringer was a member of the Board of Directors of America First Apartment Investors, Inc. and served as Chairperson of the Audit Committee and member of the Compensation Committee. Mr. Behringer was first elected as a Director of the Company in 2008. The Company believes that Mr. Behringer s financial and accounting expertise, along with his wide range of business experience from practicing public accounting with a Big Four firm for more than 30 years, give him the qualifications and skills to serve as a Director.

John P. Freeman is a graduate of Gannon University in Accounting and is a Certified Public Accountant and Certified Management Accountant. He joined the Company in 1988 as Controller. Prior to that time, he was a principal in a public accounting firm. In 1990, he was named Vice President and Chief Financial Officer. In December of 2000, he was named Senior Vice President. Mr. Freeman was first elected as a Director of the Company in 1991. The Company believes that Mr. Freeman s financial and accounting expertise, combined with over 20 years of Company and industry experience, give him the qualifications and skills to serve as a Director.

J. Thomas Gruenwald's career spans over two decades of technical and executive leadership in varied and significant roles. These include serving as Executive Vice President of Corporate Strategy and Chief Technology Officer of Tellabs, Inc. Additionally, during his sixteen-year tenure with Tellabs, Mr. Gruenwald held various other C-level executive positions including executive vice president of broadband networking products, and senior vice president of operations for Tellabs International where he was responsible for Tellabs' international product-strategy, product marketing, and research and development. In addition, he served as senior vice president of the Tellabs Broadband Access Group and vice president of strategic resources where he led Tellabs' human resources and global information systems. Mr. Gruenwald is presently Managing Director of The Global Sentry Group, LLC, a strategic advisory and turnaround firm advising small and mid-sized corporations. Mr. Gruenwald has also served as President and CEO of UNI Quality, Inc., a professional services firm, and held several executive and technical positions with AT&T. He served for ten years as director and Chairman of Edward Hospital in suburban Chicago, director of Illinois Institute of Technology, and on the Board of Advisors to the engineering college of Iowa State University. He was appointed a Director of the Company in June of 1999. The Company believes that Mr. Gruenwald's business and technological expertise, along with an extensive career in the worldwide communications equipment industry, give him the qualifications and skills to serve as a Director.

Charles S. Mahan, Jr. had a distinguished 35 year military career, with his final assignment as Chief of Logistics for the US Army. His previous assignments included commands as a Major General (21st Theater Support Command, the largest operational logistics command in the Army, in Kaiserslautern, Germany); Brigadier General (13th Corps Support Command at Fort Hood, Texas); Colonel (7th Corps Support Group in Crailsheim, Germany; Kuwait; and Iraq during Desert Shield/Storm); and Lieutenant Colonel (553rd S&S Battalion at Fort Hood, Texas). Since Mr. Mahan's retirement from the Army in 2003, he has held executive leadership positions with The Home Depot, SAP Americas, Horne International, and DynCorp International. He currently serves on the Board of Directors of Telos Corporation (OTC PK: TLRP); the National Defense Industrial Association; the International Society of Logistics, and is a member of the National Board of Trustees for the Fisher House Foundation. He received his undergraduate degree in engineering from the US Military Academy, and an MBA from the University of Miami. He was appointed to the Board of Directors in April of 2009. The Company believes that Mr. Mahan's knowledge of and experience in organizational leadership, strategic planning, operational execution, and the military/defense industry, give him the qualifications and skills to serve as a Director.

Gerald A. Ryan is a graduate of the Massachusetts Institute of Technology and has been a Director of the Company since its inception and Chairman since 1991. Mr. Ryan serves as Chairman of the Board of Automated Industrial Systems, Inc. Previously, he served as Director/Chairman Emeritus of Rent-Way, Inc. a company formerly listed on the New York Stock Exchange in the rental-purchase business. Mr. Ryan also currently serves as General Manager for several privately held entities. The Company believes that Mr. Ryan has the qualifications and skills to serve as a Director based upon his financial and business expertise; his experience as a director of other companies, both public and private; and his more than 40 years of Company and industry knowledge.

Richard A. Southworth is a graduate of Gannon University in Mechanical Engineering and Mathematics. He joined the Company in 1991 as Vice President and General Manager. Prior to joining the Company, Mr. Southworth held executive positions with National Water Specialties, Philips Components, Murata Electronics North America, and Erie Technological Products. In 1997, Mr. Southworth was named President and Chief Executive Officer, and in 1998 was first elected as a Director of Spectrum. The Company believes that Mr. Southworth has the qualifications and skills to serve as a Director based upon his technology and business expertise; his more than 40 years experience in the industry; and his more than 20 years experience in executive and managerial positions with the Company.

James F. Toohey is a graduate of Gannon University and Dickinson School of Law and is a practicing member of the Erie County Bar Association. He is a member of the law firm of Quinn, Buseck, Leemhuis, Toohey & Kroto, Inc., general counsel to the Company, and has been a Director and Secretary of the Company since its organization. The Company believes that Mr. Toohey's legal and business expertise, including more than 40 years experience acting as an advisor to the Company, give him the qualifications and skills to serve as a Director.

During the past five years, the following Directors have also served as a director for other public companies or registered investment companies, as indicated below:

| Name | Public Company or Registered Investment Company |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| Bernard C. Bailey | Visage Technologies, Inc. (NASDAQ: VISG; changed name to L-1 Identity Solutions, NYSE: ID) |
| | Point Blank Solutions, Inc. (NASDAQ: PBSO.PK) |
| George J. Behringer | America First Apartment Investors, Inc. (a registered real estate investment trust; acquired by Sentinel Real Estate Corp. in 2007) |
| Gerald A. Ryan | Rent-Way, Inc. (NYSE: RWY; acquired by Rent-A-Center, Inc. in 2006) |

Board Leadership Structure

The Board does not have a policy on whether or not the roles of Chief Executive Officer and Chairman of the Board should be separate and, if they are to be separate, whether the Chairman of the Board should be selected from the non-employee Directors or be an employee. The Board believes that it should be free to make a choice from time to time in any manner that is in the best interests of the Company and its shareholders.

Currently, Mr. Ryan serves as the Chairman of the Board and Mr. Southworth serves as a Director and Chief Executive Officer. The Board of Directors believes this is the most appropriate structure for the Company at this time because it makes the best use of Mr. Ryan's skills and experience, including the following: (1) over 40 years as a Director of the Company; (2) prior experience as a Director and Chairman of the Board of a public company; and (3) diversified financial and business expertise.

Shareholder Communications

Security holders wishing to communicate with the Board of Directors should send their written comments, questions, or other communications to the Company's corporate offices (8031 Avonia Road, Fairview, PA 16415), addressed to any individual Director of the Company.

Compensation of Directors

Directors who are not full-time employees of the Company are compensated for Director services as authorized and approved by the full Board of Directors. Currently, the Directors receive annual compensation, paid monthly, as follows:

| | |
|------------------------------------------|----------|
| Board of Directors Annual Retainer | \$18,000 |
| Board Chairman Annual Retainer | 10,000 |
| Committee Chairman Annual Retainer | |
| Audit | 10,000 |
| Compensation | 6,000 |
| Nominating and Corporate Governance | 5,000 |
| Attendance at each Board Meeting (1) | 1,250 |
| Attendance at each Committee Meeting (2) | 1,000 |
| Secretary Annual Fee | 3,000 |

(1) \$625 if attended via telephone

(2) \$500 if attended via telephone

Director Compensation Table. The following table shows the compensation paid to each Director for his services to the Board and its committees in fiscal year 2009. Inapplicable column headings have been omitted.

Director Compensation for Fiscal Year 2009

| Name | Fees Earned or Paid in Cash (\$) (1) | Option Awards (\$) (2) | Total (\$) |
|---------------------------|--------------------------------------------|---------------------------|------------|
| Bernard C. Bailey | 39,000 | 34,320 | 73,320 |
| George J. Behringer | 39,500 | 34,320 | 73,820 |
| J. Thomas Gruenwald | 30,375 | 34,320 | 64,695 |
| Melvin Kutchin (3) | 7,125 | - | 7,125 |
| Charles S. Mahan, Jr. (4) | 18,375 | 34,320 | 52,695 |
| Gerald A. Ryan | 44,875 | 34,320 | 79,195 |
| James F. Toohey | 41,500 | 34,320 | 75,820 |

- (1) Includes all fees earned or paid in cash for services as a Director, including annual retainer fees, board and committee meeting fees, committee chairman fees, and secretary fees.
- (2) The amounts in this column reflect the grant date fair value of stock options, determined pursuant to FASB Accounting Standards Codification Topic 718 (ASC Topic 718 ; formerly FASB No. 123, revised, Share-Based Payment). Assumptions used in the calculations of these amounts are included in Note 1 to the Company s audited financial statements for the fiscal year ended November 30, 2009 included in the Company s Annual Report on Form 10-K. These amounts reflect the aggregate accounting expense for these options, over their four year vesting period, computed in accordance with ASC Topic 718, and do not correspond to the actual value that may be recognized by the named director.
- (3) Mr. Kutchin s term as Director ended in April of 2009.
- (4) Mr. Mahan was appointed to the Board of Directors in April of 2009.
- (5) Mr. Southworth and Mr. Freeman are not included in this table because as officers of the Company, they do not receive any compensation for their service as a Director. Compensation amounts received by these individuals as officers of the Company are shown in the Summary Compensation Table included elsewhere herein.
- (6) At November 30, 2009, the aggregate number of shares underlying outstanding option awards for each of the above directors amounted to: 24,000 each for Mr. Bailey and Mr. Behringer; 48,000 for Mr. Kutchin; 12,000 for Mr. Mahan; and 60,000 each for Mr. Gruenwald, Mr. Ryan and Mr. Toohey.

Securities Ownership

The following table sets forth, as of February 19, 2010, the securities beneficially owned by: (i) all persons known to the Company to be the beneficial owners of more than 5% of the Company's Common Stock, (ii) each Director of the Company, (iii) each of the executive officers named in the Summary Compensation Table, and (iv) all Officers and Directors of the Company as a group. Except as otherwise indicated, all Shareholders listed below have record and beneficial ownership of, and sole voting and dispositive power over, the securities listed.

| Beneficial Owner | Shares of Common Stock Owned | Common Stock Options Owned (1) | Total Beneficial Ownership of Common Stock Outstanding (1) | Approximate Percentage of Common Stock Outstanding (1) |
|-------------------------------------------------------|---------------------------------------|-----------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------------------|
| Fidelity Management & Research LLC (2) | 1,125,849 | - | 1,125,849 | 8.66% |
| RBC Global Asset Management (US), Inc. (3) | 1,083,229 | - | 1,083,229 | 8.33% |
| Dimensional Fund Advisors LP (4) | 1,026,002 | - | 1,026,002 | 7.89% |
| BlackRock, Inc. (5) | 811,899 | - | 811,899 | 6.25% |
| Wells Fargo & Company (6) | 700,191 | - | 700,191 | 5.39% |
| Bernard C. Bailey | 6,000 | 4,000 | 10,000 | 0.08% |
| George J. Behringer | 10,000 | 4,000 | 14,000 | 0.11% |
| John P. Freeman (7) | 96,027 | 14,167 | 110,194 | 0.85% |
| J. Thomas Gruenwald | 23,206 | 40,000 | 63,206 | 0.49% |
| Lawrence G. Howanitz (7) (8) | 7,745 | 37,500 | 45,245 | 0.35% |
| Charles S. Mahan, Jr. | 500 | - | 500 | 0.00% |
| Robert J. McKenna (7) | 54,810 | 32,500 | 87,310 | 0.67% |
| Gerald A. Ryan (9) | 72,500 | 40,000 | 112,500 | 0.87% |
| Richard A. Southworth (7) (10) | 165,565 | 56,666 | 222,231 | 1.71% |
| James F. Toohey (11) | 198,560 | 40,000 | 238,560 | 1.83% |
| Brian F. Ward (7) | 7,555 | 12,500 | 20,055 | 0.15% |
| All Officers and Directors as a Group (11 persons) | 642,468 | 281,333 | 923,801 | 7.11% |

- (1) Includes only Common Stock Options exercisable within sixty days of the date of this Proxy Statement, which securities are deemed for purposes of the Securities Act of 1933 to be owned beneficially (but not of record) by their respective holders. The shares underlying these securities are deemed to be outstanding for purposes of determining the percent of class with respect to each Holder and all Directors and Officers as a group.

- (2) Based upon information set forth in Schedule 13G as filed with the Securities and Exchange Commission by Fidelity Management & Research LLC, 82 Devonshire Street, Boston, Massachusetts, 02109.
- (3) Based upon information set forth in Schedule 13G as filed with the Securities and Exchange Commission by RBC Global Asset Management (US), Inc., 330 West 9th Street, Kansas City, Missouri, 64105.
- (4) Based upon information set forth in Schedule 13G as filed with the Securities and Exchange Commission by Dimensional Fund Advisors LP, Palisades West, Building One, 6300 Bee Cave Road, Austin, Texas, 78746.
- (5) Based upon information set forth in Schedule 13G as filed with the Securities and Exchange Commission by BlackRock, Inc., 40 East 52nd Street, New York, New York, 10022.
- (6) Based upon information set forth in Schedule 13G as filed with the Securities and Exchange Commission by Wells Fargo & Company, 420 Montgomery Street, San Francisco, California, 94163.
- (7) Includes the following shares held in the Company's 401(k) Profit Sharing Plan for the benefit of the named individual: 12,187 shares for Mr. Freeman; 7,345 shares for Mr. Howanitz; 3,273 shares for Mr. McKenna; 10,928 shares for Mr. Southworth; and 7,555 shares for Mr. Ward.
- (8) Includes 400 shares of Common Stock held by Mr. Howanitz's spouse and child.
- (9) Includes 49,000 shares of Common Stock held in Individual Retirement Accounts for the benefit of Mr. Ryan and his spouse and 2,500 shares owned by the Ryan Children's Trust of 1993, of which Mr. Ryan is sole trustee.
- (10) Includes 2,400 shares of Common Stock held by Mr. Southworth's grandchildren.
- (11) Mr. Toohey is a member of the law firm of Quinn, Buseck, Leemhuis, Toohey and Kroto, Inc. which holds 169,885 shares of Common Stock in its Profit Sharing Plan. All of these shares are included in the table above for Mr. Toohey.

The Company's policy governing transactions in its securities by Directors and Officers permits such persons to enter into trading plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. Although the Company is not currently aware that any such plans have been adopted, Directors and Officers may establish trading plans in the future. The Company undertakes no obligation to update or revise the information provided herein, including the establishment of a trading plan, except to the extent required by law.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Board has adopted a policy concerning transactions with related persons. The policy requires the review, approval and monitoring of transactions involving the Company and our Directors, executive officers or their immediate family members to determine whether such persons have a direct or indirect material interest. These transactions are reported to and reviewed by the Audit Committee of the Company who will report to the full members or non-management members of the Board, as appropriate. Following this review, the Board determines whether any such transaction is in the best interests of the Company and the Shareholders by considering whether the terms are no less favorable than those available with unrelated third parties and the related person's interest in the transaction. As required under the SEC's rules, transactions that are determined to be directly or indirectly material to the Company or a related person are disclosed in the Company's Proxy Statement.

Quinn, Buseck, Leemhuis, Toohey & Kroto, Inc. performed legal services for the Company during the 2009 fiscal year. This law firm is expected to continue to perform such services during the current fiscal year. James F. Toohey, a Director of the Company, is a partner in this law firm. The Company's total payments to the law firm, for services rendered and related disbursements, totaled \$28,795 in fiscal year 2009.

EXECUTIVE COMPENSATION

Introduction

The SEC has adopted executive compensation disclosure rules which require the following Compensation Discussion and Analysis (CD&A) section to provide details regarding the Company s executive compensation policy, the material elements of the total compensation paid to the Company s executive officers under such policy, and an explanation of how the Company determines the amount paid under each element of compensation.

In addition to the CD&A, the SEC executive compensation regulations require certain disclosure tables. The disclosure tables following the CD&A set forth the various elements of compensation paid to the Company s Chief Executive Officer, Chief Financial Officer, and the next three most highly compensated executive officers of the Company. These five individuals are referred to under the SEC s disclosure rules, and throughout the CD&A, as the named executive officers . The named executive officers for fiscal 2009 are: Richard A. Southworth, President and Chief Executive Officer; John P. Freeman, Senior Vice President and Chief Financial Officer; Lawrence G. Howanitz, Senior Vice President, Advanced Specialty Products; Brian F. Ward, Senior Vice President, Sensors and Controls; and Robert J. McKenna, Senior Vice President, New Business and Resource Development. The term certain key employees relates to the Company s 26 management and technical personnel, including the named executive officers, who currently participate in the Company s non-equity incentive bonus plan (the At-Risk Compensation Plan). The tables following the Summary Compensation Table provide additional information about the elements of compensation presented in the Summary Compensation Table.

The Role of the Compensation Committee

The Compensation Committee of the Board of Directors is principally responsible for reviewing and administering the Company s compensation policies and practices regarding the executive officers. The Committee is composed of four members, all of whom are (i) independent directors, as the term is defined in the listing standards of the NASDAQ Stock Market, (ii) qualified as a non-employee director, as defined under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) qualified as an outside director under Section 162(m) of the Internal Revenue Code. Pursuant to the terms of the Committee s written charter, which has been approved by the Board and is reviewed annually to ensure that it properly reflects the Committee s responsibilities, the Compensation Committee has the authority to establish the evaluation process and compensation structure for the Company s executive officers.

The Committee is supported by the Company s accounting, finance, and human resource groups. These groups provide corporate financial information to the Committee, as well as assist the Committee in collecting and updating compensation information from the Company s peer group and other published sources. The Committee uses this data to analyze the total compensation earned by the Company s executive officers, review current trends in the area of executive compensation, consider ways to strengthen the Company s compensation philosophy to align executive officer pay to the Company s performance, and to improve the competitiveness of executive compensation.

The Compensation Committee does not delegate its duties to any other person; however, it does work with senior management to structure the executive officers performance goals. After extensive review and consideration, the Committee presents its compensation recommendations to the Board for its review and approval.

COMPENSATION DISCUSSION AND ANALYSIS

The following Compensation Discussion and Analysis contains statements regarding future performance targets and goals for the Company's executive officers. These targets and goals are disclosed in the limited context of the Company's compensation program and should not be understood to be statements of management's expectations or estimates of results or other guidance. The Company specifically cautions investors not to apply these statements to any other context.

Philosophy and Objectives of the Compensation Program

The Compensation Committee continues to strive to develop, refine and implement an executive compensation program that rewards executive officers when the Company achieves its financial and strategic goals. The ultimate objective of the Company's compensation program is to motivate the Company's executive officers to achieve financial goals that increase the shareholders' long-term value. The compensation philosophy encourages executives to make decisions geared toward the long-term success of the Company. By design therefore, compensation paid to the executive officers is partially performance based. Although individual performance is viewed as being important, overall Company performance goals must be achieved before any executive officer is eligible to receive an annual incentive bonus. Although the Compensation Committee intends for executive compensation to be driven by performance, it recognizes that salaries must stay competitive with comparable technology-based, electronics manufacturing companies in order to attract, retain and motivate highly qualified executives. It is this mix of interests that drives the compensation structure outlined below.

Policies and Procedures

To achieve the compensation program's objectives, the Company utilizes the following policies and procedures.

Comparisons to Peer Group. The Company reviews and utilizes compensation information from peer group companies. The Company's peer group (as determined by the Compensation Committee and approved by the Board of Directors) consists of numerous public companies, including the following manufacturers of electronic components and systems: Anaren, Inc.; Applied Signal Technology, Inc.; CPI International, Inc.; KVH Industries, Inc.; Symmetricom, Inc.; CalAmp Corp.; DIGI International, Inc.; Zhone Technologies, Inc.; Globecom Systems, Inc.; Numerex, Inc.; and EMS Technologies, Inc. Currently, the Company primarily relies upon this peer group database to determine appropriate levels and types of compensation. In recent years the Company has not deemed it necessary to supplement this database with the information and services of a compensation consultant. The engagement of an independent outside compensation consultant, however, is periodically considered and may occur in the future, when deemed necessary or appropriate. The Company believes that its executive compensation practices are consistent with the compensation philosophy of providing competitive overall compensation, including appropriate incentive-based components.

Role of Executive Officers in the Compensation Process. In establishing, reviewing, and assessing the appropriateness of compensation levels and adjustments in compensation levels for the executive officers, the Compensation Committee considers the recommendations of the Company's President and Chief Executive Officer, Richard A. Southworth. Mr. Southworth reviews the performance and compensation of each executive officer, the Company's financial results versus established goals for the fiscal year just completed, and the officer's goals and objectives as previously identified in the Company's planning process. Mr. Southworth then makes recommendations to the Committee regarding the upcoming years' financial objectives, base salary adjustments, cash incentive bonus opportunities, and stock option grants based on the executive officer's performance and comparative analysis of similar positions in the peer group. The Committee, however, exercises its complete discretion in approving or modifying any compensation for any executive officer. Mr. Southworth does not vote on any compensation matters considered by the Committee, but is viewed as an additional resource to discuss executive officer performance and compensation.

Compensation of the Named Executive Officers

The Company's compensation program for all executive officers, including the named executives, includes the following elements:

Base Salary
Non-Equity Bonus Plans (Cash Awards)
Equity-Based Compensation (Stock Option Awards)
Benefits

The compensation program for executive officers is built around the philosophy of targeting market-median compensation with incentive components that reflect positive, as well as negative, Company and individual performance. It is not the Company's practice to compensate any executive officer in excess of the limits contained in Section 162(m) of the Internal Revenue Code. Section 162(m) generally limits the amount of compensation paid to an employee in any one fiscal year that may be deducted by the Company for federal income tax purposes, unless the compensation is performance-based and the material terms of the applicable plan are disclosed to and approved by the Company's Shareholders. The deduction limitation is currently \$1 million. The Company's Stock Option Plan of 1995, as amended, has received shareholder approval and, to the extent applicable, was prepared with the intention that the incentive compensation would qualify as performance-based compensation under Section 162(m).

Base Salary

The Company uses the base salary element of total compensation to provide the foundation of a fair and competitive compensation opportunity for each individual executive officer. Each year, the Company reviews base salaries and targets base salary compensation at or near the median base salaries of the companies included in the Company's peer group. Unlike the Company's non-equity annual bonus plans, current year base salaries are not at risk or directly impacted by the overall performance of the Company. However, other variable elements of total compensation are dependent on the determination of base salary, to the extent they are expressed as percentages of base salary (for example, the cash incentive under the Company's At-Risk Compensation Plan is a percentage of the executive's base salary). Generally, the Compensation Committee begins its compensation analysis for executives at its November committee meeting by reviewing compensation trends identified in its database. Several elements are considered in setting base salaries, including (i) the size, scope and complexity of the executive officer's responsibilities; (ii) the relationship of the executive officer's pay to the base salaries of other senior officers and other management employees of the Company; (iii) the individual's performance; (iv) economic and market conditions; and (v) whether the base salary levels are competitive and comparable to compensation paid to executives employed by the Company's peer group. The Committee also considers the historical performance of the Company and the contributions of each executive officer to those results when considering proposed adjustments to base salary. The salary levels for all executive officers and key employees are reviewed on an annual basis.

In January 2010, based upon the Committee's work, the base salaries of the named executive officers were set for fiscal year 2010. Mr. Southworth received an increase of \$21,220 based on the Committee's review of his individual performance and base salary trends as reflected in the Company's peer group. Mr. Southworth's fiscal year 2010 base salary of \$445,630 as the Company's President and Chief Executive Officer is well supported by (i) the Company's peer group compensation of chief executive officers, and (ii) the Company's strategic accomplishments and financial performance during the period Mr. Southworth has served in this capacity, including long-term growth rates in revenue and profitability.

In January 2010, base salary increases for fiscal 2010 were also approved for Messrs. Freeman, Howanitz, Ward, and McKenna based on the evaluation of the following factors: (i) peer group wage data, (ii) realization of the Company's strategic accomplishments during fiscal year 2009, which included increasing revenues and operating margins during a severe global recession, (iii) satisfaction of individual performance goals, and (iv) the named executive officer's responsibilities and duties. Messrs. Freeman, Howanitz, Ward and McKenna received base salary increases in the range of 2.5% to 3.1%, (or \$6,000; \$6,000; \$6,000; and \$7,000, respectively) based on the Committee's evaluation.

Please see the Summary Compensation Table presented in this Proxy Statement and the related narrative disclosures for more information regarding the base salaries of the named executive officers.

Non-Equity Annual Bonus Plans

In order to more closely align the compensation of executive officers and other key employees to the Company's performance, a non-equity annual bonus plan (the Company's At-Risk Compensation Plan also referred to herein as the Bonus Plan) is maintained in which 26 employees or approximately 2% of the Company's employees participated in fiscal 2009. Bonus Plan award opportunities, expressed as a percentage of salary, are established for each participant. The Committee strives to set the respective Bonus Plan opportunities to be consistent with opportunities for comparable positions in the Company's peer group. The Bonus Plan is designed to provide a meaningful incentive to reward executive officers and other key employees for their contribution toward the Company's growth and profitability for a fiscal year. Eligibility in the Bonus Plan is limited to key members of management and technical personnel who, because of their position, have the ability to impact the growth, profitability and overall success of the Company, as well as have the responsibility for succession planning and employee development. Bonus Plan opportunities for participants range from 10% to 75% of base salary (the target amount). In the case of truly exceptional performance or circumstances, the participants may earn an increased percentage of their salary, up to a designated maximum percentage set forth in the Bonus Plan (the maximum amount; not to exceed 100% of base salary). The Committee, with the approval of the Board of Directors, may also grant additional discretionary cash awards to Bonus Plan participants. These discretionary amounts, if any, are determined based upon the Committee's review and evaluation of the particular facts and circumstances affecting individual and Company performance. In fiscal year 2009, no discretionary cash awards were earned or paid to Plan participants.

In fiscal year 2009, t