

BERRY PETROLEUM CO  
Form 4  
October 03, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Anderson Daniel G

(Last) (First) (Middle)

C/O BERRY PETROLEUM  
COMPANY 5201 TRUXTUN

(Street)

BAKERSFIELD, CA 93309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP of Rocky Mtn. and Mid Conti

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Common Stock					0	D	
Class A Common Stock	09/30/2006		J	V 62 <sup>(5)</sup> A \$ 0 320		I	Held in 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: BERRY PETROLEUM CO - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonstatutory Stock Option	\$ 8.95					08/23/2004	08/23/2013	Class A Common Stock	10,000
Nonstatutory Stock Option	\$ 9.97					12/05/2004	12/05/2013	Class A Common Stock	3,000
Nonstatutory Stock Option	\$ 21.58					11/23/2005	11/23/2014	Class A Common Stock	30,000
Nonstatutory Stock Option	\$ 30.645					12/15/2006	12/15/2015	Class A Common Stock	20,000
Nonstatutory Stock Option	\$ 34.06					03/22/2009 <sup>(1)</sup>	03/22/2016	Class A Common Stock	40,000
Restricted Stock Units	\$ 0 <sup>(2)</sup>					<sup>(3)</sup>	<sup>(4)</sup>	Class A Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Daniel G C/O BERRY PETROLEUM COMPANY 5201 TRUXTUN BAKERSFIELD, CA 93309			VP of Rocky Mtn. and Mid Conti	

## Signatures

Kenneth A Olson under POA for Daniel  
Anderson

10/03/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Non Statutory Stock Options (NSO). NSOs vest 100% 3 years from date of grant.
  - (2) Each RSU represents a contingent right to receive one share of Berry Petroleum Company Class A Common Stock
  - (3) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
  - (4) The restricted stock units vests in four equal annual installments beginning December 15, 2006. Shares of Class A Common Stock will be delivered to the reporting person at the time of vesting.
  - (5) Shares of Common Stock acquired by the reporting person in the Company's 401(k) Plan. All transactions were at market and were non-discretionary.

### Remarks:

All prices and quantities have been adjusted for the Company's 2-for-1 stock split as of May 17, 2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. =serif size=2>, PH.D.JACQUES SOUQUET, PH.D.

---

### AUDIT COMMITTEE REPORT

*The information contained in the following report of the audit committee of our board of directors shall not be deemed to be [soliciting material] or [filed] with the SEC except to the extent that SonoSite specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.*

The audit committee of the board of directors for 2006 was composed of Paul V. Haack (chairperson), Carmen L. Diersen, Edward V. Fritzky and William G. Parzybok, Jr. Messrs. Parzybok and Fritzky and Ms. Diersen served on the audit committee for the entire year of 2006. In February 2006, Mr. Haack joined the board and was appointed to the committee. On February 14, 2006, the board of directors appointed Mr. Haack as chairperson of the audit committee effective April 26, 2006. Our board of directors has determined that all audit committee members are [independent] for purposes of Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended, and as defined in Rule 4200(a)(15) of the NASDAQ Stock Market Marketplace Rules. The audit committee operates under a written charter, adopted by the board of directors on October 21, 2002, and revised most recently on October 24, 2006. We are in compliance with the listing standards of the NASDAQ Stock Market on audit committee charters and composition.

Our management is responsible for our internal controls and the financial reporting process. Our independent registered public accounting firm, KPMG LLP ([KPMG]), is responsible for conducting an audit in accordance with the standards of the Public Company Accounting Oversight Board (United States) and expressing an opinion on the Company's consolidated financial statements, an opinion on management's assessment of the effectiveness of internal controls over financial reporting and an opinion on the effectiveness of the Company's internal controls over financial reporting based on the audit. The audit committee's responsibility is to monitor and oversee these processes. In addition, the audit committee recommends to the full board of directors the selection of our independent registered public accounting firm.

In this context, the audit committee has met and held discussions with management and KPMG. In addition, the members of the audit committee individually reviewed our consolidated financial statements before their filing with the SEC in our periodic reports on Forms 10-Q and 10-K. Management represented to the audit committee that our consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the audit committee reviewed and discussed the consolidated financial statements with management and KPMG. The audit committee met with representatives of KPMG, without management present, to discuss the results of its audit, the evaluation of our internal controls and the overall quality of our financial reporting. The audit committee also discussed with KPMG the matters required to be discussed by Statement on Auditing Standards No. 61, [Communication with Audit Committees].

The audit committee also reviewed with KPMG, the written disclosures required by the Independence Standards Board's Standard No. 1, [Independence Discussions with Audit Committees], and considered the compatibility of non-audit services with KPMG's independence. During 2006, the audit committee pre-approved all audit and non-audit services provided by KPMG.

Based on the audit committee's discussion with management and KPMG and its review of the representation of management and the report of KPMG to the audit committee, the audit committee recommended that the board include the audited consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2006, filed with the SEC.

The foregoing report is provided by the following directors, who constitute the audit committee:

**Audit Committee**

PAUL V. HAACK (*chairperson*)

CARMEN L. DIERSEN

EDWARD V. FRITZKY

WILLIAM G. PARZYBOK, JR.

---

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL HOLDERS AND MANAGEMENT**

Except as otherwise noted, the following table summarizes information regarding the beneficial ownership of our outstanding common stock as of February 20, 2007, for:

- each person or group that we know owns more than 5% of the common stock,
- each of our directors,
- each of our executive officers named in the summary compensation table, and
- all of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with rules of the SEC and includes shares over which the indicated beneficial owner exercises voting or investment power. Shares of common stock subject to options currently exercisable or exercisable within 60 days are deemed outstanding for computing the percentage ownership of the person holding the options, but are not deemed outstanding for computing the percentage ownership of any other person. Except as otherwise indicated, we believe the beneficial owners of the common stock listed below, based on information furnished by them, have sole voting and investment power with respect to the number of shares listed opposite their names. As of February 20, 2007, 16,479,717 shares of common stock were issued and outstanding. The officers and directors in the following table can be reached at our principal offices.

	<b>Number of Shares</b>	<b>Percent of Shares</b>
--	-----------------------------	------------------------------

Edgar Filing: BERRY PETROLEUM CO - Form 4

Name and Address of Beneficial Owner	Beneficially Owned	Beneficially Owned
BlackRock, Inc. (1) 40 East 52nd Street New York, NY 10022	1,140,796	6.95%
Rainier Investment Management, Inc. (1) 601 Union Street, Suite 2801 Seattle, WA 98101	865,600	5.28%
Kevin M. Goodwin (2)	168,965	1.01%
Michael J. Schuh (3)	126,979	*
Jacques Souquet, Ph.D. (4)	91,721	*
William G. Parzybok, Jr. (5)	76,500	*
Edward V. Fritzky (6)	71,000	*
Jeffrey Pfeffer, Ph.D. (7)	70,000	*
Steven R. Goldstein, M.D. (8)	60,000	*
Kirby L. Cramer (9)	57,000	*
Kathryn Surace-Smith (10)	51,569	*
Robert G. Hauser, M.D. (11)	27,000	*
Graham D. Cox (12)	25,520	*
Paul V. Haack (13)	16,000	*
Carmen L. Diersen (14)	15,000	*
Thomas Dugan (15)	8,125	*
All directors and named executive officers as a group (14 people) (16)	856,379	4.99%

\* Less than one percent.

(1) Based on publicly available information as of December 31, 2006

(2) Includes 104,124 shares subject to options exercisable within 60 days of February 20, 2007, and 10,602 shares held in retirement accounts.

(3) Includes 115,979 shares subject to options exercisable within 60 days of February 20, 2007.

26

(4) Includes 70,000 shares subject to options exercisable within 60 days of February 20, 2007.

(5) Includes 70,000 shares subject to options exercisable within 60 days of February 20, 2007.

(6) Includes 70,000 shares subject to options exercisable within 60 days of February 20, 2007.

(7) Includes 70,000 shares subject to options exercisable within 60 days of February 20, 2007.

(8) Includes 60,000 shares subject to options exercisable within 60 days of February 20, 2007.

(9) Includes 55,000 shares subject to options exercisable within 60 days of February 20, 2007 and 2,000 shares held by Mr. Cramer's spouse.

(10)

Explanation of Responses:

## Edgar Filing: BERRY PETROLEUM CO - Form 4

- Includes 36,833 shares subject to options exercisable within 60 days of February 20, 2007.
- (11) Includes 25,000 shares subject to options exercisable within 60 days of February 20, 2007.
- (12) Includes 25,520 shares subject to options exercisable within 60 days of February 20, 2007.
- (13) Includes 15,000 shares subject to options exercisable within 60 days of February 20, 2007.
- (14) Includes 15,000 shares subject to options exercisable within 60 days of February 20, 2007.
- (15) Includes 8,125 shares subject to options exercisable within 60 days of February 20, 2007.
- (16) Includes 757,247 shares subject to options exercisable within 60 days of February 20, 2007.

### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The company recognizes that transactions between the company and any of its directors or executives can present potential or actual conflicts of interest and create the appearance that company decisions are based on considerations other than the best interests of the company and its shareholders. Nevertheless, the company recognizes that there are situations where such transactions may be in, or may not be inconsistent with, the best interests of the company. Therefore, pursuant to the requirements of its charter, the audit committee of the board of directors reviews and, if appropriate, approves or ratifies any such transactions in which the company is or will be a participant, and in which any of the company's directors or executives had, has or will have a direct or indirect material interest. The committee will only approve or ratify those transactions that are in, or are not inconsistent with, the best interests of the company and its shareholders, as the committee determines in good faith.

*Change in Control Agreements With our Executive Officers.* We have entered into change in control agreements with our named executive officers. See Potential Payments Upon Termination or Change In Control.

*Indemnification Agreements.* Our articles of incorporation and bylaws allow us to indemnify our officers and directors to the fullest extent permitted by the Washington Business Corporation Act. In addition, our articles provide the company with the authority to purchase director and officer liability insurance to meet these obligations. We currently provide such insurance and intend to maintain it.

In addition, we have entered into indemnification agreements with our directors and key executives, including our named executive officers. These agreements require SonoSite to advance fees and expenses incurred by a director or officer in defense of a legal proceeding brought against him or her as a result of actions performed as a director or officer. The advancement of such costs is conditioned upon the director or officer providing to SonoSite an undertaking stating that such costs will be repaid to SonoSite if there is a final adjudication by a court that the individual is not entitled to such indemnification. The agreement obligates SonoSite to pay any damages, losses, and claims resulting from such legal proceeding, with the exception of actions, claims or proceedings (i) in which the director or officer is adjudged liable to SonoSite; (ii) in which the director or officer is adjudged liable on the basis that personal benefit was improperly received by the director or officer (for example, insider trading and short swing trading under Section 16); (iii) in which the director or officer is adjudged to have engaged in intentional misconduct or a knowing violation of law; and (iv) if SonoSite is otherwise prohibited by applicable law from paying such indemnification.

---

### **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires our officers, directors and persons who beneficially own more than 10% of a registered class of our equity securities to file reports of ownership and changes in ownership with the SEC. Officers, directors and greater than 10% shareholders are required by SEC regulation to furnish us with copies of all Section 16(a) forms they file.

Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons that no forms were required for those persons, we believe that during the 2006 fiscal year, all filing requirements applicable to our officers, directors and greater than 10% beneficial owners were complied with except as set forth in this paragraph. Due to an administrative error, the Forms 4 for the annual director stock option grants for each of the nonemployee directors on April 25, 2006 were inadvertently filed three days late.

**PROPOSAL NO. 2**

**RATIFICATION OF APPOINTMENT OF KPMG LLP  
AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

KPMG LLP has been recommended by the audit committee of the board of directors for reappointment as our independent registered public accounting firm. KPMG LLP has been our independent registered public accounting firm since 1998. The firm is registered with the Public Company Accounting Oversight Board. The board of directors has appointed KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2007.

Shareholder ratification of the selection of KPMG LLP as our independent registered public accounting firm is not required by our bylaws or otherwise. However, the board of directors is submitting the appointment of KPMG LLP to the shareholders for ratification as a matter of good corporate practice. If the shareholders fail to ratify the selection, the audit committee will reconsider whether or not to retain that firm. Even if the selection is ratified, the audit committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of SonoSite and its shareholders.

The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the annual meeting will be required to ratify the appointment of KPMG LLP.

A representative of KPMG LLP is expected to be present at the annual meeting and will have the opportunity to make a statement, if the representative so desires. The representative will be available to respond to appropriate questions from shareholders.

**The Board of Directors Unanimously Recommends a Vote FOR the Ratification of the Appointment of KPMG LLP as Independent Registered Public Accounting Firm.**

**FEE DISCLOSURES**

The following chart shows the aggregate KPMG LLP fees for professional services in the named categories for the years ended December 31, 2006 and December 31, 2005:

	Fiscal Year 2006	Fiscal Year 2005
Audit fees (1)	\$ 1,031,000	\$ 913,000
Audit-related fees (2)	44,000	19,000
Tax fees (3)	49,000	22,000
All other fees (4)	1,000	1,000
<b>Total</b>	<b>\$ 1,125,000</b>	<b>\$ 955,000</b>

(1) Audit fees consisted of professional services rendered in connection with the audit of SonoSite's annual financial statements, audit of SonoSite's internal controls over financial reporting as required under Section

404 of the Sarbanes-Oxley Act, reviews of the financial statements included in SonoSite's quarterly reports on Form 10-Q and reviews of documents filed with the SEC.

28

- 
- (2) Audit-related fees consisted of professional services rendered in connection with the statutory audit of the U.K. subsidiary and the audit of SonoSite's 401(k) benefit plan.
- (3) Tax fees consisted of consultations on various tax matters.
- (4) All other fees consisted primarily of tax compliance assistance with to expatriate employees in various countries.

**PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES**

The audit committee's charter provides that the committee meet and pre-approve all audit services and all permissible non-audit services to be performed for SonoSite by its independent registered public accounting firm. Our audit committee has determined that KPMG LLP's rendering of all other non-audit services is compatible with maintaining auditor independence.

**OTHER BUSINESS**

The board of directors does not intend to present any business at the annual meeting other than as set forth in the accompanying notice of annual meeting of shareholders and has no present knowledge that any others intend to present business at the annual meeting. If, however, other matters requiring the vote of the shareholders properly come before the annual meeting or any adjournment or postponement thereof, the persons named in the accompanying proxy will have discretionary authority to vote the proxies held by them in accordance with their judgment as to such matters.

**DEADLINE FOR RECEIPT OF  
SHAREHOLDER PROPOSALS FOR 2008 ANNUAL MEETING**

Shareholder proposals intended for inclusion in the proxy materials for our 2008 annual meeting must be received by us no later than November 22, 2007 (the anniversary date of this year's proxy mailing minus 120 days).

Pursuant to our bylaws, shareholders intending to present a proposal that will not be included in the proxy materials must give written notice of the proposal to us no fewer than January 22, 2008 (90 days prior to the date of the 2008 annual meeting). If our 2008 annual meeting is scheduled for a date earlier than the first Tuesday in May, however, such notice must be given within ten days after our first public disclosure of the scheduled meeting date. Such proposals should be directed to the Corporate Secretary, SonoSite, Inc., 21919 30th Drive S.E., Bothell, Washington 98021-3904.

29

---

**ANNUAL REPORT AND FORM 10-K**

A copy of our combined annual report to shareholders and annual report on Form 10-K for the year ended December 31, 2006 accompanies this proxy statement. If you did not receive a copy, you may obtain one without charge by writing or calling Investor Relations, SonoSite, Inc., 21919 30th Drive S.E., Bothell, Washington 98021-3904, (425) 951-1200.

By Order of the Board of Directors  
KATHRYN SURACE-SMITH  
*Vice President, General Counsel and  
Corporate Secretary*



Bothell, Washington  
March 13, 2007

**Whether or not you plan to attend the annual meeting, please complete, sign and date the enclosed proxy card and return it promptly in the enclosed postage-prepaid envelope, or vote using the telephone or Internet voting procedures described on the proxy card. You may revoke your proxy at any time prior to the annual meeting. If you decide to attend the annual meeting and wish to change your proxy vote, you may do so automatically by voting in person at the meeting.**

**Thank you for your attention to this matter. Your prompt response will greatly facilitate arrangements for the annual meeting.**

30

---

**SONOSITE, INC.  
C/O PROXY SERVICES  
P.O. BOX 9112  
FARMINGDALE, NY 11735**

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE SHAREHOLDER COMMUNICATIONS**

If you would like to reduce the costs incurred by Sonosite, Inc. in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access shareholder communications electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Sonosite, Inc., c/o ADP, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR SONOS1 YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**SONOSITE, INC.**

**Vote on Directors**

1. The board of directors recommends a vote "FOR" the nominees. Election of 10 Directors.

**For Withhold For All All Except**

To withhold authority to vote for any individual nominee(s), mark  For  All  Except  and write the number(s) of the nominee(s) on the line below.

**Nominees:**

- |                       |                              |                       |                       |                       |
|-----------------------|------------------------------|-----------------------|-----------------------|-----------------------|
| 01) Kirby L. Cramer   | 06) Paul V. Haack            | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| 02) Carmen L. Diersen | 07) Robert G. Hauser, M.D.   |                       |                       |                       |
| 03) Kevin M. Goodwin  | 08) William G. Parzybok, Jr. |                       |                       |                       |
| 04) Edward V. Fritzky | 09) Jeffrey Pfeffer, Ph.D.   |                       |                       |                       |
| 05) Steven            | 10) Jacques Souquet, Ph.D.   |                       |                       |                       |



**SONOSITE, INC.**

**This Proxy is solicited by the Board of Directors for the  
Annual Meeting of Shareholders - April 24, 2007**

The undersigned hereby appoint(s) Kevin M. Goodwin, Michael J. Schuh and Kathryn Surace-Smith and each of them, as proxies, with full power of substitution, to represent and vote as designated all shares of common stock of SonoSite, Inc. held of record by the undersigned on February 26, 2007 at the annual meeting of shareholders of SonoSite to be held at SonoSite's principal executive offices at 21919 30th Drive S.E., Bothell, Washington 98021-3904 at 8:00 a.m. on Tuesday, April 24, 2007, with authority to vote upon the matter listed below and with discretionary authority as to any other matters that may properly come before the meeting or any adjournment or postponement thereof.

**SHARES REPRESENTED BY THIS PROXY WILL BE VOTED AS DIRECTED BY THE SHAREHOLDERS IN THE SPACE PROVIDED. IF NO DIRECTION IS GIVEN, THIS PROXY WILL BE VOTED "FOR" THE NOMINEES AND "FOR" THE RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.**