

ROCKY MOUNTAIN CHOCOLATE FACTORY INC  
Form 10-Q  
July 13, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 31, 2012

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-14749

Rocky Mountain Chocolate Factory, Inc.  
(Exact name of registrant as specified in its charter)

Colorado  
(State of incorporation)

84-0910696  
(I.R.S. Employer Identification No.)

265 Turner Drive, Durango, CO 81303  
(Address of principal executive offices, including zip code)

(970) 259-0554  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Edgar Filing: ROCKY MOUNTAIN CHOCOLATE FACTORY INC - Form 10-Q

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  
 No  X

On June 30, 2012, the registrant had outstanding 6,013,509 shares of its common stock, \$.03 par value.

1

---

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.  
 FORM 10-Q  
 TABLE OF CONTENTS

PART I.	FINANCIAL INFORMATION	3
Item 1.	Financial Statements	3
	CONSOLIDATED STATEMENTS OF INCOME	3
	CONSOLIDATED BALANCE SHEETS	4
	CONSOLIDATED STATEMENTS OF CASH FLOWS	5
	NOTES TO INTERIM (UNAUDITED) FINANCIAL STATEMENTS	6
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	11
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	15
Item 4.	Controls and Procedures	16
PART II.	OTHER INFORMATION	16
Item 1.	Legal Proceedings	16
Item 1A.	Risk Factors	16
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	17
Item 3.	Defaults Upon Senior Securities	17
Item 4.	Mine Safety Disclosures	17
Item 5.	Other Information	17
Item 6.	Exhibits	17
	SIGNATURE	18

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.  
CONSOLIDATED STATEMENTS OF INCOME  
(unaudited)

	Three Months Ended May 31,	
	2012	2011
<b>Revenues</b>		
Sales	\$8,090,626	\$7,210,486
Franchise and royalty fees	1,567,567	1,427,438
<b>Total revenues</b>	<b>9,658,193</b>	<b>8,637,924</b>
<b>Costs and Expenses</b>		
Cost of sales, exclusive of depreciation and amortization expense of \$70,395 and \$69,411, respectively	5,022,236	4,633,272
Franchise costs	544,426	406,874
Sales and marketing	461,182	440,219
General and administrative	840,096	739,556
Retail operating	931,013	851,106
Depreciation and amortization	237,140	168,905
<b>Total costs and expenses</b>	<b>8,036,093</b>	<b>7,239,932</b>
<b>Income from Operations</b>	<b>1,622,100</b>	<b>1,397,992</b>
<b>Interest Income</b>	<b>11,294</b>	<b>16,887</b>
<b>Income Before Income Taxes</b>	<b>1,633,394</b>	<b>1,414,879</b>
<b>Income Tax Provision</b>	<b>571,065</b>	<b>495,220</b>
<b>Net Income</b>	<b>\$1,062,329</b>	<b>\$919,659</b>
<b>Basic Earnings per Common Share</b>	<b>\$.17</b>	<b>\$.15</b>
<b>Diluted Earnings per Common Share</b>	<b>\$.17</b>	<b>\$.15</b>
<b>Weighted Average Common Shares Outstanding</b>	<b>6,159,445</b>	<b>6,076,615</b>
<b>Dilutive Effect of Stock Options</b>	<b>151,317</b>	<b>229,167</b>
<b>Weighted Average Common Shares Outstanding, Assuming Dilution</b>	<b>6,310,762</b>	<b>6,305,782</b>

The accompanying notes are an integral part of these consolidated financial statements.

ROCKY MOUNTAIN CHOCOLATE FACTORY, INC.  
CONSOLIDATED BALANCE SHEETS

	May 31, 2012 (unaudited)	February 29, 2012
Assets		
Current Assets		
Cash and cash equivalents	\$5,051,215	\$4,125,444
Accounts receivable, less allowance for doubtful accounts of \$570,841 and \$488,448, respectively	3,488,379	4,078,158
Notes receivable, current portion	275,633	283,225
Refundable income taxes	143,537	724,911
Inventories, less reserve for obsolete inventory of \$254,132 and \$249,500, respectively	3,743,495	4,119,073
Deferred income taxes	533,231	487,274
Other	465,252	281,282
Total current assets	13,700,742	14,099,367
Property and Equipment, Net	8,452,052	8,515,644

(2) Amounts shown for 2005 reflect bonuses earned for  
2005 performance and awarded on February 27, 2006.

- (3) The amounts shown in this column represent interest on deferred compensation in amounts above 120% of the applicable federal long-term rate.
- (4) Amounts shown reflect the value of long term incentive compensation awards to each named Executive Officer, in the form of Stock Units, valued as of the date of the award. The amounts shown in the table do not reflect actual amounts received in the year of the award, but instead reflect amounts that will be received in future years

subject to vesting requirements described below and assuming the value of the Company's common stock is the same as the date of the award. On February 9, 2004, Mr. Dutton, Ms. Powell, Mr. Terry, Mr. Griffin and Mr. Rendall were awarded 11,800, 7,900, 4,900, 4,400 and 4,400 Stock Units, respectively, pursuant to the 2000 Stock Incentive Plan. On May 27, 2005, Mr. Dutton, Ms. Powell, Mr. Terry, Mr. Griffin and Mr. Rendall were awarded 15,800, 7,000, 3,900, 2,100 and 3,500 Stock Units, respectively, pursuant to the 2004 Stock Incentive Plan. Each Stock Unit awarded to a named Executive Officer represents the right to receive one share of the Company's Common Stock upon vesting. Each Stock Unit award is subject to a two-year vesting period as follows: 50 percent of the Stock Units vest one year after the date of the award and the remaining 50 percent vest two years after the date of the award. The holder is not entitled to receive dividends on awards of Stock Units during the vesting periods. See Compensation Committee Report on Executive Compensation.

- (5) The total amounts shown in this column for the last fiscal year consist of the following:
- Premiums attributable to Company-owned life insurance policies: Mr. Dutton \$2,749, Ms. Powell \$631, Mr. Terry \$2,120, Mr. Griffin \$381, and Mr. Rendall \$403.
  - Company contributions to Employee Savings and Investment Plan: Mr. Dutton \$9,450, Ms. Powell \$9,450, Mr. Terry \$9,450, Mr. Griffin, \$8,325, and Mr. Rendall \$8,235.
- (6) Mr. Terry retired from Green Mountain Power Corporation on January 6, 2006.
- (7) Mr. Griffin was appointed Vice President, Power Supply & Risk Management, effective March 20, 2006. Prior to such time, Mr. Griffin was Chief Financial Officer and Treasurer.

The following table presents stock options exercised and unexercised by the Company's Executive Officers. All options, other than those granted to Mr. Rendall, were granted during 2000 and vested over a four-year period beginning August 22, 2000, the date of grant. The percentage of options vesting for the first through the fourth years was 30 percent, 20 percent, 20 percent and 30 percent, respectively.

**Stock Options Exercised and Unexercised in Last Fiscal Year**

Name and Principal Position	(1)	(2)	Number of shares underlying unexercised options at December 31, 2005		(2)	(2)
	Shares Acquired on Exercise	Value Realized	Exercisable	Unexercisable	Value of in-the-money unexercised options at December 31, 2005	Unexercisable
	(#)	(\$)				
Christopher L. Dutton President and Chief Executive Officer	14,000	\$ 415,137	50,000	0	\$ 1,043,000	\$ 0
Mary G. Powell Senior Vice President and Chief Operating Officer	6,800	\$ 194,812	6,000	0	\$ 125,160	\$ 0
Stephen C. Terry (3) Senior Vice President, Corporate and Legal Affairs	5,000	\$ 148,690	15,000	0	\$ 312,900	\$ 0
Robert J. Griffin, Vice President, Power Supply & Risk Management (4)	5,000	\$ 149,250	3,000	0	\$ 62,580	\$ 0
Donald J. Rendall, Jr Vice President, General Counsel and Secretary	0	\$ 0	3,000	0	\$ 31,890	\$ 0

- (1) Represents the number of options exercised during 2005 by the respective Executive Officer.
- (2) The unexercised option values are calculated by determining the difference between the end of year share price and the exercise price of the options multiplied by the number of unexercised options. The exercised option values are calculated by determining the difference between the date of exercise share price and the exercise price multiplied by the number of exercised options. The exercise price of \$18.13 (Mr. Rendall) and



\$7.90 (all others) per share for all the unexercised options is below the current market price of the Company's Common Stock.

- (3) Mr. Terry retired from Green Mountain Power Corporation on January 6, 2006.
- (4) Mr. Griffin was appointed Vice President, Power Supply & Risk Management, effective March 20, 2006. Prior to such time, Mr. Griffin was Chief Financial Officer and Treasurer.

The following table presents the total number of shares of the Company Common Stock that would be issued upon the exercise of all options outstanding at December 31, 2005, the exercise price of those shares and the number of options authorized for future issuances.

**EQUITY COMPENSATION PLAN INFORMATION**

	(a) 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 column (a))
Equity compensation plans Approved by security holders	146,600	\$10.8955	202,000
Equity compensation plans Not Approved by security holders	N/A	N/A	N/A
Total	146,600	\$10.8955	202,000

**COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION**

The Compensation Committee of the Board of Directors is composed of five directors, all of whom are non-employee directors (within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended), outside directors (within the meaning of Section 162(m) of the Internal Revenue Code) and independent directors (within the meaning of the current New York Stock Exchange listing standards and the Company's Governance Guidelines and Director Independence Standards). The Compensation Committee operates under a written Charter adopted by the Board of Directors. The Compensation Committee's Charter delineates the Compensation Committee's responsibilities, which include:

- o designing and recommending executive compensation plans to the Board of Directors and administering approved plans;
- o reviewing and approving corporate goals and objectives relevant to CEO compensation;
- o undertaking periodic evaluations of CEO, executive and director compensation, including retention of independent compensation consultants to assist with such evaluations;
- o sole authority to determine CEO compensation based on evaluation of CEO performance in light of corporate goals and objectives;
- o recommending compensation levels for officers of the Company other than the CEO;
- o recommending compensation levels for directors;
- o developing plans and recommendations to the Board of Directors regarding CEO and managerial succession for the Company;



- o administering the stock incentive plans for all employees as authorized by the Board of Directors; and
- o considering all executive compensation issues and making appropriate recommendations to the Board of Directors for approval.

This is the report of the Compensation Committee describing the Compensation Program and the basis upon which the 2005 compensation determinations were made.

### ***Compensation Philosophy***

It is our philosophy that executive compensation should be competitive in the marketplace, promote the strategic objectives of the Company and be aligned with corporate performance, including customer service and satisfaction. Total cash compensation for executives and directors should compare favorably with organizations competing for similar talent. The Compensation Committee's role is to balance the need to attract and retain high caliber talent with the Board of Directors' corporate and fiduciary responsibility to shareholders and other stakeholders. The compensation arrangement for officers and directors is designed to meet these objectives.

In 2003, the Compensation Committee undertook a detailed review and redesign of CEO, officer and director compensation programs with the assistance of Mellon Human Resources and Investor Solutions (Mellon), a division of Mellon Financial Corporation. In 2004, the Compensation Committee retained Mellon to review and update its study and recommendations. In 2004, Mellon analyzed CEO and executive compensation using a blend of market reference points, including peer public companies in the Company's geographic region, peer public electric utility companies and executive compensation survey data for the public utility sector from various sources, including the Towers Perrin Executive Compensation Energy Services Industry Database, the Mercer 2004 Executive Compensation Survey (Utility Cut), the 2004/2005 ECS Industry Report on Top Management Compensation and the Wyatt Top Management 2003/2004 compensation report. Peer companies were selected based on similarity of size and/or operating characteristics, with the goal of developing a comparable group representative of the Company's main competition for executive talent. Mellon performed a regression analysis to assure comparability of the peer and market data. The compensation survey groups include companies that are different from the companies in the Edison Electric Institute 100 and the S&P 500 Composite Index used for the Performance Graph. The Compensation Committee concluded that Mellon's 2004 analysis remained appropriate for determining executive compensation in 2005.

### ***Executive Compensation***

Based on Mellon's report, the Compensation Committee concluded that CEO and officer compensation should continue to include three components: Base salary is intended to be set at approximately the 50th percentile for base salary compensation at comparable companies. Short-term incentive compensation is intended to compensate officers for Company performance and is linked to defined Company performance metrics, such that if performance targets are achieved, officers' direct compensation (base salary plus short-term incentive) would approximate the 40 -50th percentile of total direct compensation at comparable companies. Performance metrics for short-term incentive compensation include customer service (60%), based on meeting or exceeding seventeen specified customer service quality performance standards in the Company's service quality plan approved by the Vermont Public Service Board, and creating value for

shareholders (40%), based on the Company's annual consolidated return on equity. The Compensation Committee (with respect to the CEO) and the Board of Directors (with respect to other executive officers) retain discretion to reduce short-term incentive compensation in light of events or circumstances that would make it inappropriate to award short-term incentive compensation strictly in accordance with these performance metrics. Long-term incentive compensation is designed to provide long-term incentives for future Company performance and is intended to bring total officer compensation to approximately the 40th percentile of total compensation paid to equivalent executives at comparable companies, if target performance criteria are met.

The Compensation Committee has reviewed all components of CEO and non-CEO officer compensation, including salary, bonus, equity and long-term compensation, accumulated realized and unrealized stock options, the earnings and accumulated payout obligations under the Company's non-qualified deferred compensation plans and projected payout obligations under the Company's supplemental executive retirement plan. Based on the Compensation Committee's review and Mellon's 2004 report, in December 2005 the Compensation Committee did not increase the base salary of the CEO in 2005 and recommended base salary increases ranging from three to five percent for five other officers of the Company, effective January 1, 2006. The Board of Directors approved the non-CEO officer base salary increases in December 2005.

Effective February 27, 2006, the Compensation Committee approved a short-term incentive cash award to the CEO, based on 2005 service quality performance results and 2005 financial results. The Compensation Committee also recommended, and the Board of Directors approved, short-term incentive cash awards for other Company officers based on the same criteria. These awards are included in the executive compensation table above. The short-term incentive awards reflect that the Company achieved or exceeded all target performance criteria in 2005.

In 2006, the Compensation Committee expects to consider a long-term incentive award to the CEO and recommendations to the Board of Directors of long-term incentive awards to officers other than the CEO of Stock Units pursuant to the 2004 Stock Incentive Plan. Each Stock Unit represents the right to receive one share of the Company's Common Stock upon vesting. Long-term incentive awards, when fully vested, are intended to bring total compensation for the CEO and other officers to a level approximately at the 40th percentile for comparable companies, based on Mellon's 2004 report. The Compensation Committee has determined that the total compensation paid to the CEO and to non-CEO officers is reasonable and not excessive.

In 2005, the Compensation Committee retained Mellon to review the Company's Supplemental Retirement Plan for Officers. Under the existing plan, participating Officers are entitled to receive retirement and survivor's benefits for a period of fifteen years following retirement, with annual benefits computed as a percentage of the Officer's final salary (44% for the CEO and 33% for non-CEO officers). Based on Mellon's recommendations, the Committee recommended, and the Board of Directors approved, the adoption of a new Supplemental Retirement Plan (the New Plan) for executive officers. The New Plan is designed to provide a portable supplemental retirement benefit and a vesting schedule that relates the value of the benefit with credited years of service to the Company. The New Plan provides each participant a lump-sum payment, subject to vesting requirements, upon termination of employment,

retirement, or reaching age 65, based on the number of credited years of service under the New Plan and the participant's final salary. The amount of the supplemental retirement benefit vests over 20 years at 5% per year for each credited year of service under the Company's pension plan. The maximum benefit, after 20 credited years of service, is based on the approximate actuarial value of a fifteen-year stream of annual payments of 44% of final salary for the CEO and 33% for non-CEO officers. The benefit upon termination of employment prior to retirement is subject to an actuarial equivalence reduction. The minimum vesting requirement under the New Plan is 3 or 5 credited years of service, depending on the participant. Each participant in the existing plan was offered the opportunity to elect to continue participation in the existing plan or to terminate participation in that plan and to participate in the New Plan. All officers except Stephen C. Terry, who retired on January 6, 2006, elected to participate in the New Plan.

Section 162(m) of the Internal Revenue Code of 1986, as amended, imposes a \$1 million limit on the amount that the Company may deduct for compensation paid to the Company's CEO or any of the Company's four other most highly compensated executive officers who are employed as of the end of the year. This limitation does not apply to compensation that meets the requirements under Section 162(m) for qualifying performance-based compensation (i.e., compensation paid only if the individual's performance meets pre-established objective goals based on performance criteria approved by the Company's shareholders). The Compensation Committee considers the deductibility of compensation when reviewing and approving compensation levels and programs but reserves the right to award compensation that is not deductible under 162(m) if it is determined to be in the best interests of the Company and its shareholders.

The Board of Directors has adopted stock ownership guidelines for the Company's officers. The guidelines provide that officers should own beneficially Common Stock approximately equal in value to the following multiples of base salary compensation: CEO five times; Chief Operating Officer three times; and other officers one and one-half times. Officers appointed as of the date of adoption of these guidelines have five years from February 9, 2004 to satisfy these guidelines. Officers appointed thereafter have five years from the date of appointment to satisfy these guidelines.

#### ***Director Compensation***

The Compensation Committee did not recommend, and the Board of Directors did not approve, any changes in the annual fees paid to the Chair and other non-employee directors, annual fees paid to the chairs of the Audit, Governance and Compensation Committees and meeting fees compared to 2004. The Compensation Committee recommended, and the Board of Directors approved, awards of Stock Units to each non-employee director on July 26, 2005. Total compensation for non-employee directors is intended to approximate the 50th percentile of compensation paid to directors of comparable companies. Director compensation amounts and share ownership guidelines are described above under the captions Information About Our Board OF DIRECTORS -- Compensation of Directors, and -- Stock Ownership Guidelines, respectively.

#### ***The 2004 Stock Incentive Plan***

The purpose of the 2004 Stock Incentive Plan is to promote the interests of the Company and its shareholders by aiding the Company in attracting and retaining employees, officers, consultants, independent contractors and non-employee directors capable of contributing to the

future success of the Company, to offer such persons incentives to put forth maximum efforts for the success of the Company and to afford such persons an additional opportunity to acquire a proprietary interest in the Company. In June 2005, the Compensation Committee approved awards under the 2004 Stock Incentive Plan for the entire employee population of the Company, excluding officers and directors who had previously received awards during 2005 and newly hired employees.

As of December 31, 2005, the Company had 202,000 shares of Common Stock available for issuance out of the 225,000 shares of Common Stock authorized for issuance under the 2004 Stock Incentive Plan.

***Conclusion***

We believe the Company's executive compensation program appropriately aligns executive compensation with individual and corporate performance and increases in shareholder value, is competitive with the market and is sensitive to the concerns of customers, shareholders and other constituencies.

**Compensation Committee Members**

Merrill O. Burns, Chair  
David R. Coates  
Marc A. vanderHeyden

Elizabeth A. Bankowski  
Euclid A. Irving

**PERFORMANCE GRAPH**

The following performance graph presents the yearly percentage change in the cumulative total shareholder return on the Company's Common Stock, as compared to the cumulative total returns of the Standard & Poor's 500 Stock Index and that of the members of Edison Electric Institute's Index.

**Cumulative Total Return**

	12/00	12/01	12/02	12/03	12/04	12/05
Green Mountain Power Corporation	\$ 100.00	\$ 154.46	\$ 179.33	\$ 209.05	\$ 264.14	\$ 272.51
S&P 500	100.00	88.12	68.64	88.33	97.94	102.75
EI Investor-Owned Electrics	100.00	91.21	77.77	96.04	117.97	136.90

\*Assumes \$100.00 invested on December 31, 2000, in stock or index, including reinvestment of dividends. Fiscal year ending December 31.

**PENSION PLAN INFORMATION AND OTHER BENEFITS**

**Pension Plan Information**

All employees are covered by the Employees Retirement Plan of Green Mountain Power Corporation (the Retirement Plan ) if they have been employed for more than one year. The Retirement Plan is a defined benefit plan providing for normal retirement at age 65. Provided that a participant has at least ten years of continuous service, early retirement may be taken beginning the first day of any month following the attainment of age 55. If retirement occurs prior to age 59, benefits are reduced as shown in the table below:

<u>Age at Retirement</u>	<u>Reduction of Benefits</u>
58	7.5%
57	15.0
56	22.5
55	30.0

For employees with at least five but less than ten years of continuous service who commence benefits before age 65, benefits are actuarially reduced. If retirement occurs after age 59 and completion of at least ten years of continuous service, the full accrued benefit is payable.

Retirement benefits are based on final average base compensation and length of service. Final average base compensation is the average of the compensation (limited to base salary for Officers, as shown in the Salary column of the Summary Compensation Table for the Officers named in this proxy statement, and straight-time payroll wages for other employees) for the highest 36 consecutive fiscal months out of the final ten years of employment. The normal retirement benefit is equal to 1.1% of the final average compensation up to the covered compensation amount plus 1.6% of final average base compensation over covered compensation multiplied by each year of credited service up to 35 years. Retirement benefits are not subject to any deductions for Social Security or other offset amounts.

The following table shows the estimated annual pension benefit payable pursuant to the Retirement Plan to all covered employees, including the Officers named in this proxy statement, for the average compensation and years of service indicated. It assumes retirement at age 65 and an election of a retirement allowance payable as a life annuity. The retirement benefits in connection with the Supplemental Retirement Plan referred to below are in addition to those described in the table.

PENSION PLAN TABLE Annual Average Base Compensation Highest 36 Consecutive Fiscal Months of the Last 10 Years Preceding Retirement *	Estimated Annual Retirement Benefits At Normal Retirement Age of 65 Years Credited Years of Service				
	15	20	25	30	35 & over
\$ 80,000	\$ 19,925	\$ 23,963	\$ 27,269	\$ 31,110	\$ 36,295
100,000	24,966	30,033	34,184	40,710	47,495
120,000	30,337	36,102	41,925	50,310	58,695
140,000	35,049	42,172	49,925	59,910	69,895
160,000	40,090	48,242	57,925	69,510	81,095
170,000	42,611	51,276	61,925	74,310	86,695
200,000	50,172	60,381	73,925	88,710	103,495
205,000	51,433	61,898	75,925	91,110	106,295

\*Compensation cap was \$200,000 for 2003, \$205,000 for 2004, and \$210,000 for 2005.

Credited years of service as of December 31, 2005, for each of the Officers named in this proxy statement were as follows: C. L. Dutton, 20.8 years; M. G. Powell 6.8 years; S. C. Terry 19.8 years; R. J. Griffin 22.8 years; and D. J. Rendall, Jr. 2.8 years.

#### ***Supplemental Retirement Plan***

In addition to the Retirement Plan described above, all the Officers, including the Officers named in this proxy statement, participate in the Company's Supplemental Retirement Plan. The Supplemental Retirement Plan is designed to supplement the retirement benefits available through the Company's defined benefit pension plan for executive officers and is part of the Company's strategy for attracting and maintaining top managerial talent. In 2005, the Company initiated a new Supplemental Retirement Plan (the "New Plan") to replace the supplemental retirement plan previously offered to Officers. All Officers of the Company except Stephen C. Terry elected to terminate their participation in the previous plan and to participate in the New Plan. The New Plan provides a lump-sum payment (or if the accrued benefit exceeds \$1,000,000, a partial lump-sum payment of \$1,000,000, with the balance, including interest, paid in monthly installments over five years) to each participant, subject to vesting requirements, upon termination of employment, retirement, or reaching age 65, based on the number of years of credited years of service under the Retirement Plan and the participant's final salary. The amount of the supplemental retirement benefit at the time of retirement is equal to 44% of final salary for the CEO and 33% of final salary for non-CEO officers, multiplied by 10 and multiplied by a fraction in which the numerator is the participant's credited years of service (up to a maximum of twenty years) and the denominator is twenty. The benefit upon termination of employment prior to retirement is subject to an actuarial equivalence reduction. The vesting requirement for Officers who participated in the Company's previous supplemental retirement plan and elected to terminate the prior plan and to participate in the New Plan is three credited years of service. The vesting requirement for all other Officers is five credited years of service. See Compensation Committee Report on Executive Compensation. Additionally, the New Plan provides that the Company will pay the officer the value of the officer's accrued benefit (but assuming an additional two years of credited service) if the officer remains in the continuous employ of the Company until a Change in Control (as defined in the Change of Control Agreement described below).

The New Plan also incorporates a death benefit provision providing that, if the officer dies before the commencement of benefits under the New Plan to the officer due to his or her termination of employment, retirement, reaching age 65 or in the event of a Change in Control,

the Company shall pay to the officer's beneficiaries an additional benefit of \$100,000 in a single cash payment within thirty days after the officer's death.

Mr. Terry elected to continue to participate in the Company's previous supplemental retirement plan, which provides retirement and survivor's benefits for a period of fifteen years following retirement. The annual benefit is 33% of Mr. Terry's final salary.

#### ***Life Insurance Plan***

The Officers also participate in a life insurance plan. Under this plan, the Company has purchased insurance on the lives of the Officers to provide pre-retirement life insurance benefits to them in an amount equal to four times salary for the CEO and three times salary for non-CEO Officers.

#### ***Deferred Compensation Plan***

Officers and Directors may participate in a Deferred Compensation Plan under which they may elect to defer a portion of their salaries. Amounts deferred are credited to a separate account for each participant. The balance in a participant's account, plus accrued interest, will be paid to him or her, or to his or her beneficiary according to his or her election form.

#### ***2004 Stock Incentive Plan***

The 2004 Incentive Plan provides for the grant of stock options and other stock-based compensation to employees, Officers and Directors. The Compensation Committee administers the 2004 Stock Incentive Plan and determines when and to whom awards will be granted and the type, amount, terms of payment and other conditions of each award, consistent with the provisions of the 2004 Stock Incentive Plan. As of December 31, 2005, there were approximately 195 employees, Officers and Directors who were eligible to be selected by the Compensation Committee to receive an award under the 2004 Stock Incentive Plan. The 2004 Incentive Plan provides for the issuance of 225,000 shares of Common Stock through February 7, 2009, of which 202,000 shares of Common Stock remained unissued as of December 31, 2005.

#### ***Change of Control Agreements***

Change of Control agreements have been executed with seven members of management, including the Officers named in this proxy statement. The Company entered into Change of Control agreements with each of Christopher L. Dutton, Mary G. Powell, Robert J. Griffin, Donald J. Rendall, Jr. and Walter S. Oakes on February 10, 2004. The Company entered into a Change of Control agreement with Robert E. Rogan (who was appointed Vice President for Public Affairs effective October 1, 2005) on December 19, 2005 and with Dawn D. Bugbee (who was appointed Vice President and Chief Financial Officer effective March 20, 2006) on April 3, 2006.

If within three years following a change of control of the Company, the Officer's employment is involuntarily terminated without cause or is voluntarily terminated by the Officer with good reason, the agreements include and provide affected individuals with:

- o For Mr. Dutton, Ms. Powell, Mr. Griffin, Mr. Rendall and Mr. Oakes, payments of 2.99 times, and for Mr. Rogan and Ms. Bugbee, payments of 2.0 times, the base salary of the individual plus the target short-term incentive bonus (or if there is no target short-term

incentive bonus payable for such year, the actual amount of the individual's most recent short-term incentive bonus) that would be payable for such year;

- o Continuation for 36 months of health, medical and other insurance programs;
- o Payment of an amount equal to the actuarial value of up to 36 months of additional credited service under the Retirement Plan;
- o Receipt of all benefits payable under the Company's Retirement Plan, Savings and Thrift Plan, Supplemental Retirement Plan and any other plan or agreement relating to retirement benefits;
- o All Options, Stock Appreciation Rights, Stock Units and Deferred Stock Units outstanding shall become fully vested and exercisable;
- o In the case of Mr. Dutton, Ms. Powell, Mr. Oakes, Mr. Griffin and Mr. Rendall, indemnification, up to a maximum dollar amount, of an officer for any payment of excise tax imposed on the officer's excess parachute payments. The amount of the indemnification caps for the respective officers of the Company are as follows: Mr. Dutton, \$903,000; Ms. Powell, \$359,000; Mr. Oakes, \$343,000; Mr. Griffin, \$251,000; and Mr. Rendall, \$251,000;
- o Outplacement services for a reasonable period of time and at a reasonable cost; and
- o Provisions providing that any officer who receives a severance payment thereunder is required to comply with a non-compete covenant. The term of the non-compete covenant is 18 months for Mr. Dutton as CEO and 12 months for all other officers.

As defined in the agreements, a change of control of the Company will have occurred when:

- o A person secures ownership of 20% or more of the voting power of the outstanding stock of the Company;
- o A change occurs in the majority of the Board of Directors for two consecutive years, which has not been approved by the Directors in office at the beginning of the period; or
- o Shareholders approve a merger or consolidation of the Company with another company where the outstanding voting stock of the Company does not continue to represent at least 80% of the combined voting power of the Company or the surviving company.

Individuals may terminate employment following a change in control with good reason if:

- o The individual is assigned duties inconsistent with the duties before the change in control;
- o The headquarters are relocated more than 50 miles from the present location;
- o The individual is required to relocate more than 50 miles from the present location;
- o Compensation or benefits are reduced or adversely affected other than as part of an overall adjustment of executive compensation or benefits;



- o The Company fails to obtain an agreement from its successor to perform under the change of control agreements;
- o The Company fails to offer the individual any compensation plan provided to other executives of similar responsibility;
- o The Company eliminates or materially reduces or jeopardizes the ability of the Company to fulfill its obligations under certain executive benefits plans; or
- o The executive resigns within the 30 days immediately after the first 12 months following a change of control, or if the change of control occurs pursuant to shareholder approval of a merger or consolidation as described above, then the resignation must occur within the 30 days immediately after the first 12 months following the closing of such merger or consolidation.

The Board of Directors has limited discretion to determine whether a change of control of the Company has taken place.

The Company has, from time to time, had preliminary discussions with potential strategic partners regarding possible transactions that could, if consummated, trigger the operation of the agreements. All such discussions have terminated at a preliminary stage.

#### **AUDIT COMMITTEE REPORT**

The Audit Committee is composed of five independent directors and operates under a written Charter adopted by the Board of Directors. The Audit Committee is responsible to directly appoint, retain, monitor the performance of, evaluate, compensate and terminate, the Company's independent accountants. Management is responsible for the Company's disclosure controls, internal controls and the financial reporting process. The independent accountants are responsible for performing an independent audit of the Company's consolidated financial statements in accordance with generally accepted auditing standards and for issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes and to report thereon to the Board of Directors. In this context, the Audit Committee has met and held discussions with management and Deloitte & Touche LLP, the Company's independent accountants.

Management represented to the Audit Committee that the Company's audited consolidated financial statements were prepared in accordance with generally accepted accounting principles and the Audit Committee has reviewed and discussed the audited consolidated financial statements with management and Deloitte & Touche.

The Audit Committee has discussed with Deloitte & Touche the matters required to be discussed by Statement on Auditing Standards No. 61 (Codification of Statements on Accounting Standards), as amended by Statements on Auditing Standards 89 and 90, including the scope of the auditor's responsibilities.

The Audit Committee also has received the written disclosures and the letter from Deloitte & Touche relating to the independence of that firm and has discussed with Deloitte & Touche that firm's independence from the Company.

Based upon the Audit Committee's discussions with management and Deloitte & Touche and the Audit Committee's review of the representation of management and the report of

Deloitte & Touche to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's annual report on Form 10-K for the year ended December 31, 2005, to be filed with the Securities and Exchange Commission.

The Audit Committee reviews with management and the independent accountants the results of the independent accountant's review of the unaudited financial statements that are included in the Company's quarterly reports on Form 10-Q. The Audit Committee reviews the fees charged by the Company's independent accountants. During the fiscal year ended December 31, 2005, Deloitte & Touche billed the Company the fees set forth below under the caption "Fees Paid to Deloitte & Touche" in connection with services rendered by that firm to the Company.

The Audit Committee meets regularly with both the independent external auditors and the accounting firm and individuals responsible for the internal audit function, all of whom have unrestricted access to the Audit Committee. These meetings include executive sessions without management present. The Audit Committee believes that it has taken the actions it deems necessary or appropriate to fulfill its oversight responsibilities under the Audit Committee's Charter. All Audit Committee members are independent under the enhanced independence standards for audit committee members in the Securities Exchange Act of 1934, as incorporated into the listing standards of the New York Stock Exchange.

#### ***Pre-Approval Policies and Procedures***

The Audit Committee has adopted a Pre-Approval Policy for pre-approving all audit and non-audit services provided by the Company's independent accountants. The Audit Committee must pre-approve the audit and non-audit services performed by the independent accountants in order to assure that the provision of such services does not impair the auditor's independence. Before the Company or any of its subsidiaries engages the independent accountants to render a service, the engagement must be either specifically approved by the Audit Committee or entered into pursuant to the Pre-Approval Policy. The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee must periodically revise the list of pre-approved services. The Audit Committee may consider the amount or range of estimated fees as a factor in determining whether a proposed service would impair the auditor's independence. The Company's management must inform the Audit Committee of each service (including fees paid) performed by the independent accountants pursuant to the Pre-approval Policy. Requests or applications to provide services that require separate approval by the Audit Committee must be submitted to the Audit Committee by both the independent accountants and the Company's Chief Financial Officer and must include a joint statement as to whether, in their view, the request or application is consistent with the Securities and Exchange Commission's and the Public Company Accounting Oversight Board's rules on auditor independence. The Audit Committee has considered whether the independent accountant's provision of permitted and pre-approved non-audit services to the Company is compatible with the accountant's independence.

#### **Audit Committee Members**

William H. Bruett  
Merrill O. Burns  
Euclid A. Irving, Chair

David R. Coates  
Kathleen C. Hoyt

**Fees Paid to Deloitte & Touche**

During the fiscal year ended December 31, 2005, Deloitte & Touche was employed principally to perform the annual audit and to render other services. Fees paid to Deloitte & Touche for services rendered in fiscal years 2004 and 2005 are listed in the following table.

	<u>2004</u>	<u>2005</u>
Audit Fees	\$ 492,750	\$ 538,420
Audit-Related Fees	15,155	11,050
Tax Fees	30,500	0
All Other Fees	0	0
	<u>          </u>	<u>          </u>
Total Deloitte & Touche Fees	<u>\$ 538,405</u>	<u>\$ 549,470</u>

Audit Fees include fees to perform the audit of the Company's financial statements. This category also includes fees for audits provided in connection with statutory filings or services that generally only the principal auditor reasonably can provide to a client, such as procedures related to audit of income tax provisions and related reserves, consents and assistance with and review of documents filed with the Securities and Exchange Commission. Audit Fees for 2004 and 2005 include approximately \$299,330 and \$214,500, respectively, for attestation services related to the Company's internal control over financial reporting for compliance with Section 404 of the Sarbanes-Oxley Act.

Audit-Related Fees include fees associated with assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. Audit-related fees include audits of employee benefit plans.

Tax Fees primarily include fees associated with tax audits, tax compliance, tax consulting, as well as tax planning.

**RATIFICATION OF SELECTION  
OF INDEPENDENT PUBLIC ACCOUNTANTS**

**Year 2006 Audit Services**

On February 16, 2006, the Audit Committee appointed the firm of Deloitte & Touche LLP to serve as independent certified public accountants for the calendar year 2006. We expect a representative of Deloitte & Touche to attend the Annual Meeting of Shareholders, respond to appropriate questions and be given an opportunity to speak if he or she desires to do so.

This proposal will be approved if the votes cast in favor of the proposal exceed the votes cast opposing the proposal. Appointment of the Company's independent accountants is not required to be submitted to a vote of the shareholders of the Company for ratification. However, the Audit Committee has recommended that the Board of Directors submit this matter to the shareholders as a matter of good corporate practice, which the Board of Directors is doing. If the shareholders fail to ratify the appointment, the Audit Committee will reconsider whether to retain Deloitte & Touche, and may retain that firm or another without resubmitting the matter to the Company's shareholders. Even if the appointment is ratified, the Audit Committee may, in its

discretion, direct the appointment of different independent accountants at any time during the year if it determines that such a change would be in the best interests of the Company and the shareholders.

**The Board of Directors Unanimously Recommends  
That You Vote FOR the Ratification of the Selection of Deloitte & Touche.**

**SUBMISSION OF SHAREHOLDER PROPOSALS**

Proposals of shareholders intended to be presented at the 2007 Annual Meeting scheduled to be held on May 21, 2007, must be received by the Company by December 19, 2006 for inclusion in the Company's proxy statement and proxy relating to that meeting. Upon receipt of any such proposal, the Company will determine whether or not to include such proposal in the proxy statement and proxy in accordance with regulations governing the solicitation of proxies.

In order for a shareholder to nominate a candidate for Director, under the Company's bylaws timely notice of the nomination must be received by the Company in advance of the meeting. Ordinarily, such notice must be received not less than 120 nor more than 150 days before the first anniversary of the date of the Company's proxy statement in connection with the last annual meeting, i.e., between November 19, 2006 and December 19, 2006 for the 2007 Annual Meeting. The shareholder filing the notice of nomination must include:

- o as to the shareholder giving the notice:
  - o the name and address of such shareholder, as they appear on the Company's stock transfer books;
  - o a representation that such shareholder is a shareholder of record and intends to appear in person or by proxy at such meeting to nominate the person or persons specified in the notice;
  - o the class and number of shares of stock of the Company beneficially owned by such shareholder; and
  - o a description of all arrangements or understandings between such shareholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by such shareholder; and
- o as to each person whom the shareholder proposes to nominate for election as a director:
  - o the name, age, business address and, if known, residence address of such person;
  - o the principal occupation or employment of such person;
  - o the class and number of shares of stock of the Company that are beneficially owned by such person;
  - o any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors or is otherwise required by the rules and regulations of the Securities and Exchange Commission promulgated under the Securities Exchange Act of 1934; and

- o the written consent of such person to be named in the proxy statement as a nominee and to serve as a director if elected.

In order for a shareholder to bring other business before a shareholder meeting, timely notice must be received by the Company within the time limits described above. Such notice must include:

- o the information described above with respect to the shareholder proposing such business;
- o a brief description of the business desired to be brought before the annual meeting, including the complete text of any resolutions to be presented at the annual meeting, and the reasons for conducting such business at the annual meeting; and
- o any material interest of such shareholder in such business.

These requirements are separate from the requirements a shareholder must meet to have a proposal included in the Company's proxy statement.

In each case the notice must be given by personal delivery or by United States certified mail, postage prepaid, to the Secretary of the Company, whose address is Green Mountain Power Corporation, 163 Acorn Lane, Colchester, Vermont 05446. The Company's bylaws are available on the Company's Internet website at [www.greenmountainpower.biz](http://www.greenmountainpower.biz): Who We Are, Investors, Corporate Governance. Any shareholder desiring a copy of the Company's bylaws will be furnished one without charge upon written request to the Secretary. A copy of the Company's bylaws is filed as an exhibit to the Company's Current Report on Form 8-K, dated December 8, 2003, and is available at the Securities and Exchange Commission Internet website ([www.sec.gov](http://www.sec.gov)).

#### **Other Business**

The Board of Directors knows of no other matters for consideration at the meeting. If any other business should properly arise, the persons appointed in the enclosed proxy have discretionary authority to vote in accordance with their best judgment.

By Order of the Board of Directors

Donald J. Rendall, Jr.  
Secretary

**Please Vote Your Vote Is Important**

**GREEN MOUNTAIN POWER CORPORATION  
DIRECTOR INDEPENDENCE STANDARDS**

(Adopted October 6, 2003, Amended February 14, 2005 and February 27, 2006)

The Board of Directors ( Board ) of Green Mountain Power Corporation (the Company ) has established the following guidelines to assist it in determining director independence solely for the purpose of complying with the New York Stock Exchange Corporate Governance Proposals.

Director Independence. A director is presumed to be independent unless:

- (a) the director is, or has been within the last three years, employed by the Company;
- (b) an immediate family member of the director is, or has been within the last three years, an executive officer of the Company;
- (c) the director received, during any twelve-month period within the last three years, more than \$100,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on the director's continued service);
- (d) an immediate family member of the director received, during any twelve-month period within the last three years, more than \$100,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on the director's immediate family member's continued service);
- (e) the director is a current partner of the present or former internal or external auditor of the Company, is a current employee of such firm, or was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time;
- (f) an immediate family member of the director is a current partner of the present or former internal or external auditor of the Company, is a current employee of such firm and participated in the firm's audit, assurance, or tax compliance (but not tax planning) practice, or was within the last three years (but is no longer) a partner or an employee of such a firm and personally worked on the Company's audit within that time;
- (g) the director is, or has been for the last three years, employed as an executive officer of another company where any of the Company's present executive officers serves on that company's compensation committee;
- (h) an immediate family member of the director is, or has been for the last three years, employed as an executive officer of another company where any of the Company's present executive officers serves on that company's compensation committee;
- (i) the director is an employee of another company that has made payments to, or

received payments from, the Company, for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1,000,000, or two percent (2%) of such other company's consolidated gross revenues;

(j) an immediate family member of the director is an executive officer of another company that has made payments to, or received payments from, the Company, for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1,000,000 or two percent (2%) of such other company's consolidated gross revenues;

(k) a director is, or has been within the last three years, an executive officer of another company which was indebted to the Company, or to which the Company was indebted, and either: (a) the total amount of such other company's indebtedness to the Company was greater than two percent (2%) of the total consolidated assets of the Company, or (b) the total amount of the Company's indebtedness to such other company was greater than two percent (2%) of the total consolidated assets of such other company, in each case for any of the three most recently completed fiscal years;

(l) a director is, or has been within the last three years, an executive officer, director or trustee of a charitable or educational organization, to which the Company has made discretionary contributions of greater than \$1,000,000 or two percent (2%) of that organization's total annual discretionary receipts for any of the three most recently completed fiscal years, is not independent. The Company's automatic matching of charitable contributions will not be included in the amount of the Company's contributions for this purpose; or

(m) he or she has a material relationship with the Company (either directly or as a partner, shareholder or officer of the organization that has a relationship with the Company), including, but not limited to, commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships.

The Board may determine, in its discretion, that a director is not independent notwithstanding qualification under the categorical standards.

Immediate Family Members. For the purposes of these independence standards, the term "immediate family member" means any of the person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone (other than domestic employees) who shares the person's home.

**GREEN MOUNTAIN POWER CORPORATION**

Please Mark Here for Address Change  **SEE REVERSE SIDE**

	FOR	WITHHELD FOR ALL	FOR ALL EXCEPT		FOR	AGAINST	ABSTAIN
Item 1. Election of Directors	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>				
01 Elizabeth A. Bankowski				Item 2. The proposal to ratify the appointment of Deloitte & Touche as the independent accountants for the Company for 2006.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
02 Nordahl L. Brue, Chair							
03 William H. Bruett							
04 Merrill O. Burns							
05 David R. Coates							
06 Christopher L. Dutton							
07 Kathleen C. Hoyt							
08 Euclid A. Irving							
09 Marc A. vanderHeyden							

**INSTRUCTION: To withhold authority to vote for any such nominee(s), write the name(s) of the nominee(s) on the line provided below:**

Choose MLink<sup>SM</sup> for Fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to investor ServiceDirect at [www.melloninvestor.com/isd](http://www.melloninvestor.com/isd) where step-by step instructions will prompt you through enrollment.

I PLAN TO ATTEND THE ANNUAL MEETING

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

**NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.**

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.**

**Ù FOLD AND DETACH HERE Ù**

Green Mountain Power's annual meeting will be held at company headquarters, 163 Acorn Lane, Colchester, Vermont on Monday, May 22, beginning at 1:00 p.m.

If you are planning to attend the meeting, please call Penny Collins at 1-888-TEL-GMPC (1-888-835-4672), or email her at: [collins@greenmountainpower.biz](mailto:collins@greenmountainpower.biz)

Thank you

**Directions to Green Mountain Power Colchester office:**



Edgar Filing: ROCKY MOUNTAIN CHOCOLATE FACTORY INC - Form 10-Q

Take I-89 to Exit 16. If coming from the south, turn right at the light at the end of the exit ramp, if coming from the north, turn left at the end of the exit ramp. Go 1.6 mile. Rathe Road will be on your left. Turn left onto Rathe Road. Take the first right onto S. Oak Circle and then the first left onto Acorn Lane.

---

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**GREEN MOUNTAIN POWER CORPORATION**  
**163 Acorn Lane, Colchester, Vermont 05446**

The undersigned hereby appoints Christopher L. Dutton and Donald J. Rendall, Jr. as Proxies, each with the power to appoint a substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side, all the shares of Common Stock of Green Mountain Power Corporation held of record by the undersigned on March 27, 2006, at the Annual Meeting of Shareholders to be held on May 22, 2006, or any adjournment or postponement thereof.

This Proxy when properly executed will be voted in the manner directed herein by the undersigned shareholder. **If no direction is made, this Proxy will be voted FOR all nominees and FOR Proposal 2 and according to the discretion of the proxy holders on any other matters that may properly come before the meeting or any and all adjournments or postponements thereof.**

**YOUR VOTE IS IMPORTANT!**  
(Continued and to be marked, dated and signed, on the other side)

**Address Change (Mark the corresponding box on the reverse side)**

---

Ù FOLD AND DETACH HERE Ù

---