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Chairperson of the Audit Committee, Chairperson of the Compensation Committee and Chairperson of the Governance/Nominating Committee in recognition of the increased time commitment and responsibilities required by the Chairperson of such Committees.

- c) In addition to paragraph (i) and (ii) above the independent directors shall also be granted stock options under the Company's stock option plan as follows: (a) independent directors who do not chair a recognized committee of the Board will receive 3,000 stock options effective as of February 23, 2006 at an exercise price of \$8.32; and (b) independent directors who do chair a recognized committee of the Board will receive 5,000 stock options at an exercise price of \$8.32 effective as of February 23, 2006. All stock options are exercisable immediately and shall expire February 23, 2016.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 28, 2006

ABLE ENERGY, INC.

By: /s/ Gregory D. Frost

Gregory D. Frost, CEO