

ISLE OF CAPRI CASINOS INC  
Form PRE 14A  
August 24, 2010

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

ISLE OF CAPRI CASINOS, INC.  
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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| (1) | Amount Previously Paid:                       |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party:                                 |
| (4) | Date Filed:                                   |

**ISLE OF CAPRI CASINOS, INC.**

**600 EMERSON ROAD**

**ST. LOUIS, MISSOURI 63141**

**(314) 813-9200**

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To be Held on Tuesday, October 5, 2010**

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The 2010 Annual Meeting of Stockholders of Isle of Capri Casinos, Inc. will be held at 600 Emerson Road, St. Louis, Missouri, on Tuesday, October 5, 2010 at 9:00 a.m., Central Time, for the following purposes:

- (1) To elect nine persons to the Board of Directors.
- (2) To ratify the Audit Committee's selection of Ernst & Young, LLP as our independent registered public accounting firm for the 2011 fiscal year.
- (3) To amend our Certificate of Incorporation to increase authorized common stock.
- (4) To amend our Certificate of Incorporation to provide more detail with respect to the powers of the Board of Directors in connection with issuing preferred stock.
- (5) To amend our Certificate of Incorporation to fix a range for the number of Directors.
- (6) To amend our Certificate of Incorporation with respect to filling vacancies on the Board of Directors.
- (7) To amend our Certificate of Incorporation with respect to indemnification of directors, officers, employees and agents.

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- (8) To amend our Certificate of Incorporation with respect to calling of special meetings of stockholders.
- (9) To amend our Certificate of Incorporation with respect to the redemption of shares of a disqualified holder.
- (10) To adopt the Amended and Restated Certificate of Incorporation.
- (11) To transact such other business as may properly come before the Annual Meeting.

The record date for the determination of stockholders entitled to vote at the Annual Meeting, or any adjournments or postponements thereof, is the close of business on August 13, 2010. A stockholder list will be available for examination for any purpose germane to the meeting, during ordinary business hours at our principal executive offices, located at 600 Emerson Road, St. Louis, Missouri 63141 for a period of 10 days prior to the meeting date. Additional information regarding the matters to be acted on at the Annual Meeting can be found in the accompanying Proxy Statement.

In accordance with the Securities and Exchange Commission rules that allow us to furnish proxy materials to you via the Internet, we have made these proxy materials available to you at [www.proxyvote.com](http://www.proxyvote.com), or, upon your request, have delivered printed versions of these materials to you by mail. We are furnishing this proxy statement in connection with the solicitation by our Board of Directors of proxies to be voted at our 2010 Annual Meeting. Reference is made to the proxy statement for further information with respect to the items of business to be transacted at the Annual Meeting. We have not received notice of other matters that may be properly presented at the Annual Meeting.

Your vote is important. Please read the proxy statement and the voting instructions on the proxy. Then, whether or not you plan to attend the Annual Meeting in person, and no matter how many shares you own, please download, sign, date and promptly return the proxy. If you are a holder of record, you may also cast your vote in person at the Annual Meeting.

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BY ORDER OF THE BOARD OF DIRECTORS,

Edmund L. Quatmann, Jr.

*Senior Vice President, General Counsel and Secretary*

St. Louis, Missouri  
August [•], 2010

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2010 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON OCTOBER 5, 2010**

**Isle of Capri Casino s Proxy Statement for the 2010 Annual Meetings of Stockholders is available at [www.proxyvote.com](http://www.proxyvote.com)**

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**ISLE OF CAPRI CASINOS, INC.**

**600 EMERSON ROAD**

**ST. LOUIS, MISSOURI 63141**

**(314) 813-9200**

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**PROXY STATEMENT**

**AUGUST [•], 2010**

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We are furnishing this proxy statement to you in connection with the solicitation by the Board of Directors of Isle of Capri Casinos, Inc., a Delaware corporation, of proxies for use at the 2010 Annual Meeting of Stockholders to be held on Tuesday, October 5, 2010, beginning at 9:00 a.m., Central Time, at 600 Emerson Road, St. Louis, Missouri, and at any adjournment(s) of the Annual Meeting. Isle of Capri Casinos, Inc., together with its subsidiaries, is referred to herein as the Company, we, us or our, unless the context indicates otherwise.

Our principal executive offices are located at 600 Emerson Road, St. Louis, Missouri 63141. A notice containing instructions on how to access our 2010 Annual Report to Stockholders, this proxy statement, and accompanying proxy card was first mailed to our stockholders on or about August [•], 2010.

**QUESTIONS AND ANSWERS**

*When is the 2010 Annual Meeting, and why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of printed proxy materials?*

The Board of Directors of Isle of Capri Casinos, Inc., a Delaware corporation, seeks your proxy for use in voting at our 2010 Annual Meeting or at any postponements or adjournments of the Annual Meeting. The Board of Directors is soliciting proxies beginning on or about August [•], 2010. Our Annual Meeting will be held at 600 Emerson Road, St. Louis, Missouri on Tuesday, October 5, 2010, at 9:00 a.m., Central Time. All holders of our common stock, par value \$0.01 per share, entitled to vote at the Annual Meeting, will receive a one-page notice in the mail regarding the Internet availability of proxy materials. Along with the proxy statement, you will also be able to access our Annual Report on Form 10-K/A for the fiscal year ended April 25, 2010 on the Internet.

Pursuant to the rules adopted by the Securities and Exchange Commission ( SEC ), we have elected to provide access to our proxy materials over the Internet. Accordingly, we sent a notice to all of our stockholders as of the record date. All stockholders may access our proxy materials on the website referred to in the notice. Stockholders may also request to receive a printed set of our proxy materials. Instructions on how to access

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our proxy materials over the Internet or to request a printed copy can be found on the notice. In addition, by following the instructions in the notice, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

THE PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF ISLE OF CAPRI CASINOS, INC.

### *On what am I being asked to vote?*

At the Annual Meeting, the Company's stockholders will be asked to vote on the following proposals:

- (1) To elect nine persons to the Board of Directors;
  
- (2) The ratification of the Audit Committee's selection of Ernst & Young, LLP as our independent registered public accounting firm for the 2011 fiscal year;

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- (3) The amendment of our Certificate of Incorporation to increase authorized common stock;
- (4) The amendment of our Certificate of Incorporation to provide more detail with respect to the powers of the Board of Directors in connection with issuing preferred stock;
- (5) The amendment of our Certificate of Incorporation to fix a range for the number of Directors;
- (6) The amendment of our Certificate of Incorporation with respect to filling vacancies on the Board of Directors;
- (7) The amendment of our Certificate of Incorporation with respect to indemnification of directors, officers, employees and agents;
- (8) The amendment of our Certificate of Incorporation with respect to calling of special meetings of stockholders;
- (9) The amendment of our Certificate of Incorporation with respect to the redemption of shares of a disqualified holder; and
- (10) The adoption of the Amended and Restated Certificate of Incorporation.

The stockholders may also transact any other business that may properly come before the meeting.

### ***Who is entitled to vote at the Annual Meeting?***

The record date for the Annual Meeting is August 13, 2010, and only stockholders of record at the close of business on that date may vote at and attend the Annual Meeting.

### ***What constitutes a quorum for the purposes of voting?***

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A majority of the shares of the Company's common stock outstanding, represented in person or by proxy at the Annual Meeting, will constitute a quorum for the purpose of transacting business at the Annual Meeting. Abstentions and broker non-votes (explained below) are counted as present for the purpose of determining the presence or absence of a quorum for the transaction of business. As of the record date, August 13, 2010, there were [●] shares of the Company's common stock outstanding and entitled to vote, which excludes [●] shares held by us in treasury.

### *What if a quorum is not present at the Annual Meeting?*

If a quorum is not present during the meeting, we may adjourn the meeting. In addition, in the event that there are not sufficient votes for approval of any of the matters to be voted upon at the meeting, the meeting may be adjourned in order to permit further solicitation of proxies.

### *How many votes do I have?*

Each outstanding share of the Company's common stock entitles its owner to one vote on each matter that comes before the meeting. Your proxy card indicates the number of shares of the Company's common stock that you owned as of the record date, August 13, 2010.

### *How many votes are needed to approve each item?*

Provided a quorum is present, directors will be elected by the affirmative vote of a plurality of the shares of our common stock present at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal. Withheld votes, if any, and broker non-votes, if any, will have no effect on the vote for the proposal. Stockholders are not allowed to cumulate their votes for the election of directors.

Ratification of the Audit Committee's selection of Ernst & Young, LLP as our independent registered public accounting firm for the 2011 fiscal year requires the affirmative vote of at least a majority of the shares of our common stock present at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal. Broker non-votes, if any, will have



no effect on the vote for this proposal. Abstentions will have the same effect as a vote against this proposal. If this selection is not ratified by our stockholders, our Audit Committee may reconsider its selection.

The amendment of our Certificate of Incorporation and the adoption of the Amended and Restated Certificate of Incorporation require the affirmative vote of at least a majority of the shares of our common stock that are outstanding and entitled to vote on the proposals. Abstentions from voting and broker non-votes, if any, will have the same effect as voting against the proposals.

***What if my stock is held by a broker?***

If you are the beneficial owner of shares held in street name by a broker, your broker, as the record holder of the shares, must vote those shares in accordance with your instructions. In accordance with Rule 5635 of the NASDAQ Marketplace Rules (the Marketplace Rules), certain matters submitted to a vote of stockholders are considered to be routine items upon which brokerage firms may vote in their discretion on behalf of their customers if such customers have not furnished voting instructions within a specified period prior to the meeting, so called broker non-votes. For those matters that are considered to be non-routine, brokerage firms that have not received instructions from their customers will not be permitted to exercise their discretionary authority. Each of the items listed above is a non-routine item.

***How do I vote?***

Stockholders of record can choose one of the following ways to vote:

(1) By mail: Please download and print the proxy card from the Internet at [www.proxyvote.com](http://www.proxyvote.com), complete, sign, date and return the proxy card to:

Isle of Capri Casinos, Inc.

c/o Broadridge

51 Mercedes Way

Edgewood, NY 11717

(2) By Internet: [www.proxyvote.com](http://www.proxyvote.com)

(3) By telephone: 1-800-690-6903

- (4) In person at the Annual Meeting.

By casting your vote in any of the four ways listed above, you are authorizing the individuals listed on the proxy to vote your shares in accordance with your instructions.

If you hold our voting securities in street name, only your broker or bank can vote your shares. If you want to vote in person at our Annual Meeting and you hold our voting securities in street name, you must obtain a proxy from your broker and bring that proxy to our Annual Meeting.

***How do I vote using the proxy card?***

If the proxy is properly signed and returned, the shares represented by the proxy will be voted at the Annual Meeting according to the instructions indicated on your proxy. If the proxy does not specify how your shares are to be voted, your shares represented by the proxy will be voted:

1. For the election of the directors recommended by the Board of Directors;
2. To ratify the Audit Committee's selection of Ernst & Young, LLP as our independent registered public accounting firm for the 2011 fiscal year;
3. To amend our Certificate of Incorporation to increase authorized common stock;
4. To amend our Certificate of Incorporation to provide more detail with respect to the powers of the Board of Directors in connection with issuing preferred stock;

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5. To amend our Certificate of Incorporation to fix a range for the number of Directors;
6. To amend our Certificate of Incorporation with respect to filling vacancies on the Board of Directors;
7. To amend our Certificate of Incorporation with respect to indemnification of directors, officers, employees and agents;
8. To amend our Certificate of Incorporation with respect to calling of special meetings of stockholders;
9. To amend our Certificate of Incorporation with respect to the redemption of shares of a disqualified holder;
10. To adopt the Amended and Restated Certificate of Incorporation; and
11. In their discretion, upon such other business as may properly come before the meeting.

***Can I change my vote after I have submitted my proxy?***

Yes, a stockholder who has submitted a proxy may revoke it at any time prior to its use by:

1. Delivering a written notice to the Secretary;
2. Executing a later-dated proxy; or
3. Attending the Annual Meeting and voting in person.

A written notice revoking the proxy should be sent to the Company's Secretary at the following address:

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Edmund L. Quatmann, Jr.

Senior Vice President, General Counsel and Secretary

Isle of Capri Casinos, Inc.

600 Emerson Road

St. Louis, Missouri 63141

***How will the votes be tabulated at the meeting?***

Votes cast by proxy or in person at the Annual Meeting will be tabulated by the election inspectors appointed for the Annual Meeting, and such election inspectors also will determine whether or not a quorum is present.

***Will the Company solicit proxies in connection with the Annual Meeting?***

Yes, the Company will solicit proxies in connection with the Annual Meeting. We will bear all costs of soliciting proxies including charges made by brokers and other persons holding stock in their names or in the names of nominees for reasonable expenses incurred in sending proxy material to beneficial owners and obtaining their proxies. In addition to solicitation by mail, our directors, officers, and employees may solicit proxies personally and by telephone, facsimile and email, all without extra compensation. We may retain a proxy solicitation firm to assist in the solicitation of proxies. If we retain such a firm, the fee to be paid for such services will be borne by us and is not expected to exceed \$7,500 plus reasonable expenses.

## ELECTION OF DIRECTORS

At the Annual Meeting, stockholders will vote on the election of nominees listed below to serve as directors until the next annual meeting of stockholders or until their respective successors, if any, are have been elected and qualified. Each of these individuals is currently serving on the Company's Board of Directors. John G. Brackenbury, a director currently serving on the Company's Board of Directors, is retiring and not standing for re-election. The Company does not know of any reason why any nominee would be unable or unwilling to serve as a director. If any nominee is unable or unwilling to serve, the shares represented by all valid proxies will be voted for the election of such other person as the Company's Board may nominate.

### Nominees

The Board of Directors recommends that you vote **FOR** each of the following nominees:

Name	Age
James B. Perry	60
Robert S. Goldstein	55
W. Randolph Baker	63
Alan J. Glazer	69
Jeffrey D. Goldstein	57
Richard A. Goldstein	49
Shaun R. Hayes	50
Gregory J. Kozicz	49
Lee S. Wielansky	59

### Nominee Background

**James B. Perry** has been a director since July 2007 and was named Chairman of the Board in August 2009. Since March 2008, he has served as our Chief Executive Officer. Prior to being named Chairman, Mr. Perry was Executive Vice Chairman from March 2008 to August 2009 and Vice Chairman from July 2007 to March 2008. Mr. Perry served as a Class III Director on the board of Trump Entertainment Resorts, Inc. from May 2005 until July 2007. From July 2005 to July 2007, Mr. Perry served as Chief Executive Officer and President of Trump Entertainment Resort, Inc., which filed for Chapter 11 bankruptcy in February 2009. Mr. Perry was President of Argosy Gaming Company from April 1997 through July 2002 and Chief Executive Officer of Argosy Gaming Company from April 1997 through May 2003. Mr. Perry also served as a member of the Board of Directors of Argosy Gaming Company from 2000 to July 2005. Mr. Perry brings more than 25 years of industry experience to the Board and his day-to-day leadership of the Company provides our Board of Directors with intimate knowledge of all aspects of our business. He also has extensive experience in executive management and strategic planning.

**Robert S. Goldstein** has been a director since February 1993 and was named Vice Chairman of the Board in March 2008. Prior to being named Vice Chairman, Mr. Goldstein was Executive Vice Chairman from October 2005 to March 2008. Mr. Goldstein is the Chairman, Chief Executive Officer and President of Alter Trading Corporation, a company engaged in the business of scrap metal recycling, and has been associated with that company since 1977. Mr. Goldstein serves as Chairman and Chief Executive Officer of Goldstein Group, Inc., a private company. Additionally, Mr. Goldstein was a director, officer, and stockholder of the Steamboat Companies and has been an officer of several affiliated companies engaged in river transportation, stevedoring and equipment leasing since 1980. Mr. Goldstein is the brother of Jeffrey D. Goldstein and Richard A. Goldstein. Mr. Goldstein has extensive experience in management of operations, corporate governance and strategic

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planning. Mr. Goldstein has served as a member of our Board for more than 16 years and brings to the Board an in-depth understanding of the Company's business, history and organization.

**W. Randolph Baker** has been a director since September 1997. In July 2008, Mr. Baker resigned from his position as Chair of the Sycuan Institute on Tribal Gaming at San Diego State University, the nation's first academic program dedicated to the study of tribal gaming, where he served since August 2006. He is currently a principal in Randolph Baker & Associates, a consulting firm located in San Antonio, Texas. Previously Mr. Baker served as Executive Director of the Shelby County Schools Education Foundation, a nonprofit organization dedicated to enhancing the quality of K-12 education in Shelby County, Tennessee. From June 1996 to Spring 2004, he served as Vice Chairman and Chief Executive Officer of Thompson Baker & Berry, a regional public relations and public affairs firm located in Memphis, Tennessee. Prior to that, Mr. Baker served as the Harrah's Visiting Professor of Gaming Studies in the College of Business at the University of Nevada, Reno, and as Director of Public Affairs for The Promus Companies Incorporated, then a holding company for casino

and hotel brands (including Harrah's casino hotels) in Memphis, Tennessee. Mr. Baker has extensive experience in management of operations, regulatory matters, public policy, corporate governance, corporate finance and accounting and brings to the Board a significant level of knowledge regarding tribal gaming.

**Alan J. Glazer** has been a director since November 1996 and in October 2009, was named Lead Director. He is currently a Senior Principal of Morris Anderson & Associates, Ltd., a national management consulting firm, where he has worked since 1984. Prior to joining Morris Andersen, Mr. Glazer was Senior Vice President and Chief Financial Officer for Consolidated Foods Corp., a large international manufacturer and distributor of branded consumer products. Before joining CFC, Mr. Glazer spent 13 years at Arthur Andersen & Co., the last five as a General Partner. Mr. Glazer also serves as a director of Goldstein Group, Inc., a private company owned by the Goldstein family. Mr. Glazer has extensive experience in management of operations, corporate finance and accounting and brings to the Board extensive knowledge of the financial and accounting issues facing public companies. The Board has designated Mr. Glazer as an audit committee financial expert as that term is defined in the SEC's rules adopted pursuant to the Sarbanes-Oxley Act of 2002.

**Jeffrey D. Goldstein** has been a director since October 2001. Mr. Goldstein is Chairman and President of Alter Company and its related barge and other transportation entities. Mr. Goldstein has been associated with Alter Company for over thirty years, serving in various management roles. Mr. Goldstein serves as a director of Goldstein Group, Inc., a private company. Additionally, Mr. Goldstein was a director, officer, and stockholder of the Steamboat Companies. Mr. Goldstein is the brother of Robert S. Goldstein and Richard A. Goldstein. Mr. Goldstein has extensive experience in management of operations, corporate governance and strategic planning and brings to the Board invaluable perspectives on all aspects of the Company's business.

**Richard A. Goldstein** has been a director since October 2009. Mr. Goldstein serves on the Board of Directors, and is an Executive Vice President, of Alter Trading Corporation, a company engaged in the business of scrap metal recycling, and has been associated with that company since 1983. Mr. Goldstein also serves as the President of Alter Energy, LLC, and serves on the Board of Directors, and is an Executive Vice President, of Alter Company. Mr. Goldstein serves as a director and Executive Vice President of Goldstein Group, Inc., a private company. Mr. Goldstein was a director, officer and stockholder of the Steamboat Companies. Mr. Goldstein is the brother of Jeffrey D. Goldstein and Robert S. Goldstein. Mr. Goldstein has extensive experience in management of operations, corporate governance and strategic planning and brings to the Board invaluable perspectives on all aspects of the Company's business.

**Shaun R. Hayes** has been a director since January 2006. Since August 2008, Mr. Hayes has served as President and CEO of Sun Security Bank, a wholly-owned subsidiary of Sun Financial, a Missouri-based bank holding company. Mr. Hayes was president and chief executive officer of Missouri banking for National City Bank from April 2004 to July 2008. Mr. Hayes has extensive experience in management of operations, banking, corporate finance and accounting and his experience and expertise have proven especially valuable to the Board in its financing matters.

**Gregory J. Kozicz** has been a director since January 2010. Mr. Kozicz is president and chief executive officer of Alberici Corporation, a St. Louis-based diversified construction, engineering and steel fabrication company, and Alberici Constructors Inc., a wholly-owned subsidiary of Alberici Corporation. He also serves on the Eighth District Real Estate Industry Council of the Federal Reserve Bank of St. Louis. He has served as president and chief executive officer of Alberici Corporation and Alberici Constructors since 2005 and June 2004, respectively. Prior to his current roles, Kozicz was president of Alberici Constructors Ltd. (Canada). Before joining Alberici in 2001, Kozicz served as a corporate officer and divisional president for Aecon, a publicly-traded construction, engineering and fabrication company. Mr. Kozicz has extensive experience in management of operations, the construction industry, real estate investments, corporate governance and strategic planning. Mr. Kozicz brings to the Board a wide range of experience, particularly with respect to construction and development matters.

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**Lee S. Wielansky** has been a director since February 2007. Since March 2003, Mr. Wielansky has served as Chairman and Chief Executive Officer of Midland Development Group, Inc., a commercial real estate development company with locations in St. Louis, Missouri and Jacksonville, Florida. From November 2000 to March 2003, Mr. Wielansky served as President and Chief Executive Officer of JDN Development Company, Inc., a wholly owned subsidiary of JDN Corporation, a publicly traded real estate investment trust engaged in the development of retail shopping centers. From 1998 to 2000, Mr. Wielansky was a Managing Director of Regency Centers Corporation, a publicly traded real estate investment trust. In 1983, Mr. Wielansky co-founded Midland Development Group, Inc. and served as Chief Executive Officer until 1998 when the company was acquired by Regency Centers Corporation. Mr. Wielansky serves as Chairman of the Board of Directors of Pulaski Financial Corp., the holding company for Pulaski Bank, and serves as a director of Acadia Realty Trust, a real estate investment trust. Mr. Wielansky has extensive experience in management of operations, real estate investments



and management, corporate governance, corporate finance and accounting. Mr. Wielansky brings to the Board important perspectives with respect to real estate and developments.

With respect to each of our current directors, we own a majority interest in Blue Chip Casinos Plc, a United Kingdom entity which owns and operates two casinos in the United Kingdom. In March of 2009, Blue Chip filed for Administration in the United Kingdom under the Insolvency Act 1986. During fiscal year 2010, we completed the sale of our Blue Chip casino properties under a plan of administration and have no continuing involvement in its operation.

### **Board Leadership Structure**

Mr. Perry is our Chairman and Chief Executive Officer and leads our Board. Mr. Perry has general charge and management of the affairs, property and business of the Company, under the oversight, and subject to the review and direction, of the Board of Directors. He also serves as a valuable bridge between the Board and our management. He presides at all meetings of stockholders and the Board. Mr. Glazer is our Lead Director. He has, in addition to the powers and authorities of any member of our Board of Directors, the power and authority to chair executive sessions and to work closely with the Chairman in determining the appropriate schedule for the Board meetings and assessing the quality, quantity and timeliness of information provided from our management to the Board. The Lead Director position is at all times held by a director who is independent as defined in Nasdaq Rule 5605(a)(2). The Board of Directors believes that the current leadership structure is appropriate at this time based on the Board's understanding of corporate governance best practice. The Board of Directors does not have a policy specifying a particular leadership structure as it believes that it should have the flexibility to choose the appropriate structure as circumstances change. Our independent directors meet in regular executive sessions without management being present. Additionally, each of the Stock Option and Compensation Committee, Audit Committee and Nominating Committee is composed entirely of independent directors.

### **Board's Role in Risk Oversight**

Our Board of Directors recognizes that, although risk management is primarily the responsibility of the Company's management team, the Board of Directors plays a critical role in the oversight of risk, including the identification and management of risk. The Board of Directors believes that an important part of its responsibilities is to assess the major risks we face and review our strategies for monitoring and controlling these risks. The Board of Directors' involvement in risk oversight involves the full Board of Directors, the Stock Option and Compensation Committee, the Audit Committee, the Nominating Committee and the Compliance Committee. The Stock Option and Compensation Committee considers the level of risk implied by our compensation programs, including incentive compensation programs in which the Chief Executive Officer and other employees participate. The Audit Committee regularly considers major financial risk exposures and the steps taken to monitor and control such exposures, including our risk assessment and risk management policies. The Audit Committee also reviews risks associated with our financial accounting and reporting processes, litigation matters, and our compliance with legal and regulatory requirements. The Nominating Committee monitors potential risks to the effectiveness of the Board of Directors, notably Director succession and Board of Directors composition. The Compliance Committee reviews potential regulatory compliance risks with various jurisdictions and evaluates the Company's risks with potential business transactions.

### **Independence**

The Board of Directors has determined that the following directors are independent as defined in Nasdaq Rule 5605(a)(2):

W. Randolph Baker

John G. Brackenbury

Alan J. Glazer

Shaun R. Hayes

Gregory J. Kozicz

Lee S. Wielansky

**Meetings**

During the fiscal year ended April 25, 2010, which we refer to as fiscal 2010, the Board of Directors met in person or telephonically twelve times. During fiscal 2010, each of our directors attended at least 75% of the aggregate of (i) the total number of meetings of the Board (held during the period for which he severed as a director) and (ii) the total number of meetings held by all committees of the Board during which period he served. Directors are expected to attend each Annual

Meeting of Stockholders. Each member of the current Board of Directors that was a member of the Board in October 2009 attended last year's Annual Meeting of Stockholders.

### **Committees**

The Board of Directors has three standing committees: the Stock Option and Compensation Committee, the Audit Committee, and the Nominating Committee. During fiscal 2010, the Stock Option and Compensation Committee met five times, the Audit Committee met ten times and the Nominating Committee met on an informal basis from time to time.

#### ***Stock Option and Compensation Committee.***