

MYERS INDUSTRIES INC

Form PREC14A

March 09, 2010

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to ss.240.14a-12

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MYERS INDUSTRIES, INC.

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(Name of Registrant as Specified In Its Charter)

GAMCO ASSET MANAGEMENT INC.  
MARIO J. GABELLI  
EDWARD F. CRAWFORD  
AVRUM GRAY  
ROBERT S. PRATHER, JR.

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)  
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Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

-----

(3) Filing Party:

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(4) Date Filed:  
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ANNUAL MEETING OF SHAREHOLDERS OF MYERS INDUSTRIES, INC.  
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PROXY STATEMENT OF GAMCO ASSET MANAGEMENT INC.

To Our Fellow Myers Industries, Inc. Shareholders:

This proxy statement and the enclosed BLUE proxy card are being furnished to shareholders of Myers Industries, Inc. (“Myers” or the “Company”) in connection with the solicitation of proxies by GAMCO Asset Management Inc. (“GAMCO” or “we”) to be used at the 2010 annual meeting of shareholders of Myers, including any adjournments or postponements thereof and any meeting held in lieu thereof (the “2010 Annual Meeting”). The date and place of the 2010 Annual Meeting has not yet been announced by the Company. This proxy statement and the BLUE proxy card are first being furnished to shareholders on or about March 9, 2010.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS: Our proxy materials are available on the following website: [www.gproxyonline.com](http://www.gproxyonline.com).

THIS SOLICITATION IS BEING MADE BY GAMCO AND NOT ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY (THE “BOARD”).

We are soliciting your proxy for the 2010 Annual Meeting in support of the following proposals:

1. To elect Edward F. Crawford, Avrum Gray and Robert S. Prather, Jr. (each a “Nominee” and collectively, the “Nominees”) to serve as directors of the Company.
2. In their discretion, the herein named attorneys and proxies are authorized to vote upon such other matters as may properly come before the 2010 Annual Meeting, of which such persons are not made aware within a reasonable period of time prior to the 2010 Annual Meeting.

Myers has not yet disclosed the record date for determining shareholders entitled to notice of and to vote at the 2010 Annual Meeting. Shareholders of record at the close of business on the record date will be entitled to vote at the 2010

Annual Meeting. The Company has disclosed that as of October 30, 2009, there were 35,278,129 shares of Common Stock outstanding, without par value ("Common Stock" or "Shares"). The Company's proxy statement for the 2010 Annual Meeting will provide the current number of Shares outstanding and entitled to vote at the 2010 Annual Meeting. Each Share has one vote.

GAMCO beneficially owns, on behalf of its clients, 2,138,275 Shares, representing approximately 6.06% of the Company's outstanding Common Stock. Affiliates of GAMCO beneficially own on behalf of their investment advisory clients, an additional 1,518,900 Shares, representing 4.31% of the Company's outstanding Common Stock.

GAMCO intends to vote its Common Stock FOR the election of its Nominees. The proxy rules do not permit us to name in this proxy statement the nominees who are also on the Company's ballot that we intend to vote for. Once the Company files its proxy statement for the 2010 Annual Meeting, GAMCO will disclose the names of the Company's nominees for which GAMCO does not intend to vote.

OUR NOMINEES ARE COMMITTED TO ACTING IN THE BEST INTERESTS OF ALL MYERS SHAREHOLDERS. WE BELIEVE THAT ELECTING THEM TO THE BOARD WILL HAVE A POSITIVE EFFECT ON THE FUTURE OF MYERS. ACCORDINGLY, WE URGE YOU TO VOTE YOUR BLUE PROXY CARD FOR OUR NOMINEES.

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## HOW TO VOTE YOUR SHARES

As explained in the detailed instructions on your BLUE proxy card, there are two ways you may vote. You may:

1. SIGN, DATE AND RETURN THE ENCLOSED BLUE PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE. WE RECOMMEND THAT YOU VOTE ON THE BLUE PROXY CARD EVEN IF YOU PLAN TO ATTEND THE 2010 ANNUAL MEETING;
2. Vote in person by attending the 2010 Annual Meeting. Written ballots will be distributed to shareholders who wish to vote in person at the 2010 Annual Meeting. If you hold your shares through a bank, broker or other custodian, you must obtain a legal proxy from such custodian in order to vote in person at the meeting.

WE URGE YOU NOT TO SIGN ANY WHITE PROXY CARD SENT TO YOU BY THE COMPANY. IF YOU DO SIGN A PROXY CARD SENT TO YOU BY THE COMPANY, YOU MAY REVOKE YOUR PREVIOUSLY SIGNED PROXY BY SIGNING AND RETURNING A LATER-DATED BLUE PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE, BY DELIVERING A WRITTEN NOTICE OF REVOCATION TO GAMCO OR TO THE SECRETARY OF THE COMPANY, OR BY INSTRUCTING US BY TELEPHONE AS TO HOW YOU WOULD LIKE YOUR SHARES VOTED (INSTRUCTIONS ARE ON YOUR BLUE PROXY CARD).

HOLDERS OF SHARES AS OF THE RECORD DATE ARE URGED TO SUBMIT A BLUE PROXY CARD EVEN IF YOUR SHARES WERE SOLD AFTER THE RECORD DATE.

IF YOUR SHARES ARE HELD IN THE NAME OF A BROKERAGE FIRM, BANK, BANK NOMINEE OR OTHER INSTITUTION ON THE RECORD DATE, ONLY THAT INSTITUTION CAN VOTE THOSE SHARES AND ONLY UPON RECEIPT OF YOUR SPECIFIC INSTRUCTIONS. ACCORDINGLY, PLEASE CONTACT

THE PERSON RESPONSIBLE FOR YOUR ACCOUNT AND INSTRUCT THAT PERSON TO SIGN AND RETURN ON YOUR BEHALF THE BLUE PROXY CARD AS SOON AS POSSIBLE.

Because the Company has not yet filed its proxy statement for the 2010 Annual Meeting, GAMCO has not included on its proxy card any proposals that may be made by the Company in its proxy statement. A proxy card that is returned to GAMCO will be voted as you indicate on it. If a proxy card is returned without a vote indicated thereon, the Shares represented thereby will be voted FOR the election of each of the Nominees. In addition, a proxy card will be voted in the proxy holder's discretion with respect to such other matters as may properly come before the meeting.

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### BACKGROUND TO THE SOLICITATION

GAMCO has been a major shareholder of the Common Stock of Myers on behalf of our clients for many years, and currently is the beneficial owner on behalf of our clients of 2,138,275 Shares, or 6.06% of the outstanding Common Stock. GAMCO's affiliates are the beneficial owners, on behalf of their clients, of an additional 1,518,900 Shares of the Company's Common Stock.

We have proposed Edward F. Crawford, Avrum Gray and Robert S. Prather, Jr. for election this year to the Company's Board of Directors. GAMCO and its affiliates have followed Myers through our research for over three decades. We have a different point of view concerning the Company's allocation of cash flow, and we ask you to vote with us.

GAMCO believes that the Company's shares are currently trading at a significant discount to the Company's intrinsic value, by which we mean the price that we believe an informed buyer would pay to acquire 100% of the Company. In GAMCO's opinion, this is due, at least in part, to a lack of strategic focus and, in our view, a misallocation of capital. Our Nominees will provide a change in corporate stewardship to reflect the interests of the owners/shareholders.

We believe that adding our Nominees as directors will help provide a new perspective and better oversight regarding the strategic focus of the Company, and in so doing, will assist the Company in enhancing shareholder value.

GAMCO initially advised the Company of its intention to nominate directors for the Company in a letter to the Company dated October 30, 2009. In that letter, which also was attached as an Exhibit to a Schedule 13D Amendment filed by GAMCO with the U.S. Securities and Exchange Commission on October 30, 2009, GAMCO advised the Company of its recommendation of Edward F. Crawford as a nominee for election as a director at the Company's 2010 Annual Meeting. In a letter to the Company dated November 13, 2009, which was attached as an Exhibit to a Schedule 13D Amendment filed by GAMCO on November 13, 2009, GAMCO advised the Company of its recommendation of Avrum Gray and Robert S. Prather, Jr. as two additional nominees for election as directors at the Company's 2010 Annual Meeting. GAMCO had communication with the Company after that time concerning the Company's process for evaluating nominees. No agreement or understanding between GAMCO and the Company was reached. GAMCO has also proposed Mr. Gray and Mr. Prather for election as directors to the Board of Directors of Coachmen Industries, Inc. at that company's 2010 Annual Meeting of Shareholders.

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### PROPOSAL 1: ELECTION OF DIRECTORS

Nine directors are to be elected to the Board at the 2010 Annual Meeting. We recommend that the shareholders elect Edward F. Crawford, Avrum Gray and Robert S. Prather, Jr. as directors of the Company at the 2010 Annual Meeting. Each of our Nominees has consented to being named as a Nominee and to serving as a director if elected. GAMCO believes that if elected, each of our Nominees will be considered an independent director.

GAMCO believes good corporate governance requires that the Board be comprised of independent-minded directors, not tied to management, who bring a diverse set of relevant skills and experience to their board service. Accordingly, GAMCO has proposed three Nominees who we believe have the independence from management, and the experience required to improve oversight in this Company. Each of the Nominees has an extensive, successful business background with significant leadership experience. Our Nominees have significant experience with both the financial and operational aspects of businesses, and we believe will be able to provide guidance and oversight to management to help the Company re-focus its efforts and increase shareholder value.

Mr. Edward F. Crawford has served as Chairman and Chief Executive Officer of Park Ohio Holdings Corp. since 1992 ("Park Ohio"). Park Ohio, based in Cleveland, Ohio, is a diversified manufacturing services and products holding corporation. Mr. Crawford also serves as a director of Continental Global Group, Inc. GAMCO believes that Mr. Crawford's experience leading Park Ohio will be extremely valuable to the Board of Myers.

Mr. Avrum Gray is the Chairman and Founding Partner of G-Bar Limited Partnership ("G-Bar") one of the nation's largest independent options trading firms and a leading specialist in computer-based arbitrage activities in the derivative markets, a position he has held since 1982. Mr. Gray serves as a director of SL Industries, Inc., a manufacturer of power and specialized communication equipment, since 2000. Mr. Gray was Chief Executive of Alloy Consolidated Industries from 1956 through 1991, a privately held universal joint manufacturer and an automotive aftermarket company. Mr. Gray also served on the boards of Lynch Systems, Inc. (1995 -2001), a capital equipment manufacturer where he was Chairman, Nashua Corporation (2000 -2009), a manufacturer, converter and marketer of labels and specialty papers, Material Sciences Corporation, (2003 – 2009) a provider of material-based solutions for acoustical and coated applications and LGL Group, Inc. (formerly Lynch Corporation) (1999 – 2009), a diversified holding company. Mr. Gray was the Chairman of the Board of Spertus Institute, as well as a board member of the Illinois Institute of Technology, the Stuart School, and a number of philanthropic organizations, including the Jewish Federation of Chicago.

Mr. Robert S. Prather, Jr. has been the President and Chief Operating Officer of Gray Television, Inc., a television broadcast company, since September 2002. He was an Executive Vice President of Gray Television from 1996 until September 2002. Mr. Prather is also a director of Gray Television, Inc. He has served as Chairman of the Board at Triple Crown Media, Inc., a publishing and communication company, since December 2005. He also served as Chief Executive Officer and director of Bull Run Corporation, a sports and affinity marketing and management company from 1992 until its merger into Triple Crown Media, Inc. in 2005. Mr. Prather is also on the Board of Directors of The Georgia World Congress Center (Chairman) from 1993 to present, Draper Holdings Business Trust from 2008 to present, Enterprise Bank from 2007 to present, Gaylord Entertainment Company from 2009 to present and is on the Advisory Board of Swiss Army Brands, Inc. from 1995 to present. Since 2004, Mr. Prather also has been a member of the Board of Directors of GAMCO Investors, Inc., the public company that is the parent of GAMCO.

GAMCO believes that these three individuals possess a combination of leadership skills, proven experience in the stewardship of industrial and other public companies, and a focus on enhancing shareholder value.

GAMCO and its Nominees are unaware of any conflicts of interest that may arise from the Nominees service on the Boards of Director of any or all of these companies. Each of the Nominees similarly believes that he will have sufficient time and energy to devote to the Myers Board of Directors without impairment from conflicts of interest.

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Our Nominees are not receiving any compensation from GAMCO for their services during the period from their agreeing to be Nominees until the 2010 Annual Meeting. If elected, our Nominees will receive no compensation from GAMCO, but will be entitled to such compensation from the Company as is consistent with the Company's past practices for services of non-employee directors.

THIS SOLICITATION IS BEING MADE BY GAMCO AND NOT ON BEHALF OF THE BOARD OR MANAGEMENT OF THE COMPANY.

### BIOGRAPHICAL INFORMATION

Background information about our Nominees, including the present principal occupation or employment and material occupations, positions and offices or employment for the past five years of each Nominee, is set forth below.

Name and Business Address	Age	Principal Occupation for Past Five Years and Directorships
Edward F. Crawford 6065 Parkland Boulevard Cleveland, Ohio 44124	68	Mr. Crawford has served as Chairman and Chief Executive Officer of Park Ohio Holdings Corp., a diversified manufacturing services and products holding company since 1992. Mr. Crawford also serves as a director of Continental Global Group, Inc.
Avrum Gray 440 South LaSalle Suite 650 Chicago, IL 60605	73	Mr. Gray is Chairman and Founding Partner of G-Bar Limited Partnership, a derivative trading firm. He has held that position since 1982. Mr. Gray served as Chairman of the Board of Lynch Systems, Inc., a capital equipment manufacturer, from 1995 through 2001. Prior thereto, Mr. Gray was Chief Executive of a privately held automotive aftermarket company. Mr. Gray currently serves on the Board of SL Industries, Inc. (high performance power solutions). Mr. Gray previously served as a director of The LGL Group, Inc. (diversified holding company) (1999-2009), Nashua Corporation (specialty imaging products and services) (2000-2009), and Material Sciences Corporation (material based solutions) (2003-2009).
Robert S. Prather, Jr. 4370 Peachtree Road, NE Atlanta, GA 30319	65	Mr. Prather has served as President and Chief Operating Officer of Gray Television, Inc. since 2002. Mr. Prather serves as a director of Gray Television, Inc., George World Congress Center, Draper Holdings Business Trust, Enterprise Bank, GAMCO Investors, Inc., and is on the Advisory Board of Swiss Army Brands, Inc.



GAMCO and its affiliates are beneficial owners, on behalf of their investment advisory clients, of 11.95% of the outstanding shares of Park Ohio Holdings Corp., the company for which Mr. Crawford serves as Chairman and CEO, 31.70% of the outstanding shares of SL industries, the company for which Mr. Gray serves as a director, 5.79% of the common stock of Gray Television, Inc., 1.28% of the Class A common stock of Gray Television, Inc., 11.34% of the common stock of Gaylord Entertainment Company, and 1.24% of the common stock of Triple Crown Media, Inc.

WE STRONGLY URGE YOU TO VOTE FOR THE ELECTION OF OUR NOMINEES BY SIGNING, DATING AND RETURNING YOUR BLUE PROXY CARD TODAY IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

#### GAMCO'S RECOMMENDATIONS

GAMCO is soliciting proxies to vote TO ELECT Edward F. Crawford, Avrum Gray and Robert S. Prather, Jr. to the Board of Directors of the Company.

YOU ARE URGED TO VOTE TO ELECT EACH OF GAMCO'S NOMINEES ON THE ENCLOSED BLUE PROXY CARD.

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#### INFORMATION ABOUT THE PARTICIPANTS

This proxy solicitation is being conducted by GAMCO, which is an SEC-registered investment adviser to institutional and high net worth clients. GAMCO is the beneficial owner of approximately 6.06% of the outstanding Common Stock of Myers. The participants in this proxy solicitation are GAMCO, the Nominees and Mario J. Gabelli (the "Participants"). Mr. Gabelli is the Chairman, Chief Executive Officer, and Chief Investment Officer – Value Portfolios, of GAMCO Investors, Inc., the parent company of GAMCO. Affiliates of GAMCO are the beneficial owners of an additional 4.31% of the Company's outstanding Common Stock. The percentages used herein are based upon 35,278,129 Shares of Common Stock outstanding as reported in the Form 10-Q for the period ending October 30, 2009. The relationships and ownership discussed below are only in respect to beneficial ownership of the Common Stock.

The principal business address of GAMCO is One Corporate Center, Rye, NY 10580.

#### NOMINEES

Please see Biographical Information above for information about the Nominees.

#### BENEFICIAL OWNERSHIP OF COMMON STOCK

The following table shows the beneficial ownership of Myers Common Stock as of the date hereof by the Participants. Except as described below, each of the parties in the table directly owns and has voting power and

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dispositive power with regard to the number of Shares of Common Stock beneficially owned. Please see Annex A for additional information about the Participants' purchases and sales of Common Stock during the last two years.

Entity SHARES BENEFICIALLY OWNED	NUMBER OF OUTSTANDING COMMON SHARES	PERCENT OF
GAMCO	2,138,275 *	6.06%
Edward F. Crawford	0	0%
Avrum Gray	0	0%
Robert S. Prather, Jr.	0	0%
Mario J. Gabelli	0	0%

\* GAMCO has dispositive power with respect to all of these Shares, and voting power with respect to 2,048,275 Shares, representing approximately 5.81% of the Company's outstanding Common Stock. GAMCO's affiliates have dispositive and voting power over an additional 1,518,900 Shares, representing 4.31% of the Company's outstanding Common Stock.

#### NOMINEE AGREEMENTS

There are no arrangements or understandings between the Participants and any of the Nominees or other persons pursuant to which the Nominees are being recommended by GAMCO.

#### INTERESTS OF THE PARTICIPANTS

The Participants and the Nominees each has an interest in the election of directors at the 2010 Annual Meeting as applicable: (i) indirectly through the beneficial ownership (if any) of Common Stock and/or (ii) indirectly through his nomination as director.

Other than as disclosed in this proxy statement, there are no other arrangements or understandings between the Participants and any Nominee or any other person or persons with respect to the nomination of the Nominees.

Other than as disclosed in this proxy statement, neither the Participants, any of the Nominees nor any of their respective affiliates, associates or immediate family members, directly or indirectly:

§ Is, nor was within the past year, party to any contract, arrangement or understanding with any person with respect to any securities of the Company, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies;

§ Has had any relationship with the Company in any capacity other than as a shareholder that would require disclosure herein;

§ Has an agreement, arrangement or understanding with respect to any future employment by the Company or its affiliates;

§ Has any agreement, arrangement or understanding with respect to future transactions to which the Company or any of its affiliates will or may be a party; or have any

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material interest, direct or indirect, in any transaction that has occurred since January 1, 2009 or any currently proposed transaction, or series of similar transactions, to which the Company or any of its affiliates was or is to be a party.

§ Is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries in any material legal proceeding.

GAMCO has filed with the SEC statements on Schedule 13D, which contain information in addition to that furnished herein. The Schedule 13D, including any amendments thereto, may be inspected at, and copies may be obtained from, the public reference facilities maintained at the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of such material can also be obtained upon written request addressed to the SEC, Public Reference Section, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the SEC's Public Reference Room by calling the SEC at (800) SEC-0330. The SEC also maintains a website on the Internet (<http://www.sec.gov>) where reports, proxy and information statements and other information regarding issuers and others that file electronically with the SEC may be obtained free of charge.

### OTHER MATTERS

In accordance with federal securities laws, GAMCO has omitted from this proxy statement certain disclosures that are to be included in the Company's proxy statement. These disclosures include, among other things, information regarding: (1) securities ownership of certain beneficial owners and management; (2) meetings and committees of the Board; (3) the background of the Company's nominees for the Board; (4) the compensation and remuneration paid and payable to the Company's directors and management; (5) voting procedures, including the share vote required for approval or election, at the 2010 Annual Meeting; (6) the submission of shareholder proposals at the Company's next annual meeting of shareholders; and (7) information regarding fees and services of the Company's independent auditors. GAMCO has no knowledge of the accuracy or completeness of the Company's disclosures in its proxy materials.

### VOTING AND PROXY PROCEDURES

The enclosed BLUE proxy card may be executed only by holders of record of Shares on the record date. If you were a shareholder of record on the record date, you will retain your voting rights at the 2010 Annual Meeting even if you sell your Shares after the record date. Accordingly, it is important that you vote the Shares held by you on the record date, or grant a proxy to vote your Shares on the BLUE proxy card, even if you sell your Shares after the record date. The Shares represented by each BLUE proxy card that is properly executed and returned to GAMCO will be voted at the 2010 Annual Meeting in accordance with the instructions marked thereon. If you have signed the BLUE proxy card and no marking is made, you will be deemed to have given a direction to vote all of the Shares represented by the BLUE proxy card FOR the election of all of our Nominees. In addition, a proxy card will be voted in the proxy holders' discretion with respect to such other matters as may properly come before the meeting.

If you hold your Shares in the name of one or more brokerage firms, banks or nominees, only they can vote your Shares and only upon receipt of your specific instructions. Accordingly, you should contact the person responsible for your account and give instructions for a BLUE proxy card representing your Shares to be signed and returned. GAMCO urges you to confirm in writing your instructions to the person responsible for your account and to provide a copy of those instructions to GAMCO, One Corporate Center, Rye, NY 10580, so that we will be aware of all instructions given and can attempt to ensure that those instructions are followed.

### REVOCATION OF PROXIES

Any shareholder of record may revoke or change his or her proxy instructions at any time prior to the vote at the 2010 Annual Meeting by:

- o submitting a properly executed, subsequently dated BLUE proxy card (including a telephone vote) that will revoke all prior proxy cards, including any WHITE proxy cards which solicit a proxy in favor of all of the incumbent directors;
- o attending the 2010 Annual Meeting and withdrawing his or her proxy by voting in person (although attendance at the 2010 Annual Meeting will not in and of itself constitute revocation of a proxy);
- o following the voting instructions on the BLUE proxy card or the voting instructions provided by your broker, bank or other holder of record to properly submit a vote by telephone; which will revoke all prior proxy cards, including any WHITE proxy cards; or
- o delivering written notice of revocation either to GAMCO, One Corporate Center, Rye, NY 10580, or the Corporate Secretary of Myers at 1293 South Main Street, Akron, Ohio 44301, or any other address provided by the Company.

Although a revocation is effective if delivered to the Company, GAMCO requests that either the original or a copy of any revocation be mailed to GAMCO, One Corporate Center, Rye, NY 10580, so that GAMCO will be aware of all revocations and can more accurately determine if and when the requisite proxies for the election of our Nominees as directors set forth herein have been received. GAMCO may contact shareholders who have revoked their proxies.

IF YOU PREVIOUSLY SIGNED AND RETURNED A WHITE PROXY CARD TO THE COMPANY, GAMCO URGES YOU TO REVOKE IT BY (1) SIGNING, DATING AND RETURNING THE BLUE PROXY CARD IN THE ENCLOSED POSTAGE PAID ENVELOPE, (2) INSTRUCTING US BY TELEPHONE AS TO HOW YOU WOULD LIKE YOUR SHARES VOTED, (3) ATTENDING THE 2010 ANNUAL MEETING AND VOTING IN PERSON OR (4) DELIVERING A WRITTEN NOTICE OF REVOCATION TO GAMCO OR TO THE SECRETARY OF THE COMPANY.

#### QUORUM AND VOTING

Please refer to the Company's proxy statement for the 2010 Annual Meeting for the number of Shares outstanding and entitled to vote at the 2010 Annual Meeting. Only shareholders of record at the close of business on the record date will be entitled to vote at the 2010 Annual Meeting. Each Common Share has one vote. The presence, in person or by proxy, of holders of Shares representing a majority of the outstanding Shares eligible to vote at the 2010 Annual Meeting will constitute a quorum. Abstentions and broker non-votes will be counted as present for purposes of determining whether a quorum is present at the 2010 Annual Meeting. Assuming a quorum is present or otherwise represented at the 2010 Annual Meeting, the nine nominees receiving the highest number of votes cast will be elected.

Votes Required.

- With respect to Proposal No. 1, to elect the three GAMCO Nominees. If a quorum is present at the Annual Meeting, the nominees for election as directors who receive the greatest number of votes cast will be elected as directors. Abstentions and broker non-votes will not affect the outcome of the election of directors.

- To vote in their discretion on such other matters as may properly come before the 2010 Annual Meeting.

YOUR VOTE IS EXTREMELY IMPORTANT. WE URGE YOU TO SIGN, DATE AND RETURN THE ENCLOSED BLUE PROXY CARD TODAY OR INSTRUCT US BY TELEPHONE TO VOTE FOR THE ELECTION OF GAMCO'S NOMINEES SET FORTH IN THIS PROXY STATEMENT.

#### COST AND METHOD OF SOLICITATION

It is anticipated that the Nominees and certain management level staff members of GAMCO will participate in the solicitation of proxies in support of our Nominees set forth in this proxy statement. Such staff members will receive no additional consideration if they assist in the solicitation of proxies. Although no precise estimate can be made at the present time, the total expenditures in furtherance of, or in connection with, the solicitation of shareholders is estimated to be \$10,000.

Costs related to this solicitation of proxies, including expenditures for attorneys, accountants, public relations and financial advisors, proxy solicitors, advertising, printing, transportation and related expenses will be borne by GAMCO. To the extent legally permissible, GAMCO will seek reimbursement from the Company for those expenses if any of our Nominees is elected. GAMCO does not currently intend to submit the question of such reimbursement to a vote of the shareholders.

#### CERTAIN INFORMATION ABOUT THE COMPANY

Myers is an Ohio Corporation with its registered office and principal executive office located at 1293 South Main Street, Akron, Ohio 44301. The Company is subject to the informational requirements of the Exchange Act, as amended, and in accordance therewith is required to file reports, proxy statements and other information with the SEC. Reports, registration statements, proxy statements and other information filed by the Company with the SEC can be inspected and copied at the public reference facilities maintained by the Commission at 100 F Street, N.E., Washington, DC 20549. Documents filed electronically by the Company are also available at the SEC's website (<http://www.sec.gov>).

Dated: March 9, 2010

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ANNEX A

TWO YEAR TRANSACTION HISTORY OF PARTICIPANTS

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The following table sets forth all transactions in securities of the Company effected during the past two years by GAMCO. These transactions were made on behalf of GAMCO's investment advisory clients, in the open market, with assets of clients for whom GAMCO provides investment advisory services. The Shares are held in cash accounts in the ordinary course of business, and no part of the purchase price or market value of such Shares is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities.

Trade Date -----	Amount Purchased (Sold) -----	Price per Share (\$) -----
GAMCO		
3/5/2008	2,000-	12.05487
3/6/2008	300-	12.05657
3/7/2008	1,000-	12.09486
3/10/2008	800-	11.99986
3/11/2008	600-	11.63987
3/11/2008	600-	11.66407
3/11/2008	600-	11.74987
3/11/2008	500-	11.84986
3/12/2008	600-	12.05487
3/14/2008	1,000-	12.50286
3/18/2008	600-	12.97983
3/24/2008	3,000-	13.94084
3/24/2008	1,000-	13.98384
3/25/2008	1,000-	13.86384
3/27/2008	5,000-	13.51355
4/2/2008	1,500-	13.42972
4/4/2008	1,000	12.84800
4/4/2008	51,000	12.92460
4/4/2008	15,000	12.99750
4/4/2008	1,000	13.00850
4/4/2008	5,000	13.04480
4/4/2008	2,000	13.05420
4/4/2008	8,000	13.06120
4/4/2008	500	13.14990
4/4/2008	250	13.16592
4/4/2008	1,000-	12.74402
4/7/2008	5,900	12.27610
4/7/2008	5,900	12.31610
4/7/2008	1,500	12.33000
4/7/2008	1,000	12.33980
4/7/2008	30,000	12.34480
4/7/2008	20,000	12.34780
4/7/2008	31,000	12.35310
4/7/2008	5,000	12.37000
4/7/2008	1,400	12.38000
4/7/2008	11,460	12.39310
4/8/2008	7,900	12.21810
4/8/2008	7,900	12.25810

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4/8/2008	1,000-	12.22493
4/9/2008	2,200	12.22000
4/9/2008	2,200	12.26000
4/9/2008	5,000	12.44000
4/9/2008	800-	12.25493
4/15/2008	2,000	10.96000
4/15/2008	2,000	11.00000
4/15/2008	1,500-	11.16523
4/17/2008	5,000	12.17660
4/21/2008	300-	13.00990
4/24/2008	10,000	13.00000
4/25/2008	300-	12.74320
4/28/2008	500-	13.05992
5/9/2008	500-	12.45992
5/14/2008	2,000	13.00000
5/23/2008	5,000-	11.77533
5/29/2008	5,000-	11.84063
5/30/2008	300	12.00000
6/4/2008	300	11.61000
6/10/2008	341-	11.49191
6/17/2008	1,000-	10.93793
6/18/2008	3,000	10.55870
6/18/2008	1,000-	10.58994
6/20/2008	11,000	8.96810
6/20/2008	5,000	8.97020
6/20/2008	5,000	9.00520
6/20/2008	10,000	9.04490
6/23/2008	1,500	9.05000
6/24/2008	4,000	9.00000
6/25/2008	300	9.02330
6/26/2008	500	8.72800
6/27/2008	5,000-	8.35315
6/30/2008	500	8.14970
6/30/2008	2,000	8.24000
7/1/2008	1,000-	8.60495
7/2/2008	3,000-	8.32325
7/2/2008	500-	8.45994
7/3/2008	5,000	8.03380
7/3/2008	500-	7.98194
7/7/2008	1,000-	8.20995
7/8/2008	1,000-	8.09095
7/11/2008	1,000-	7.68675
7/11/2008	1,375-	7.68676
7/21/2008	1,000-	8.17595
7/23/2008	3,000	9.49000
7/24/2008	500-	9.14994
7/25/2008	3,000	9.15000
7/25/2008	1,000	9.45500
7/25/2008	1,000-	9.45294
7/28/2008	5,000	9.54070
7/28/2008	3,000-	9.47325

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7/28/2008	600-	9.72143
7/28/2008	800-	9.72144
7/29/2008	1,000-	10.57054
7/29/2008	3,000-	10.70264
7/30/2008	700-	11.08993
8/1/2008	1,000	11.20000
8/4/2008	600-	11.11993
8/4/2008	7,000-	11.47993
8/6/2008	5,000-	11.63233
8/6/2008	4,000-	11.70993
8/6/2008	500-	11.81642
8/13/2008	2,000-	11.89293
8/14/2008	500-	12.20262
8/21/2008	4,000	11.82750
8/21/2008	600-	11.75163
8/22/2008	2,400	12.13000
8/25/2008	500	12.13000
8/25/2008	2,000-	12.53993
8/28/2008	2,000-	13.18243
8/28/2008	5,000-	13.42112
8/29/2008	3,000-	13.10822
9/2/2008	1,200-	13.44352
9/4/2008	2,000-	12.73093
9/8/2008	2,000-	13.20943
9/11/2008	400-	12.70743
9/22/2008	200-	14.00310
9/22/2008	2,000-	14.00312
9/22/2008	1,000-	14.06992
9/23/2008	500-	13.50592
9/24/2008	300-	12.95320
9/25/2008	300-	13.00530
9/25/2008	1,000-	13.00532
9/30/2008	10,000	12.60000
10/6/2008	300-	10.14323
10/8/2008	1,000-	9.70494
10/10/2008	500-	7.68994
10/10/2008	600-	7.94495
10/13/2008	2,000	9.57000
10/15/2008	1,200-	9.34823
10/17/2008	2,000-	10.13444
10/20/2008	600-	9.49993
11/3/2008	800-	10.24104
11/3/2008	1,000-	10.24104
11/4/2008	500-	10.53994
11/6/2008	300-	9.73323
11/12/2008	600-	6.59995
11/12/2008	1,500-	6.96326
11/14/2008	600-	7.30090
11/17/2008	500-	6.99996
11/17/2008	659-	7.29995
11/18/2008	500	7.12000



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11/19/2008	2,000-	6.41596
11/20/2008	900-	6.17863
11/20/2008	600-	6.17865
11/20/2008	4,000-	6.17867
11/21/2008	800-	5.73125
11/21/2008	1,000-	5.73126
11/24/2008	1,000-	6.44996
11/25/2008	1,000-	5.80896
11/26/2008	400	5.76000
11/28/2008	200	6.02000
12/1/2008	1,000	5.91000
12/3/2008	500-	5.12396
12/4/2008	500-	5.19996
12/9/2008	600-	6.39995
12/9/2008	2,000-	6.44746
12/9/2008	600-	7.06825
12/10/2008	600-	7.04995
12/12/2008	600-	6.86995
12/16/2008	600-	7.10995
12/19/2008	600-	7.96995
12/22/2008	400-	8.52995
12/29/2008	500-	7.44194
1/26/2009	600	6.54000
1/26/2009	1,000	6.54200
1/26/2009	2,100	6.59670
1/26/2009	1,000	6.63170
1/30/2009	500-	6.28026
2/6/2009	2,000	6.57750
2/9/2009	2,000	6.20500
2/9/2009	500-	6.21216
2/20/2009	500-	4.51746
2/20/2009	300-	4.51747
2/23/2009	500-	4.30346
2/23/2009	1,500-	4.30347
2/25/2009	1,000	4.32000
3/2/2009	300-	3.47327
3/4/2009	1,000	3.42000
3/6/2009	500-	2.95998
3/6/2009	500-	3.10078
3/12/2009	5,000-	3.26148
3/16/2009	500	3.93000
3/20/2009	300-	4.28990
3/25/2009	500	4.75000
3/26/2009	7,000	5.88760
3/27/2009	1,000	5.98760
3/30/2009	300-	6.12660
4/13/2009	1,000	8.80600
4/13/2009	300-	8.74977
4/13/2009	1,000-	8.76976
4/13/2009	2,000-	8.84827
4/14/2009	1,500-	8.59307

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4/17/2009	3,000-	9.21976
4/17/2009	4,000-	9.36106
4/20/2009	1,000-	8.21138
4/21/2009	2,000-	8.25379
4/22/2009	3,000-	8.69007
4/27/2009	2,000-	9.23976
4/29/2009	5,000-	9.61705
5/6/2009	400-	10.12120
5/12/2009	1,000-	9.72974
5/19/2009	4,000-	9.77525
5/20/2009	2,000-	9.87475
5/22/2009	1,000	10.15000
5/29/2009	4,000	9.96900
6/3/2009	12,000	9.95890
6/4/2009	8,000	9.92940
6/16/2009	400-	8.78975
6/18/2009	400-	8.57978
6/19/2009	2,000	8.68800
6/22/2009	2,000	8.45800
6/22/2009	3,000-	8.47078
6/24/2009	2,000	8.19000
6/26/2009	300-	8.05337
6/29/2009	600-	8.30308
6/30/2009	2,000	8.43250
6/30/2009	900-	8.27418
7/7/2009	500-	7.92178
7/9/2009	2,000	7.53870
7/9/2009	300	7.53870
7/15/2009	2,000	8.14600
7/16/2009	300	7.96000
7/16/2009	30,000	8.31463
7/17/2009	2,000	8.48800
7/17/2009	2,700	8.55440
7/17/2009	4,000	8.61400
7/17/2009	18,000	8.66390
7/20/2009	22,683	8.94860
7/21/2009	1,000	8.61000
7/21/2009	7,317	8.88000
7/21/2009	2,000	8.88000
7/21/2009	300-	8.69067
7/22/2009	1,000	9.03680
7/23/2009	3,000	9.35270
7/23/2009	2,000-	9.44976
7/24/2009	1,000	9.78000
7/24/2009	5,200	9.81540
7/24/2009	500-	9.91634
7/28/2009	600	9.88000
7/29/2009	300	9.88000
7/31/2009	3,000	9.91980
7/31/2009	2,000	10.06750
7/31/2009	1,400-	9.88974

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8/3/2009	1,600	9.84311
8/6/2009	10,000	10.00320
8/6/2009	2,500-	9.84634
8/7/2009	30,000	10.40830
8/12/2009	500	10.47790
8/12/2009	2,000	10.50000
8/12/2009	100-	10.41170
8/13/2009	600-	10.39973
8/18/2009	2,000	9.60000
8/20/2009	3,000	10.24030
8/20/2009	2,000	10.38300
8/24/2009	2,000	10.75000
8/24/2009	500	10.86600
8/24/2009	2,000	10.97500
8/24/2009	800-	10.60103
8/25/2009	1,200-	10.60643
8/27/2009	600-	10.19973
8/27/2009	300-	10.57970
8/28/2009	500	10.46000
8/28/2009	3,000	10.55170
9/4/2009	1,000	10.07740
9/4/2009	2,000	10.09950
9/8/2009	9,000	10.16500
9/8/2009	500	10.20488
9/8/2009	250	10.22088
9/8/2009	1,900	10.26830
9/9/2009	500-	10.26972
9/14/2009	600-	10.02303
9/16/2009	4,200	10.49680
9/16/2009	1,500	10.54460
9/16/2009	5,000	10.54460
9/17/2009	900	10.60000
9/21/2009	1,100	10.60000
9/29/2009	1,000	11.22200
10/1/2009	21,000	10.63830
10/2/2009	4,000	10.33750
10/5/2009	1,000	10.07000
10/9/2009	1,800	10.49940
10/9/2009	1,000	10.58000
10/13/2009	5,000	10.31570
10/13/2009	1,000	10.31570
10/15/2009	5,000	10.08980
10/16/2009	500-	9.78974
10/19/2009	6,000	9.77510
10/21/2009	10,000	9.52600
10/21/2009	5,000	9.97900
10/22/2009	5,000	9.74250
10/28/2009	3,000	9.24000
10/28/2009	500-	9.09976
10/29/2009	9,500	8.92630
10/30/2009	9,500	8.85680

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11/6/2009	15,000	8.91930
11/6/2009	500-	8.91976
11/11/2009	5,000	8.76320
11/12/2009	1,000-	8.78857
11/13/2009	1,000-	8.49878
11/16/2009	1,000-	8.75777
11/17/2009	5,500-	8.58368
11/19/2009	600	8.45810
11/20/2009	1,000	8.52000
11/23/2009	5,000-	8.78237
11/24/2009	1,000	8.68000
11/27/2009	2,000	8.28980
12/3/2009	5,000-	8.99007
12/4/2009	1,000	9.00000
12/4/2009	500	9.05000
12/4/2009	3,000-	9.32486
12/7/2009	1,000	9.17280
12/7/2009	1,400	9.17282
12/8/2009	1,000	9.02810
12/9/2009	2,000	9.09440
12/10/2009	600-	8.97307
12/11/2009	600-	8.99977
12/14/2009	2,600	9.29580
12/15/2009	1,000	9.26000
12/15/2009	2,000	9.36800
12/18/2009	300	8.83000
12/21/2009	300	9.07000
12/21/2009	600-	8.91977
12/21/2009	1,000-	8.98406
12/22/2009	1,000-	8.94976
12/23/2009	2,000	9.13730
12/28/2009	1,000	9.20160
12/28/2009	1,000-	9.17976
1/8/2010	2,800	9.50040
1/11/2010	1,000	9.43370
1/12/2010	1,000	9.18850
1/13/2010	400	9.50000
1/13/2010	600-	9.49987
1/14/2010	500	9.50000
1/15/2010	5,000	9.33740
1/26/2010	600	9.25000
1/27/2010	1,000	9.10550
2/1/2010	2,800	8.99680
2/2/2010	2,200	9.00000
2/10/2010	800-	8.26429
2/10/2010	2,000-	8.26429
2/16/2010	5,000	8.95680
2/17/2010	1,000	8.83000
2/17/2010	8,000	8.96240
2/17/2010	3,000	8.99000
2/18/2010	3,000	9.09900

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2/18/2010	11,000	9.20620
2/18/2010	2,000-	9.10338
2/19/2010	3,000	9.13400
2/19/2010	1,200	9.20000
2/19/2010	500-	9.18988
2/22/2010	1,000	9.18000
2/23/2010	6,000	9.19480
2/24/2010	22,000	9.61890
2/24/2010	4,500	9.77660
2/24/2010	7,000	9.77660
2/24/2010	2,000	9.78800
2/25/2010	5,000	9.43620
2/25/2010	1,000	9.43620
2/26/2010	15,300	9.28640
3/1/2010	500	9.44000
3/1/2010	3,000	9.46200
3/1/2010	500	9.52350
3/1/2010	600-	9.34987
3/2/2010	1,000	9.63980
3/2/2010	2,000	9.72950
3/2/2010	5,000	9.75560
3/2/2010	4,000	9.83910
3/3/2010	6,000	9.97880

Edward F. Crawford

12/5/2008 52,100 5.16000  
4/1/2009 52,100- 8.06000

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SPECIAL INSTRUCTIONS

Please review this proxy statement and the enclosed materials carefully. YOUR VOTE IS VERY IMPORTANT, no matter how many or how few Shares you own.

1. IF YOUR SHARES ARE REGISTERED IN YOUR OWN NAME, PLEASE SIGN, DATE AND MAIL THE ENCLOSED BLUE PROXY CARD TODAY TO GAMCO, ONE CORPORATE CENTER, RYE, NEW YORK 10580.
2. If your Shares are held in the name of a brokerage firm, bank nominee or other institution, only it can sign a BLUE proxy card with respect to your Shares and only after receiving your specific instructions. Accordingly, please contact the person responsible for your account and instruct that person to execute and return

on your behalf the BLUE proxy card as soon as possible.

3. After signing and returning the enclosed BLUE proxy card, we urge you NOT to return Myers's WHITE proxy card because only your latest dated proxy card will be counted.
4. If you have previously signed and returned a WHITE proxy card to Myers, you have every right to change your vote. Only your latest dated proxy card will count. You may revoke any proxy card already sent to Myers by signing, dating and returning the enclosed BLUE proxy card in the postage-paid envelope provided. Proxies may also be revoked at any time prior to exercise by: (i) attending the 2009 Annual Meeting and voting in person (although attendance at the 2009 Annual Meeting will not in and of itself constitute revocation of a proxy), or (ii) delivering a written notice of revocation. The written notice of revocation may be delivered either to GAMCO, One Corporate Center, Rye, New York 10580, or to the Corporate Secretary of the Company at 1293 South Main Street, Akron, Ohio 44301, or any other address provided by the Company.

If you have any questions concerning this proxy statement, would like to request additional copies of this proxy statement or need help voting your Shares, please contact us:

GAMCO Asset Management Inc.  
One Corporate Center  
Rye, New York 10580  
(800) 422-3554

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COMMON

PROXY SOLICITED BY GAMCO

THIS PROXY IS NOT BEING SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF MYERS INDUSTRIES, INC.

2010 Annual Meeting of Shareholders of Myers Industries, Inc.

The undersigned hereby appoints George Maldonado as proxy for the undersigned and authorizes him to represent and vote, as designated, all of the Shares of Common Stock of Myers Industries, Inc. (the "Company" or "Myers") that the undersigned would be entitled to vote if personally present at the 2010 Annual Meeting of Shareholders of Myers, including any adjournments, postponements, reschedulings or continuations of such meeting or any meeting held in lieu thereof (the "2010 Annual Meeting"). IF YOU VALIDLY EXECUTE AND RETURN THIS PROXY CARD WITHOUT INDICATING YOUR VOTE ON THE FOLLOWING PROPOSALS, YOU WILL BE DEEMED TO HAVE VOTED FOR SUCH PROPOSALS (EXCEPT YOU WILL NOT BE DEEMED TO VOTE FOR THE ELECTION OF ANY CANDIDATE WHOSE NAME IS WRITTEN IN THE SPACE PROVIDED UNDER PROPOSAL 1). THIS PROXY WILL REVOKE ANY PREVIOUSLY EXECUTED PROXY WITH RESPECT TO ALL PROPOSALS.

(CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE)

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PROXY SOLICITED BY GAMCO

2010 Annual Meeting of Shareholders of Myers Industries, Inc.

YOUR VOTE IS IMPORTANT

Please take a moment now to vote your Shares of Myers Industries, Inc.  
Common Stock for the upcoming Annual Meeting of Stockholders.

PLEASE REVIEW THE PROXY STATEMENT AND VOTE TODAY:

Please sign, date and return the proxy card in the envelope provided.

TO VOTE BY MAIL PLEASE DETACH PROXY CARD HERE

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COMMON

GAMCO STRONGLY RECOMMENDS THAT STOCKHOLDERS VOTE FOR EACH OF GAMCO'S NOMINEES LISTED IN PROPOSAL 1.

PROPOSAL 1 -- To elect Edward F. Crawford, Avrum Gray and Robert S. Prather, Jr. to the Board.

FOR ALL NOMINEES [ ]  
WITHHOLD FROM ALL NOMINEES [ ]  
FOR ALL EXCEPT [ ]

GAMCO intends to use this proxy to vote FOR Messrs. Crawford, Gray and Prather.

NOTE: IF YOU DO NOT WISH FOR YOUR SHARES TO BE VOTED "FOR" A PARTICULAR GAMCO NOMINEE, MARK THE "FOR ALL EXCEPT" BOX AND WRITE THE NAME(S) OF THE NOMINEE(S) YOU DO NOT SUPPORT ON THE LINE BELOW. YOUR SHARES WILL BE VOTED FOR THE REMAINING GAMCO NOMINEE(S). YOU MAY ALSO WITHHOLD AUTHORITY TO VOTE FOR ONE OR MORE ADDITIONAL MYERS NOMINEES BY WRITING THE NAME OF THE NOMINEE(S) BELOW.

FOR [ ] AGAINST [ ] ABSTAIN [ ]

PROPOSAL 2 --

In their discretion, the herein named attorneys and proxies are authorized to vote upon such other matters as may properly come before the 2010 Annual Meeting, of which such persons are not made aware within a reasonable period of time prior to the 2010 Annual Meeting.

-----  
Dated:

-----  
Signature

-----  
Title or Authority

-----  
Signature (if held jointly)

Please sign exactly as name appears hereon. If Shares are registered in more than one name, the signature of all such persons should be provided. A corporation should sign in its full



corporate name by a duly authorized officer, stating his or her title.

Trustees, guardians, executors and administrators should sign in their official capacity, giving their full title as such. If a partnership, please sign in the partnership name by an authorized person. The proxy card votes all Shares in all capacities.

PLEASE SIGN, DATE AND RETURN THIS PROXY IN THE ENCLOSED POSTAGE-PAID ENVELOPE TODAY.

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IF YOU HAVE ANY QUESTIONS, REQUIRE ASSISTANCE WITH VOTING YOUR BLUE PROXY CARD, OR NEED ADDITIONAL COPIES OF PROXY MATERIAL, PLEASE CALL GAMCO AT THE PHONE NUMBERS LISTED BELOW.

GAMCO ASSET MANAGEMENT INC.

One Corporate Center  
Rye, New York 10580

TOLL-FREE (800) 422-3554

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