

PRIMEENERGY CORP  
Form DEF 14A  
April 24, 2014  
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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 §240.14a-12

**PRIMEENERGY CORPORATION**

(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)(4) and 0-11.
  - 1) Title of each class 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):

4) Proposed maximum aggregate value of transaction:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS OF**

**PrimeEnergy Corporation**

**TO BE HELD**

**May 22, 2014**

Notice is hereby given that the Annual Meeting of Stockholders of PrimeEnergy Corporation (the Company) will be held on Thursday, May 22, 2014, at 9:00 a.m., EDT, at the offices of the Company, One Landmark Square, 11th Floor, Stamford, Connecticut 06901, for the following purposes:

1. To elect a Board of Directors of seven (7) persons as nominated in the accompanying Proxy Statement, such Directors to hold office until the next annual meeting of stockholders and until their successors are elected;
2. To transact such other procedural business as may properly be brought before the Meeting or at any adjournment or adjournments thereof.

The Meeting may be adjourned from time to time without other notice than by announcement at the Meeting, or at any adjournment thereof, and any and all business for which the Meeting is hereby noticed may be transacted at any such adjournment.

The Board of Directors has fixed April 16, 2014, as the date for the taking of a record of the stockholders entitled to notice of and to vote at the Meeting and at any adjournment or adjournments thereof. The stock transfer books will not be closed.

Enclosed is a form of proxy solicited by the Board of Directors of the Company. Stockholders who do not plan to attend the Meeting in person are requested to date, sign and return the enclosed proxy in the enclosed envelope, to which no postage need be affixed if mailed in the United States. Your proxy may be revoked at any time before it is exercised and will not be used if you attend the Meeting and prefer to vote in person.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ PATRICIA C. DELANEY  
PATRICIA C. DELANEY  
*Secretary*

April 24, 2014

**Important Notice Regarding Internet Availability of  
Proxy Materials for the Annual Meeting of Stockholders  
to be held on May 22, 2014**

The proxy material for this Annual Meeting and the Company's 2013 Annual Report to Stockholders are available at [www.RRDEZProxy.com/2014/PrimeEnergyCorporation](http://www.RRDEZProxy.com/2014/PrimeEnergyCorporation)

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**PrimeEnergy Corporation**

**9821 Katy Freeway**

**Houston, Texas 77024**

**PROXY STATEMENT**

**Solicitation by the Board of Directors of Proxies from**

**Stockholders for Annual Meeting of Stockholders**

**May 22, 2014**

**GENERAL INFORMATION**

The Board of Directors of PrimeEnergy Corporation, a Delaware corporation, (hereinafter called the "Company") solicits your proxy in the enclosed form which, if you do not plan to attend the Annual Meeting of Stockholders of the Company on Thursday, May 22, 2014, you are requested to fill out, sign as indicated and return to the Company in the enclosed self-addressed envelope, which requires no postage if mailed in the United States. Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is exercised by notice (i) in person by the stockholder's oral revocation at the Annual Meeting or (2) in writing to the Company at One Landmark Square, Stamford, Connecticut 06901 (Attention: Corporate Secretary), if the proxy was executed and returned. The approximate date on which the proxy statement and form of proxy will be sent to security holders is April 24, 2014.

Proxies are being solicited by mail and all expenses of solicitation have been or will be borne by the Company. In addition, arrangements may be made with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy material to their principals and the Company will reimburse them for their expenses in so doing.

Only stockholders of record at the close of business on April 16, 2014 (the "Record Date"), are entitled to vote at the 2014 Annual Meeting and any adjournment thereof. There were 2,368,862 shares of common stock ("Common Stock") outstanding on the Record Date. Each holder of Common Stock is entitled to vote on the proposal presented in this Proxy Statement for each share held, each share entitling the record holder thereof to one vote.

**Matters to be Voted on at the Annual Meeting**

The only matter that is scheduled to be voted on at the Annual Meeting is the election of seven (7) Directors named herein to the Board of Directors of the Company.

**Vote Required**

All shares of the Company represented by proxies received in time and in proper form and condition and not revoked will be voted as specified in the proxy; or in the absence of specific direction, the proxy will be voted by the person designated therein:

**FOR** the election as Directors of the Company of the seven (7) nominees named herein, to hold office until the next annual meeting of stockholders and until their respective successors shall be duly elected.

In the event any of the nominees should become unable to serve as a Director, it is intended that, pursuant to the accompanying form of proxy, votes will be cast for a substitute nominee designated by the Board of Directors.

The election of Directors will require the affirmative votes of a plurality of the shares of the Common Stock voting in person or by proxy at the Annual Meeting. The Company's transfer agent will tabulate all votes that are received prior to the date of the Annual Meeting. The Company will appoint two inspectors of election, who may be officers or employees, to receive the transfer agent's tabulation, to tabulate all other votes, and to certify the results of the elections. Abstentions and broker non-votes are each included in the determination of the number of shares present and voting (i.e., for quorum purposes), but shall not be counted for the purposes of the election of Directors.

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The management knows of no matters to be submitted to the 2014 Annual Meeting with respect to which the stockholders are entitled to vote other than the election of Directors, but if procedural matters do properly come before the Meeting, the persons named in the proxy will vote according to their best judgment.

**Table of Contents****SECURITIES OWNERSHIP OF CERTAIN****BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth the number and percentage of shares of the Common Stock of the Company owned beneficially by any person, including any group as that term is defined in Section 12d (3) of the Securities Exchange Act of 1934, known to the Company to be the beneficial owner of five percent (5%) or more of the Common Stock, as of April 24, 2014. Information as to beneficial ownership is based upon statements furnished to the Company by such persons. Except as indicated, all shares are held directly, with full voting and dispositive powers, and percentages are calculated on the basis of the shares issued and outstanding, and with respect to those named persons holding options presently exercisable or within 60 days of April 24, 2014, includes the number of shares to be issued upon exercise of such options.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Charles E. Drimal, Jr. 9821 Katy Freeway  Houston, Texas 77024	1,222,954(1)	39.88
Amrace, Inc. 1251 Avenue of the Americas  27 <sup>th</sup> Floor  New York, New York 10020	391,422	16.52
Ebersole Gaines Wehrle 801 Amalfi Drive  Pacific Palisades, California 90272	241,500(2)	10.19
Matthias Eckenstein Solothurner Str 94  4008 Basel, Switzerland	224,000(3)	9.46
Clint Hurt 107 North N  Midland, Texas 79701	201,250(4)	8.49
Jan K. Smeets 9 Locust Avenue  Larchmont, New York 10538	180,000(5)	7.56
H. Gifford Fong 3658 Mt. Diablo Boulevard Suite 200  Lafayette, California 94549	136,941(6)	5.78

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- (1) Includes 525,454 shares as to which Mr. Drimal has sole voting and investment power, 697,500 shares subject to options, all presently exercisable.
- (2) Includes 101,500 shares held of record by The Gaines Wehrle Revocable Trust Indenture dated November 4, 2011 as to which Mr. Wehrle has sole voting and investment power and 140,000 shares held of record by The Gaines Wehrle 2008 Family Trust as to which Mr. Wehrle has sole voting and investment power.



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- (3) Mr. Eckenstein has sole voting power with respect to these shares, pursuant to voting agreement dated March 2013 with the Board of Directors of the Eckenstein-Geigy-Stiftung Foundation, the record owners of such shares. Mr. Eckenstein has no dispositive power with respect to such shares and no pecuniary interest in such shares.
- (4) Shares held of record by Clint Hurt & Associates, Inc., a private company controlled by Mr. Hurt as to which Mr. Hurt has sole voting and investment power.
- (5) Includes 172,500 shares as to which Mr. Smeets has sole voting and investment power, and 7,500 shares as to which Mr. Smeets has sole voting power pursuant to voting agreements dated June 29, 2006, as to 2,500 each, between Mr. Smeets and his three sons who are the record owners of such shares. Mr. Smeets has no dispositive power with respect to such 7,500 shares and no pecuniary interest in such shares.
- (6) Includes 54,141 shares as to which Mr. Fong has shared voting and investment power and 82,800 shares for which Mr. Fong has sole voting power pursuant to voting agreements dated June 28, 2006, between Mr. Fong and his two sons who are the record owners of such shares. Mr. Fong has no dispositive powers with respect to such 82,800 shares and no pecuniary interest in such shares.

The following table sets forth information at April 24, 2014, with respect to the shares of the Company's Common Stock beneficially owned by the Directors and n Directors, and the executive officers of the Company, individually, and as a group:

Name	Amount	
	Beneficially	
	Owned(1)	Percent of Class(1)
Beverly A. Cummings	75,000(2)	3.07
Charles E. Drimal, Jr.	1,222,954(3)	39.88
Matthias Eckenstein	224,000(4)	9.46
H. Gifford Fong	136,941(5)	5.78
Thomas S. T. Gimbel	1,000	0.04
Clint Hurt	201,250(6)	8.49
Jan K. Smeets	180,000(7)	7.56
Ebersole Gaines Wehrle	241,500(8)	10.19
All Directors and executive officers as a group	2,282,645(2)(3)(4)(5)(6)(7)(8)	84.47

- (1) Unless otherwise indicated, all shares are owned directly and the holder thereof has sole voting and investment powers with respect thereto, and percentages are calculated on the basis of the shares issued and outstanding, and with respect to those persons, or group, holding options presently exercisable or within 60 days, includes the number of shares to be issued upon exercise of such options.
- (2) Includes 5,000 shares as to which Ms. Cummings has shared voting and investment power and 70,000 shares subject to options all presently exercisable.
- (3) Includes 525,454 shares as to which Mr. Drimal has sole voting and investment power, 697,500 shares subject to options, all presently exercisable.
- (4) Mr. Eckenstein has sole voting power with respect to these shares, pursuant to voting agreement dated March 2013 with the Board of Directors of the Eckenstein-Geigy-Stiftung Foundation, the record owners of such shares. Mr. Eckenstein has no dispositive power with respect to such shares and no pecuniary interest in such shares.
- (5) Includes 54,141 shares as to which Mr. Fong has shared voting and investment power and 82,800 shares for which Mr. Fong has sole voting power pursuant to voting agreements dated June 28, 2006, between Mr. Fong and his two sons who are the record owners of such shares. Mr. Fong has no dispositive powers with respect to such 82,800 shares and no pecuniary interest in such shares.
- (6) Shares held of record by Clint Hurt & Associates, Inc., a private company controlled by Mr. Hurt as to which Mr. Hurt has sole voting and investment power.
- (7) Includes 172,500 shares as to which Mr. Smeets has sole voting and investment power, and 7,500 shares as to which Mr. Smeets has sole voting power pursuant to voting agreements dated June 29, 2006, as to 2,500

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- each, between Mr. Smeets and his three sons who are the record owners of such shares. Mr. Smeets has no dispositive power with respect to such 7,500 shares and no pecuniary interest in such shares.
- (8) Includes 101,500 shares held of record by The Gaines Wehrle Revocable Trust Indenture dated November 4, 2011 as to which Mr. Wehrle has sole voting and investment power and 140,000 shares held of record by The Gaines Wehrle 2008 Family Trust as to which Mr. Wehrle has sole voting and investment power.
- Mr. Drimal is the only Director who has pledged Common Stock as security.

**ELECTION OF DIRECTORS**

**(PROPOSAL NO. 1)**

**Directors and Nominees**

There will be submitted by the management to the 2014 Annual Meeting for election as Directors, the seven (7) nominees whose names, together with certain information concerning them, are set out below. Mattias Eckenstein, who served on the Board of Directors since 1989, has decided not to stand for re-election at the 2014 Annual Meeting due to health reasons. Except for Ebersole Gaines Wehrle, all of the nominees are presently serving as Directors of the Company, were elected to their present term of office by the shareholders and have served continuously as a Director since the dates indicated below. The term of those nominees who are currently serving as Directors are expiring this year. All of the nominees are proposed for election for a one-year term expiring in 2015. Four of the nominees for Directors qualify as independent directors within the meaning of applicable regulatory standards. There is no family relationship between any nominee for Director or the executive officers of the Company. In the event any of the nominees shall become unable to serve as a Director, it is intended that the proxy will be voted for a substitute nominee designated by the Board of Directors; however, no circumstances are at present known which would render any nominee unavailable.

The Board of Directors recommends a vote **FOR** the election of all Nominees

(Proposal No. 1 on the Proxy)

Nominees

**Beverly A. Cummings**

Director since February 1988

Beverly A. Cummings, age 61, is a Certified Public Accountant and holds a Bachelor of Science degree from the State University of New York and a Master of Business Administration from Rutgers University. She was elected Vice President, Chief Financial Officer and Treasurer of the Company in October, 1987, and Executive Vice President and Treasurer in May, 1991, and serves as the Principal Financial Officer of the Company. Ms. Cummings holds similar positions with the Company's subsidiaries. The attributes that prompted Ms. Cummings' election to the Board were her significant financial skills and experience, as well as her understanding of oil and gas operations, and in particular of those of PrimeEnergy. Those qualifications continue to contribute to her effective service as a director today.

**Charles E. Drimal, Jr.**

Director since October 1987

Charles E. Drimal, Jr., age 66, has served as President and Chief Executive Officer of the Company since October 1987, and holds the position of Chairman of the Board of Directors. He also holds similar positions with the Company's subsidiaries. Mr. Drimal is a graduate of the University of Maryland and Samford University School of Law and is a member of the New York State Bar. The leadership skills, experience and thorough knowledge of the oil and gas industry that uniquely qualified Mr. Drimal to become the President and Chief Executive Officer in 1987 have continued to make him an invaluable member and Chairman of the Board of Directors.

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**H. Gifford Fong**

Director since May 1994

Mr. Fong, age 69, is president of Gifford Fong Associates, an investment technology consulting firm located in Lafayette, California. Mr. Fong holds a Bachelor of Science, a Master of Business Administration and a Juris Doctor degree from the University of California. Mr. Fong is the editor of The Journal of Investment Management and is the author and a frequent contributor of numerous trade journal publications. Mr. Fong's expertise in transaction valuation, portfolio risk management and asset management is an important resource for the Board. His substantial knowledge and experience in financial matters and business operations fully qualify him to serve as a member of the Board of Directors.

**Thomas S. T. Gimbel**

Director since March 1989

Thomas S. T. Gimbel, age 59, is the Executive Managing Director of Optima Fund Management LLC, an investment advisory and asset management firm registered with the Securities and Exchange Commission, with offices in New York City. He previously served as Managing Director, Business and Product Development of that firm. Prior to joining Optima, he was the Managing Director of Hedge Fund Investments at Credit Suisse Asset Management, New York. In addition, he is Vice President and Director of American Farmland Company, a Maryland Corporation. Mr. Gimbel holds a Bachelor of Arts degree in economics from Bowdoin College and a Master of Business Administration from Columbia University Graduate School of Business. His proven ability to develop successful investment and management strategies for his clients, his keen business acumen, and his knowledge of the financial markets were some of the qualities that first formed the basis for his election to the Board. Those qualities along with his experience in financial analysis continue to make Mr. Gimbel's participation on the Board efficacious.

**Clint Hurt**

Director since February 1988

Clint Hurt, age 78 is president of Clint Hurt & Associates, Inc., a private oil and gas exploration company located in Midland, Texas. He is past president of the Independent Oil & Gas Association of West Virginia and is a former director of Chase Bank of Texas, Midland, Texas. Mr. Hurt's expertise in the oil and gas industry and his unique insight into the trends and developments in the industry made him an excellent candidate for the Board. Those attributes have also enabled him to make an important contribution to the Company in his 26 years of service to the Board.

**Jan K. Smeets**

Director since February 1988

Jan K. Smeets, age 66, is the President of Smeets Management, Inc., a privately held consulting firm in Larchmont, New York. Mr. Smeets holds a Bachelor of Science and a Master of Science degree in Chemical Engineering from the Massachusetts Institute of Technology and a Masters of Business Administration from Stamford Graduate School of Business. In the course of his career, Mr. Smeets worked as a process engineer for Exxon in Aruba and as a management consultant with McKinsey and Company serving clients in the communications, chemicals and oil industries. He also served on the board of the Citco Group, an international financial services provider. His background in assessing and analyzing financial statements and related reporting qualify him as an audit committee financial expert within the meaning of the rules of the Securities and Exchange Commission and enable him to fulfill his role as Chairman of the Audit Committee. Mr. Smeets' experience in advising businesses on the development of operational budgets, capital plans, and strategic goals have also resulted in his effectively serving the Board as a director.

**Ebersole Gaines Wehrle**

Ebersole Gaines Wehrle, age 56, previously served as a director of the Company from 1987 through 2007. He resigned following the formation of McJunkin Red Man Corporation for whom he served as director, and which corporation

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was the result of a merger of his family's business, the McJunkin Corporation and Red Man Pipe and Supply Co. Mr. Wehrle's experience in the oil and gas industry spans thirty years. He worked for and was a majority owner and director of the McJunkin Corporation, which was a wholesale provider of piping and supplies for oil and gas operations. Mr. Wehrle has also owned and operated oil and gas wells in the United States through his own private ventures. He attended Princeton University and received a Bachelor of Arts degree in Anthropology. He no longer serves as a director of any corporation and is currently self-employed and engaged in the management of his family's investments. The depth of Mr. Wehrle's extensive experience in the oil and gas industry, his history with the Company and his understanding of a director's responsibilities, provide him with unique knowledge and skills that will make him a valuable member of the Company's Board of Directors once again.

**Information about the Executive Officers** (for information regarding Ms. Cummings and Mr. Drimal, see the description on page 4).

Mr. Drimal and Ms. Cummings were elected by the Board of Directors to their respective offices in May 2013, at the annual meeting of the Board. Each will hold their respective offices until his or her successor is elected by the Board.

## **TRANSACTIONS WITH RELATED PERSONS**

On December 3, 2013, the Company purchased 4,500 shares of Common Stock from Jan K. Smeets, for the price of \$49.50 per share. Mr. Smeets is a Director and a Director Nominee of the Company. The transaction was approved by the members of the Board of Directors.

Clint Hurt, a Director and Director Nominee of the Company, is a member of Hurt Interest LLC, a company owned by Mr. Hurt and a family member. In the normal course of their businesses, Mr. Hurt and Hurt Interest LLC make investments in oil and gas producing properties, some of which are operated by the Company's subsidiary, Prime Operating Company. They receive, like the other interest owners in the properties operated by Prime Operating Company, including the Company, revenue payments from the sale of oil and gas produced by the properties. In 2013, Mr. Hurt and Hurt Interest LLC received approximately \$271,706 from the Company for their interests in properties operated by the Company of which Mr. Hurt received \$170,229.

H. Gifford Fong, a Director and Director Nominee of the Company, make investments in oil and gas producing properties, some of which are operated by the Company's subsidiary, Prime Operating Company. He receives, like the other interest owners in the properties operated by Prime Operating Company, including the Company, revenue payments from the sale of oil and gas produced by the properties. In 2013, Mr. Fong received approximately \$143,991 from the Company for his interests in properties operated by the Company.

## **CORPORATE GOVERNANCE**

### **Board Independence and Composition**

The core responsibility of the Board of Directors is to provide objective, independent judgment in its management oversight function and the Board's composition reflects that principle. The Board is composed of a majority of independent directors. A director's independence is determined in accordance with the definition set forth in National Association of Securities Dealers (NASDAQ) listing standards and other pertinent and applicable legal and regulatory standards. The Board of Directors annually reviews the relationships between directors or members of their immediate families and the Company, in order to make recommendations to the full Board for its determination regarding the independence of each director. As a result of this review, the Board has determined that Matthias Eckenstein, H. Gifford Fong, Thomas S.T. Gimbel, and Jan K. Smeets are independent directors and that Ebersole Gaines Wehrle will qualify as an independent director.

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### **Board Leadership**

The Board of Directors, in its discretion, may elect a Chairman of the Board. The Chairman leads the Board and presides at all Board meetings, and is responsible for delivery of information for the Board's informed decision-making.

Based upon the structure that best serves the interests of the Company, the Board determines whether the role of the Chairman of the Board and the Chief Executive Officer should be held by one individual or should be separated. Currently, the Board believes that the positions of Chairman of the Board and Chief Executive Officer should be held by the same person because this combination has served the Company well in the past and continues to work well today, by providing unified leadership and direction. The Directors have also determined that it is not necessary to appoint a lead independent director at this time.

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

The Company's risk management efforts are the responsibility of the Board of Directors. The Company's Chief Executive Officer and the Chief Financial Officer review with the Board areas of material operational, financial and regulatory risks and the likelihood of the risks coming to fruition, to enable the Board to understand the relative magnitude of such risks and the management and mitigation strategies undertaken by the Company.

### **Board Meetings**

The Board of Directors met four times in 2013. Each director attended 75% or more of the aggregate number of meetings of the Board of Directors and the committee or committees thereof on which such director served during 2013.

### **Board Attendance at Annual Meeting**

The Company does not have a policy that requires members of the Board of Directors to attend the Annual Meeting. All members of the Board of Directors are encouraged to attend the Annual Meeting. All of the members of the Board of Directors attended the Annual Meeting of the Company held in May 2013 in person except Thomas S. T. Gimbel who attended by telephone conference.

### **Committees of the Board**

The Board of Directors has an Executive Committee, an Audit Committee and a Compensation Committee.

#### **Executive Committee**

The Executive Committee, composed of Messrs. Drimal, Jr., Hurt, Smeets and Ms. Cummings, is authorized to exercise all the authority of the Board in the business and affairs of the Company, except as limited by applicable law. The Executive Committee met four times during 2013, and informally, by telephone conference on a regular basis, usually weekly, during the year.

#### **Audit Committee**

The Audit Committee, composed of Messrs. Eckenstein, Gimbel and Smeets, met once in 2013. All members of the Audit Committee were independent under NASDAQ listing standards and other pertinent legal and regulatory standards. The Board of Directors has determined that Mr. Smeets meets the qualifications of an audit committee financial expert within the meaning of the regulations of the Securities and Exchange Commission and NASDAQ listing standards. The Committee selects and engages independent auditors to audit the books, records and accounts of the Company, determines the scope of such audits, and reviews the financial policies and control procedures of the Company. The report of the Audit Committee is included in this Proxy Statement on pages 11-12. The Board of Directors and the Audit Committee have adopted a written charter for the Audit Committee, a copy of which is attached as Exhibit A to this Proxy Statement.

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### **Compensation Committee**

The Compensation Committee, composed of Messrs. Gimbel and Smeets, met once in 2013. All members of the Compensation Committee were independent under NASDAQ listing standards and other pertinent legal and regulatory standards. The charter of the Compensation Committee also requires that members of the Committee also qualify as outside directors within the meaning of Section 162(m) of the Internal Revenue and as non-employee directors within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended. The Committee annually reviews and evaluates the Company's compensation policies and establishes salaries, bonuses and other compensation for the Company's executive officers and directors. Mr. Drimal and Ms. Cummings participate in discussions with the Compensation Committee and make recommendations to the Committee with respect to the compensation of executive officers and directors. Neither Mr. Drimal nor Ms. Cummings participates in the deliberations or approval of the Committee concerning their respective compensation. Although the Compensation Committee has the authority, it has not engaged any outside compensation consultants to assist the Committee in determining the compensation policies of the Company, and no such outside consultants have been engaged by the Company or the Board of Directors. The Compensation Committee charter was amended by the Board of Directors in May 2013. The purpose of the amendments was to change the number of directors on the Committee to two, to clarify if the Committee retains the services of an outside consultant for guidance, it is permitted to do so at the Company's expense, and to reflect that the Chief Executive Officer and senior executives of the Company are not to be present during the Committee's deliberations or voting on their compensation. A copy of the Compensation Committee charter, as amended, is included in this Proxy Statement as Exhibit B.

### **The Board as Nominating Committee**

The Company does not have a standing nominating committee. The Board of Directors acts as the nominating committee, with Mr. Drimal and Ms. Cummings abstaining. The majority of the Directors of the Company, Messrs. Eckenstein, Fong, Gimbel and Smeets, who function as a nominating committee, are believed to satisfy applicable regulatory requirements for independence. Those Directors are responsible for collecting and analyzing information with regard to directors' independence as defined by NASDAQ listing standards and other pertinent legal and/or regulatory standards in effect at the time. They are also responsible for making recommendations concerning committee membership and ensuring that committee members satisfy the criteria for membership on a particular committee for independence and have the skills to effectively participate on a particular committee. The Directors who function as the nominating committee are also responsible for identifying and evaluating prospective nominees for vacancies on the Board of Directors. The Board of Directors will consider meritorious director candidates submitted to it by members of the Board and by stockholders of the Company, without regard to race, religion, gender, national origin or disability. The Board does not have a formal policy with regard to considering diversity in its consideration of director nominations. Candidates for election must be willing to devote the time necessary to serve as a director and must possess the level of education, experience, and expertise, both with respect to financial matters and the oil and gas industry in general, required to perform the duties of a member of the board of directors of a public company, and in particular of the Company. The Board of Directors strive to recommend candidates that further its objective of having a board that encompasses a broad range of talents and expertise and reflects a diversity of background, experience and viewpoints. The procedure to be followed by a shareholder to submit a nominee to the Committee is set forth in Stockholder Proposals and Nominations in this Proxy Statement.

The Board of Directors believes that this procedure is adequate in the process of selecting persons for elections as Directors of the Company. All of the Directors of the Company currently serving as Directors (other than Matthias Eckenstein) were designated as nominees for re-election at the 2014 Annual Meeting of Stockholders. Mr. Eckenstein has chosen not to stand for re-election as a Director at the 2014 Annual Meeting for health reasons. The Board of Directors considered individuals to nominate as director to fill the vacancy left by Mr. Eckenstein's decision, and recommends Ebersole Gaines Wehrle as nominee for Director. There were no nominations proposed by any stockholder or group.

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**EXECUTIVE AND DIRECTOR COMPENSATION**

Compensation Overview

The Company has been guided by its Chief Executive Office, Charles E. Drimal, Jr., and Chief Financial Officer, Beverly A. Cummings since 1987. The Board of Directors attributes much of the success of the Company to Mr. Drimal's and Ms. Cummings' leadership, skills and dedication to the Company and its shareholders. In order to retain such highly skilled and experienced professionals for its senior management team, the Board of Directors must offer highly competitive compensation packages. At the same time, the Board of Directors is mindful that the primary goal of the Company is to build long-term shareholder value.

There are three elements of the compensation paid to the senior management team, to wit: (i) base salary; (ii) bonus (cash incentive) compensation, and (iii) equity awards. The base salaries that were provided to the senior management team were based upon a number of considerations including each executive officer's level of responsibility, changes in their responsibilities from year to year, experience, skills and leadership ability. Additionally, the Compensation Committee gave consideration to the executive officer's ability to be awarded additional compensation in the form of a bonus which compensation was more directly tied to the Company's performance. After discussing all of those considerations, the Compensation Committee recommended the same percentage increase in each of the executive officer's salary. The base salary paid to each executive officer in 2013 is set forth in the "Salary" column of the Summary Compensation Table set forth in this proxy statement.

The cash incentive bonus compensation awarded to each executive officer is intended to correlate to the Company's performance. The Compensation Committee focused on performance measures such as the increase in oil and gas reserves, cash flow, debt level, growth in the Company's well servicing subsidiaries and growth in the Company's oil and gas operations. The Compensation Committee believes this combination of metric categories represents the important measurements necessary for increasing shareholder value and growing the Company. As a result, the Compensation Committee awarded each of the executive officer's a cash incentive bonus. The cash bonus paid to each executive officer in 2013 is set forth in the "Bonus" column of the Summary Compensation Table set forth in this proxy statement.

The Company awarded options to purchase shares of the Company's common stock to the executive officers in May 1989. The objective of the award was to retain high level officers and to motivate them to continue their relationship with the Company and thereby align their interests with the long term interests of its shareholders. The options that were awarded have been fully exercisable by the executive officers since May 1994. The Compensation Committee believes the options awarded to the executive officers represent a significant stake in the Company and determined not to award any more options or other types of equity compensation to the executive officers in 2013.

At the Annual Meeting held in 2013, the shareholders voted to hold an advisory, non-binding vote to approve executive compensation every three years. The next "say on pay" vote will occur at the Company's Annual Meeting in 2016.

**Table of Contents****SUMMARY COMPENSATION TABLE**

The following table discloses compensation for the fiscal years ended December 31, 2013 and 2012, received by the Company's Principal Executive Officer and Principal Financial Officer (1) (2).

Name and Principal Position(2)	Year	Annual Compensation			Total
		Salary(\$)	Bonus(\$)	All Other Compensation(\$)	(\$)
Charles E. Drimal, Jr.	2013	450,000	2,150,000	58,193(3)	2,658,193
Chairman, Chief Executive Officer and President; Principal Executive Officer	2012	400,000	2,000,000	52,388(4)	2,452,388
Beverly A. Cummings	2013	450,000	860,000	33,145(5)	1,343,145
Executive Vice President, Treasurer and Director; Principal Financial Officer	2012	400,000	800,000	30,726(6)	1,230,726

(1) Columns for Stock Awards, Option Awards, Non-Equity Incentive Plan Compensation and Nonqualified Deferred Compensation Earnings are omitted as the Company has no such compensation awards or plans.

(2) Mr. Drimal and Ms. Cummings hold similar positions with the Company's subsidiaries and also serve as directors of each of the subsidiaries.

(3) Includes \$3,000 Director's fees; \$10,200 as the Company's contribution to its 401(k) plan; club dues, \$18,824; automobile allowance \$11,188; long term disability insurance premium \$6,647; and life insurance premiums \$8,334.

(4) Includes \$1,500 Director's fees; \$10,000 as the Company's contribution to its 401(k) plan; club dues \$20,635; automobile allowance \$7,834; long term disability insurance premium \$6,647; and life insurance premiums \$5,772.

(5) Includes \$3,000 Director's fees; \$10,200 as the Company's contribution to its 401(k) plan; club dues \$6,053; automobile allowance \$4,375; long term disability insurance premium \$6,745; and life insurance premiums \$2,772.

(6) Includes \$1,500 Director's fees; \$10,000 as the Company's contribution to its 401(k) plan; club dues \$6,300; automobile allowance \$4,375; long term disability insurance premium \$6,745; and life insurance premiums \$1,806.



**Table of Contents****OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END**

There were no stock options granted by the Company to the named executive officers during the fiscal year ended December 31, 2013, no options were exercised by any of such persons and there were no stock awards to such persons. The following table sets forth information with respect to all unexercised options held by the named executive officers of the Company at December 31, 2013. All unexercised options are fully exercisable. There are no options which are not fully exercisable. References relating to options which are unexercisable, equity incentive plan awards, unearned options and stock awards are omitted in the table below.

**Unexercised Options**

Name	Number of Unexercised Options at Fiscal Year-End(1) All Exercisable	Option Exercise Price	Option
			Expiration Date
Charles E. Drimal, Jr.	523,125	\$1.00	Non-expiring
	174,375	\$1.25	Non-expiring
Beverly A. Cummings	52,500	\$1.00	Non-expiring
	17,500	\$1.25	Non-expiring

(1) All options described in this table vested in May 1994.

**Director Compensation**

The Company's Directors each receive \$1,000 for each Board of Directors meeting, but do not receive any fee for attending Committee meetings. The Directors are reimbursed for travel and related expenses in connection with attendance at Board and Committee meetings. All Directors as a group of seven received an aggregate of \$21,000 as cash Directors' fees for the fiscal year ended December 31, 2013. No reference is made for Stock Awards, Option Awards, Non-Equity Incentive Plan Compensation or Non-Qualified Deferred Compensation Earnings as the Company has no such Director awards or compensation.

**AUDIT COMMITTEE REPORT**

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements in the Annual Report with management including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee reviewed with the independent auditors, who are responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, their judgments as to the quality, not just the acceptability, of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards. These include, but are not limited to, those matters under Statements on Auditing Standards No. 61, as amended and adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee has discussed with the independent auditors the auditors' independence from management and the Company including the matters in the written disclosures required by the Public Company Accounting Oversight Board. The Company's auditors do not perform financial information system design and implementation services, internal audit or tax services.

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The Audit Committee discussed with the Company's independent auditors the overall scope and plans for their audits. The Audit Committee meets with the independent auditors, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors (and the Board has approved) that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2013, for filing with the Securities and Exchange Commission. The Committee has also recommended the selection of the Company's independent auditors for 2014.

Audit Committee

Jan K. Smeets, Chairman

Matthias Eckenstein

Thomas S. T. Gimbel

This report of the Audit Committee shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

## **CODE OF BUSINESS CONDUCT AND ETHICS**

The Company is committed to observing sound, ethical principles in the conduct of its business and operations and by our officers and employees in the course of their duties. The Code of Business Conduct and Ethics adopted by the Company was amended in December, 2011. The Code, as amended, is available at the Company's web-site at [www.primeenergy.com](http://www.primeenergy.com). The Code of Conduct is applicable to the Company's operations and to all of its employees, including the Company's principal executive officer, principal financial officer and Directors. Any amendments to or waivers of the Code, to the extent applicable to the Company's principal executive officers, will be posted on the Company's web-site.

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

Section 16(a) of the Securities Exchange Act of 1934, as amended requires the Company's executive officers and Directors, and persons who own more than ten percent of a registered class of the Company's equity securities (collectively, "Reporting Persons"), to file reports of ownership and changes in ownership of such securities with the Securities and Exchange Commission and to furnish the Company with copies of such reports. To the Company's knowledge, based solely on review of the copies of such reports furnished to the Company with respect to the fiscal year ended December 31, 2013, no Reporting Persons failed to file reports on a timely basis during the most recent fiscal year.

## **INDEPENDENT PUBLIC ACCOUNTANTS FEES AND SERVICES**

The Company engaged Grassi & Co. as the principal accountants for the Company with respect to the audit of the Company's financial statements for the years ended December 31, 2013 and 2012. There were no disagreements with Grassi & Co on any matters of accounting principles or practices, financial statement disclosure or auditing scope or procedures in connection with their audits. Representatives of Grassi & Co are not expected to be present at the 2014 Annual Meeting of Stockholders, but will be available by speaker telephone during the meeting and will have the opportunity to make a statement if they desire to do so, and will be available to answer stockholders' questions.

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The audit fees for professional audit services provided by Grassi & Co, for the audit of the Company's annual financial statements for each of the years ended December 31, 2013, and December 31, 2012, were \$306,500 and \$309,500. No fees were billed or paid by the Company for internal audit, tax or other services for the years ended December 31, 2013 or 2012.

**STOCKHOLDERS PROPOSALS AND NOMINATIONS**

Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, stockholders may present proper proposals for inclusion in the Company's proxy statement and form of proxy and for consideration at its annual meeting of stockholders by submitting their proposals to the Company in a timely manner. In order to be so included for the 2015 Annual Meeting, stockholder proposals must be received by the Company at its principal executive offices at 9821 Katy Freeway, Houston, Texas 77024, no later than December 26, 2014, and must otherwise comply with the requirements of Rule 14a-8.

Stockholder proposals to be brought before the 2015 Annual Meeting, made outside the Rule 14a-8 processes, must be submitted to the Company pursuant to Rule 14a-8, no later than March 10, 2015, or will be considered untimely and entitle the Company to discretionary voting under Rule 14a-4.

If a stockholder desires to recommend an individual as a nominee for director to the Board of Directors, the stockholder shall mail the recommendation to the Secretary of the Board of Directors. The recommendation must include the name, address (business and personal) and the occupation of the nominee. The recommendation must also include such other information regarding the nominee as may reasonably be required by the Company.

**COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

Shareholders may communicate with the members of the Board of Directors by mailing their communications to the Company, at PrimeEnergy Corporation, 9821 Katy Freeway, Houston, Texas 77024. All communications addressed to the attention of a particular director shall be forwarded to the director.

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

The Annual Report of the Company for its fiscal year ended December 31, 2013, accompanies this Proxy Statement. The audited financial statements of the Company are included in such Annual Report.

It is important that proxies be returned promptly. Stockholders are requested to date, sign and return the enclosed proxy in the enclosed envelope, to which no postage need be affixed if mailed in the United States. If you attend the 2014 Annual Meeting, you may revoke your proxy and vote in person if you so desire, otherwise your proxy will be voted for you.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ PATRICIA C. DELANEY

PATRICIA C. DELANEY

Secretary

Houston, Texas

April 24, 2014

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**EXHIBIT A**

**PRIMEENERGY CORPORATION**

**CHARTER AND POWERS OF THE AUDIT COMMITTEE**

RESOLVED, that the charter and powers of the Audit Committee of the Board of Directors (the "Audit Committee") shall be:

Overseeing that management has maintained the reliability and integrity of the accounting policies and financial reporting and disclosure practices of the Company;

Overseeing that management has established and maintained processes to assure that an adequate system of internal control is functioning within the Company;

Overseeing that management has established and maintained processes to assure compliance by the Company with all applicable laws, regulations and Company policy;

RESOLVED, that the Audit Committee shall have the following specific powers and duties:

1. Holding such regular meetings as may be necessary and such special meetings as may be called by the Chairman of the Audit Committee or at the request of the independent accountants;
2. Creating an agenda for ensuing year;
3. Reviewing the independence and performance of the independent accountants and making recommendations to the Board of Directors regarding the appointment or termination of the independent accountants;
4. Conferring with the independent accountants concerning outside auditor's accountability to the Board of Directors and the audit committee, and the scope of their examinations of the books and records of the Company and its subsidiaries; reviewing and approving the independent accountants annual engagement letter; directing the special attention of the auditors to specific matters or areas deemed by the Committee or the auditors to be of special significance; and authorizing the auditors to perform such supplemental reviews or audits as the Committee may deem desirable;
5. Reviewing with management and the independent accountants significant risks and exposures, audit activities and significant audit findings;
6. Reviewing the range and cost of audit and non-audit services performed by the independent accountants;
7. Reviewing the Company's audited annual financial statements and the independent accountants' opinion rendered with respect to such financial statements, including reviewing the nature and extent of any significant changes in accounting principles or the application therein;

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8. Reviewing the adequacy of the Company's systems of internal control;
9. Obtaining from the independent accountants their recommendations regarding internal controls and other matters relating to the accounting procedures and the books and records of the Company and its subsidiaries and reviewing the correction of controls deemed to be deficient;
10. Providing independent, direct communication between the Board of Directors and independent accountants;
11. Reviewing with appropriate Company personnel the actions taken to ensure compliance with the Company's Code of Conduct and the results of confirmations and violations of such Code;
12. Reviewing the programs and policies of the Company designed to ensure compliance with applicable laws and regulations and monitoring the results of these compliance efforts;

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Page 2 Charter and Powers of the Audit Committee

13. Reviewing the procedures established by the Company that monitor the compliance by the Company with its loan and indenture covenants and restrictions;
14. Reporting through its Chairman to the Board of Directors following the meetings of the Audit Committee;
15. Maintaining minutes or other records of meetings and activities of the Audit Committee;
16. Reviewing the powers of the Committee annually and reporting and making recommendations to the Board of Directors on these responsibilities;
17. Conducting or authorizing investigations into any matters within the Audit Committee's scope of responsibilities. The Audit Committee shall be empowered to retain independent counsel, accountants, or others to assist it in the conduct of any investigation;
18. Considering such other matters in relation to the financial affairs of the Company and its accounts, and in relation to the internal and external audit of the Company as the Audit Committee may, in its discretion, determine to be advisable.

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**EXHIBIT B**

**PRIMEENERGY CORPORATION**

**COMPENSATION COMMITTEE CHARTER**

The Compensation Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Company's directors and officers. The Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company. The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

The Compensation Committee shall consist of no fewer than two members. The members of the Compensation Committee will meet the requirements that he/she is a non-employee director for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended; will satisfy the requirements of an outside director for purposes of Section 162(m) of the Internal Revenue Code; will meet the independence requirements of the applicable regulatory standards; will be appointed by the Board, and may be replaced by the Board.

The Compensation Committee shall have the sole authority to retain, at the Company's expense, and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Compensation Committee shall annually review and make recommendations to the Board with respect to the compensation of all directors, officers and other key executives, including incentive-compensation plans and equity-based plans.

The Compensation Committee shall annually review and approve, for the CEO and the senior executives of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits. The CEO and senior executives of the Company shall not be present during voting or deliberations on his or her compensation.

The Compensation Committee may form and delegate authority to subcommittees when appropriate.

The Compensation Committee shall make regular reports to the Board, review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval and annually reviews of its own performance.

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**PrimeEnergy Corporation**

**IMPORTANT ANNUAL MEETING INFORMATION**

Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.

**Annual Meeting Proxy Card**

q PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. q

1. Election of Directors								
	<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>		<b>For</b>	<b>Withhold</b>
Nominees:	..	..		..	..		..	..
								<b>+</b>
01 - Beverly A. Cummings	..	..	02 - Charles E. Drimal, Jr.	..	..	03 - H. Gifford Fong	..	..
04 - Thomas S. T. Gimbel	..	..	05 - Clint Hurt			06 - Jan K. Smeets		

07 - Ebersole Gaines Wehrle  
**The Board recommends a vote FOR all Nominees.**

In their discretion, the proxies appointed herein are authorized to vote upon any other business as may properly come before the meeting or any adjournments thereof.

**Non-Voting Items**

**Change of Address** Please print new address below.

**Meeting Attendance**  
 Mark box to the right if you plan to attend the Annual Meeting.

**Authorized Signatures** This section must be completed for your vote to be counted. **Date and Sign Below**



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Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) Please print date below.

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

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q **PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.** q

**Proxy PrimeEnergy Corporation**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

The undersigned shareholder of PrimeEnergy Corporation (the Company), revoking all prior proxies, does by these presents name, constitute and appoint Charles E. Drimal, Jr. and Patricia C. Delaney, and each of them, the true and lawful proxy and attorney-in-fact of the undersigned, with full power of substitution, to vote all shares of the Common Stock, par value \$.10 per share, of the Company standing in the name of the undersigned on the books of the Company at the close of business on April 16, 2014, or in respect of which the undersigned is entitled to vote at the Company's Annual Meeting of Stockholders to be held on Thursday, May 22, 2014, at 9:00 a.m., EST, at the offices of the Company, One Landmark Square, 11th Floor, Stamford, CT 06901, and at any and all adjournments of said meeting, hereby granting to said proxies and attorneys-in-fact, and each of them, full power and authority to vote in the name of the undersigned at said meeting, and at any and all adjournments thereof, on the matters set forth on reverse side.

**PLEASE SIGN ON REVERSE SIDE AND RETURN PROMPTLY.**

*(Continued and to be signed and dated on reverse side.)*