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WILLIAMS COMPANIES INC

Form CERTNYS

January 08, 2002

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**100**

**161.41**

**143.47**

**193.20**

**203.25**

**240.05**

*Data Source: Research Data Group, Inc., San Francisco, CA*

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**OTHER RELATIONSHIPS INVOLVING DIRECTORS,  
EXECUTIVE OFFICERS, OR THEIR ASSOCIATES**

During 2005, the public accounting firm of Cole, Greene & Ruggeburg, P.C., of which the spouse of Ms. Shannon L. Greene, Treasurer, Chief Financial Officer, and director of the company, is a minority stockholder, was engaged to provide tax preparation services to us. Fees paid to the accounting firm in 2005 totaled \$32,900 (less than 5% of the firm's annual revenues). Our Audit Committee considered and approved the engagement of Cole, Greene & Ruggeburg, P.C.

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

Sections 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, executive officers and holders of more than 10% of our common stock to file reports regarding their ownerships and changes in ownership of our securities with the Securities and Exchange Commission. We believe that, during fiscal 2005, our directors, executive officers and 10% stockholders complied with all Section 16(a) filing requirements. Our disclosure on this topic is based solely on review of the information provided to us by persons subject to these requirements.

**OTHER MATTERS**

*Solicitation of Proxies*

We, the company, will pay for the cost of soliciting proxies. Our directors, officers and employees may solicit proxies. They will not be paid for soliciting the proxies but may be reimbursed for out-of-pocket expenses related to the proxy solicitation. Proxies may be solicited in person, by mail, by telephone, by telegram or other means of communication. We will make arrangements with custodians, nominees and fiduciaries in order to forward proxy solicitation materials to beneficial owners of common stock.

*Stockholder Proposals for 2007*

If you wish to present a proposal for consideration at an annual meeting, you must send written notice of the proposal to our corporate secretary not less than ten days before such annual meeting. We have not received notice of any stockholder proposals to be presented at this year's meeting.

If you would like your proposal to be included in next year's proxy statement, you must submit it to our corporate secretary by no later than December 22, 2006. We will include your proposal in our next annual proxy statement if it is a proposal that we would be required to include pursuant to the rules of the Securities and Exchange Commission. You may write to our corporate secretary at 3847 East Loop 820 South, Fort Worth, Texas 76119 to present a proposal for consideration.

If a stockholder raises a matter at the meeting that requires a stockholder vote, the person to whom you have given your proxy will use his or her discretion to vote on the matter on your behalf. According to our by-laws, any proposal properly raised at the meeting by a stockholder will require the affirmative vote of a majority of the shares deemed present at the meeting, whether in person or by proxy.

*Stockholder Communications with Board*

Stockholders who wish to communicate with the Chairman or with the independent directors as a group may do so by writing to the corporate secretary at Tandy Leather Factory, Inc., PO Box 50429, Fort Worth, Texas 76105-0429. The

corporate secretary will forward your communication to the independent directors or Chairman as requested by the stockholder. All appropriate communications addressed to directors will be reviewed by the corporate secretary. Because other appropriate avenues of communication exist for matters that are not of stockholder interest, such as general business complaints or employee grievances, communications that do not relate to matters of stockholder interest will not be forwarded to the board. The corporate secretary has the option, but not the obligation, to forward these other communications to appropriate channels within the company.

*Code of Business Conduct and Ethics*

We have adopted a Code of Business Conduct and Ethics for directors, officers and employees, which is available on the Corporate Governance section of our website (under “Investor Relations”) at [www.leatherfactory.com](http://www.leatherfactory.com). The code is also available in print to any stockholder upon written request to: Corporate Secretary, Tandy Leather Factory, Inc. P.O. Box 50429, Fort Worth, Texas 76105-0429.

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PROXY CARD

**TANDY LEATHER FACTORY, INC.**

**THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS  
FOR THE ANNUAL MEETING ON MAY 24, 2006**

The undersigned hereby appoint(s) Robin L. Morgan and William M. Warren, and each of them, proxies or proxy of the undersigned with full power of substitution and revocation, to act and vote all of the undersigned's shares of Tandy Leather Factory, Inc. common stock, with all the powers that the undersigned would possess if personally present, at the Annual Meeting of Stockholders of Tandy Leather Factory, Inc. at Fort Worth, Texas on May 24, 2006, or any resumption of the Annual Meeting after any adjournment thereof, as indicated on this proxy, and in their discretion on any other matters which may properly come before the meeting. If no directions are given, this proxy will be voted "FOR" Item 1.

**TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS' RECOMMENDATIONS,  
JUST SIGN ON THE REVERSE SIDE - NO BOXES NEED TO BE CHECKED.**

CONTINUED AND TO BE SIGNED ON REVERSE SIDE

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**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR:**

- 1. Election of eight directors.

NOMINEES: Shannon L. Greene, T. Field Lange, Joseph R. Mannes, H.W. Markwardt,  
Michael A. Markwardt, Michael A. Nery, Ronald C. Morgan, Wray Thompson

FOR ALL NOMINEES  
ALL NOMINEES

WITHHOLD FROM

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For all nominees except those written on line above

Mark here for  
address change   
and note at left.

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Please sign exactly as your name appears on this Proxy. Date and promptly return this Proxy in the enclosed envelope.

Signature:

Signature:

\_\_\_\_\_

\_\_\_\_\_

Date: \_\_\_\_\_,  
2006

Date: \_\_\_\_\_,  
2006