

INDUSTRIAL SERVICES OF AMERICA INC  
Form DEF 14A  
April 29, 2015

SCHEDULE 14A INFORMATION

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  [ ]  
Check the appropriate box:  
 [ ] Preliminary Proxy Statement  
 [ ] Confidential, for use of the Commission only (as permitted by Rule 14a-6(e) (2))  
 [X] Definitive Proxy Statement  
 [ ] Definitive Additional Materials  
 [ ] Soliciting Material Pursuant to Section 240.14a-12

INDUSTRIAL SERVICES OF AMERICA, 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):

[X] No fee required.  
 [ ] Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:

\_\_\_\_\_  
(2) Aggregate number of securities to which transaction applies:

(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):

\_\_\_\_\_  
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[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

\_\_\_\_\_  
(2) Form, Schedule or Registration Statement No.:

(3) Filing Party: \_\_\_\_\_

(4) Date Filed: \_\_\_\_\_



INDUSTRIAL SERVICES OF AMERICA, INC.

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Notice of Annual Meeting of Shareholders  
To Be Held on June 16, 2015

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NOTICE IS HEREBY GIVEN that the annual meeting of shareholders of INDUSTRIAL SERVICES OF AMERICA, INC. will be held at Building No. 1, 7100 Grade Lane, Louisville, Kentucky 40213, on Tuesday, June 16, 2015 at 10:00 A.M. (Eastern Daylight Time), for the following purposes:

- (1) To elect seven (7) directors for a term expiring in 2016;
- (2) To ratify the selection of Mountjoy Chilton Medley LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2015;
- (3) To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors of Industrial Services of America, Inc. recommends voting for the above proposals (1) - (2).

By signing the enclosed proxy, you are appointing Orson Oliver and Francesca Scarito as proxies, with full power of substitution, to vote all shares of Industrial Services of America, Inc. common stock held by you as of April 13, 2015 at the annual meeting on June 16, 2015, or at any adjournment or postponement of such meeting.

Only shareholders of record at close of business on April 13, 2015 are entitled to notice of and to vote at the annual meeting. The transfer books will not be closed.

This proxy statement, notice of annual meeting and form of proxy are first being mailed or made available to shareholders on or about April 29, 2015.

By Order of the Board of Directors

/s/ Sean Garber  
Sean Garber  
President

7100 Grade Lane  
Louisville, Kentucky 40213  
April 29, 2015

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE MARK, DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED RETURN ENVELOPE, WHICH DOES NOT REQUIRE ANY POSTAGE IF MAILED IN THE UNITED STATES, OR VOTE OVER THE

INTERNET OR BY TELEPHONE. IF YOU ARE ABLE TO ATTEND THE MEETING AND WISH TO VOTE YOUR SHARES PERSONALLY, YOU MAY DO SO AT ANY TIME BEFORE THE PROXY IS EXERCISED.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2015 ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 16, 2015

Our Proxy Statement related to our 2015 Annual Meeting of Shareholders and our Annual Report on Form 10-K for the fiscal year ended on December 31, 2014 are available on our website at <http://www.proxyvote.com>. Our ticker symbol is IDSA.

INDUSTRIAL SERVICES OF AMERICA, INC.  
7100 GRADE LANE  
LOUISVILLE, KENTUCKY 40213  
PROXY STATEMENT

We are furnishing this proxy statement in connection with the solicitation of proxies by our Board of Directors for use at the 2015 annual meeting of shareholders of Industrial Services of America, Inc. ("ISA" or the "Company"), which we are holding at Building No. 1, 7100 Grade Lane, Louisville, KY 40213 at 10:00 A.M. (Eastern Daylight Time) on Tuesday, June 16, 2015, and at any and all adjournments thereof, for the purposes set forth in the accompanying notice of the meeting.

We will vote shares represented by duly executed proxies in the accompanying form received prior to the meeting and not revoked at the meeting or at any adjournments within 120 days thereof in accordance with the choices specified on the ballot. If you do not specify a choice, it is the intention of the persons named as proxies in the accompanying form of proxy to vote for (i) the nominees for election as directors, and (ii) the ratification of the independent registered public accounting firm for the 2015 fiscal year. The person executing the proxy may revoke it at any time before the proxy holder exercises the authority thereby granted by giving written notice to our Secretary, by delivery of a duly executed proxy bearing a later date or by voting in person at the meeting. Attendance at the meeting will not have the effect of revoking a proxy unless the shareholder notifies the Secretary of the meeting in writing prior to voting of the proxy.

We will bear the expenses of soliciting proxies for the annual meeting, including the cost of preparing, assembling and mailing this proxy statement and the accompanying form of proxy. Such expenses, however, do not include any salaries and wages of our officers and employees who participated in the preparation, assembling and mailing of the proxy statement. In addition to the solicitation of proxies by mail, certain of our officers and regular employees, without additional compensation, may use their personal efforts, by telephone or otherwise, to obtain proxies. We will also request persons, firms and corporations holding shares in their names, or in the names of their nominees, which shares are beneficially owned by others, to send this proxy material to and obtain proxies from such beneficial owners, and will reimburse such holders for their reasonable expenses in so doing.

The presence in person or by proxy of shareholders holding a majority of the issued and outstanding shares of our common stock entitled to vote will constitute a quorum for the transaction of all business at the annual meeting. A shareholder voting for the election of directors may withhold authority to vote for all nominees for director or may withhold authority to vote for certain nominees for director. A shareholder may also vote for, vote against or abstain from voting on the proposal to ratify the selection of the independent registered public accounting firm for the 2015 fiscal year. We will treat votes withheld from the election of any nominee for director and abstentions from any other proposal as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but we will not count in the number of votes cast on any matter any withheld votes or abstentions. If a broker does not receive voting instructions from the beneficial owner of shares on a particular matter and indicates on the proxy that it does not have discretionary authority to vote on that matter, we will not consider those shares as present and entitled to vote with respect to that matter.

This proxy statement, notice of annual meeting and form of proxy are first being mailed or made available to shareholders on or about April 29, 2015.

INDUSTRIAL SERVICES OF AMERICA, INC.  
PROXY STATEMENT  
For the Annual Meeting on June 16, 2015

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## VOTING SECURITIES

Only shareholders of record at the close of business on April 13, 2015 are entitled to vote at the annual meeting or any adjournments within one hundred twenty (120) days thereof. As of the record date there were 7,956,410 shares of our common stock outstanding and entitled to vote. Each share of common stock entitles the holder to one vote on all matters presented at the annual meeting.

The following table sets forth information regarding beneficial ownership of our common stock as of April 17, 2015 for (i) each of our Named Executive Officers, directors and nominees for director, (ii) each person known to management to own of record or beneficially more than five percent of our outstanding shares, and (iii) all of our executive officers and directors as a group.

| Name and Address   | Amount and<br>Nature of<br>Beneficial<br>Ownership<br>(1)(2)(3) |      | Percentage of<br>Class (1) |        |
|--|---|------|----------------------------|--------|
| Directors and Officers:<br>Sean Garber 7100 Grade Lane<br>Louisville, KY 40213 | 2,566,956   | (4)  | 32.26                      | % (4)  |
| Orson Oliver 7100 Grade Lane<br>Louisville, KY 40213                           | 1,951,705   | (5)  | 24.08                      | % (5)  |
| Todd Phillips 7100 Grade Lane<br>Louisville, KY 40213                          | 8,196   |      | *                          |        |
| Alan Schroering 7100 Grade<br>Lane Louisville, KY 40213                        | 22,018  | (6)  | *                          | (6)    |
| Albert Cozzi 7100 Grade Lane<br>Louisville, KY 40213                           | 191,752   | (7)  | 2.39                       | % (7)  |
| Francesca Scarito 7100 Grade<br>Lane Louisville, KY 40213                      | 113,500   | (8)  | 1.41                       | % (8)  |
| Ronald Strecker 7100 Grade<br>Lane Louisville, KY 40213                        | 49,000  | (9)  | *                          | (9)    |
| William Yarmuth 7100 Grade<br>Lane Louisville, KY 40213                        | 3,953   |      | *                          |        |
| Vince Tyra 7100 Grade Lane<br>Louisville, KY 40213                             | —   |      | —%                         |        |
| All directors and executive<br>officers as a group                             | 2,355,125   | (10) | 23.79                      | % (10) |
| Other Beneficial Ownership over<br>5%:   |   |      |                            |        |

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|   |           |      |        |        |
|---|-----------|------|--------|--------|
| Algar, Inc. 4568 Melton Avenue<br>Louisville, KY 40219                        | 750,000   | (11) | 8.61   | % (11) |
| Recycling Capital Partners, LLC<br>295 S Commerce Drive<br>Waterloo, IN 46793 | 1,714,286 | (12) | 19.45  | % (12) |
| Harry Kletter Family Ltd Ptosp<br>7100 Grade Lane Louisville, KY<br>40213     | 750,000   |      | 9.43   | %      |
| K&R, LLC 7100 Grade Lane<br>Louisville, KY 40213                              | 549,168   |      | 6.90   | %      |
| The Estate of Harry Kletter 7100<br>Grade Lane Louisville, KY<br>40213        | 517,788   | (13) | 6.51   | % (13) |
| David Russell P.O. Box 280481<br>Northridge, CA 91328                         | 798,317   | (14) | 9.9959 | % (14) |

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\* denotes less than 1% ownership.

(1) The table reflects share ownership and the percentage of such share ownership as of April 17, 2015. We have determined the percentages on the basis of 7,956,410 shares of our Common Stock outstanding and exclusive of 93,212 shares of Common Stock held as Treasury stock.

(2) Except as otherwise indicated, each person or entity shown has sole voting and investment power with respect to the shares of common stock beneficially owned by him, her or it.

(3) Based upon information furnished to the Company by the named persons, information contained in filings with the SEC, and information in our shareholder records. Under the rules of the SEC, a person is deemed to beneficially own shares over which the person has or shares voting or investment power or has the right to acquire beneficial ownership within 60 days, and such shares are deemed to be outstanding for the purpose of computing the percentage beneficially owned by such person or group. However, we do not consider shares of which beneficial ownership can be acquired within 60 days to be outstanding when we calculate the percentage ownership of any other person.

(4) On November 19, 2013 and again on November 19, 2014, each of Harry Kletter (and subsequently the estate of Harry Kletter), The Harry Kletter Family Limited Partnership and K&R, LLC granted to Mr. Garber and Orson Oliver, jointly, an Irrevocable Proxy to vote, or to execute and deliver written consents or otherwise act with respect to, all shares of our capital stock then owned or thereafter acquired by each proxy grantor as fully, to the same extent, and with the same effect as they might or could do under applicable laws or regulations governing the rights and powers of shareholders of a Florida corporation. The Proxies state that they were granted in connection with a Management Agreement (the "Management Agreement") entered into on December 2, 2013, effective as of December 1, 2013, by and between the Company and Algar, Inc. ("Algar"), a Kentucky corporation controlled by Mr. Garber. The Proxies relate to a total of 1,816,956 shares of Common Stock, made up of 517,788 shares held in Mr. Kletter's estate, 750,000 shares owned by The Harry Kletter Family Limited Partnership, and 549,168 shares owned by K&R, LLC. Also includes vested options to purchase 750,000 shares of ISA Common Stock issued to Algar in December 2013.

The Proxies were granted to Mr. Oliver and Mr. Garber as a condition of the Management Agreement, and as such are coupled with an interest and are irrevocable. The Proxies may be exercised by Mr. Oliver and Mr. Garber, jointly, for the period beginning on November 19, 2014 and ending on (i) November 19, 2015 or (ii) the maximum period of time allowed under Florida law, whichever is longer, unless sooner terminated in accordance with the Management Agreement.

(5) Includes options to purchase 86,000 shares exercisable within 60 days of April 17, 2015 and 3,750 shares held in Trusts for Mr. Oliver's daughter and minor grandchildren for which Mr. Oliver is the trustee. Also includes 517,788 shares held by the Estate of Harry Kletter of which Mr. Oliver is executor, 750,000 shares owned by The Harry Kletter Family Limited Partnership of which Mr. Oliver is general partner, and 549,168 shares owned by K&R, LLC which is controlled by Mr. Oliver. The shares are also subject to the Proxies described in footnote 4, above.

(6) Includes 3,800 shares held by Mr. Schroering's wife and minor sons.

(7) Includes options to purchase 68,000 shares exercisable within 60 days of April 17, 2015.

(8) Includes options to purchase 104,000 shares exercisable within 60 days of April 17, 2015 and 9,500 shares beneficially owned by RS Finance & Consulting, LLC, of which Ms. Scarito is President and the sole member.

(9) Includes options to purchase 49,000 shares exercisable within 60 days of April 17, 2015.

(10) Includes the options described in notes 4, 5, 7, 8, and 9 above to purchase 337,000 shares exercisable within 60 days of April 17, 2015.

(11) Includes options to purchase 750,000 shares exercisable within 60 days of April 17, 2015.

(12) As sole manager of Recycling Capital Partners, LLC, Daniel M. Rifkin has shared voting and dispositive power over these 857,143 shares. Includes warrants to purchase 857,143 shares exercisable within 60 days of April 17, 2015.

(13) Harry Kletter's date of death was January 5, 2014. All shares are subject to the Proxies, as described in footnote 4, above.

(14) Includes options to purchase 30,000 shares exercisable within 60 days of April 17, 2015 and the following beneficially owned shares of our Common Stock: 376,384 shares held in a trust, 95,646 shares held in custodial accounts for Dr. Russell's adult stepson and minor children, and 163,776 shares held in various retirement plans for Dr. Russell's benefit.

A Management Agreement (the "Management Agreement") entered into on December 2, 2013, effective as of December 1, 2013, by and between the Company and Algar, Inc. ("Algar"), a Kentucky corporation, gives Algar the right to appoint the Company's President and an additional executive officer of the Company. The Management Agreement provided that the Company's board of directors would increase to up to seven members. The number of directors was increased to seven on June 11, 2014. The Company and Algar also agreed that Algar, could cause the appointment of up to two members of the board. In 2014, Algar nominated William Yarmuth and Vince Tyra to serve as board members. The term of the Management Agreement is effective December 1, 2013 and extends through December 31, 2016, subject to earlier termination upon mutual agreement or upon circumstances set forth in the agreement.

Subject to shareholder approval and restrictions on exercisability set forth in a Stock Option Agreement entered into on December 2, 2013 by the Company and Algar, the Company granted Algar an option to purchase a total of 1,500,000 shares of our Common Stock at an exercise price per share of \$5.00. The shareholders approved these options at the 2014 annual meeting.

Under the Management Agreement, the Company and Algar have agreed to use their best efforts to effect a business combination between them as soon as is reasonably practicable. As of the date of this proxy statement, the Company and Algar have not effected a business combination between them. Negotiations are currently in abeyance.

On November 19, 2013 and again on November 19, 2014, each of Harry Kletter (and subsequently the Estate of Harry Kletter), The Harry Kletter Family Limited Partnership and K&R, LLC granted to our President, Sean Garber, and our Chairman of the Board and interim Chief Executive Officer, Orson Oliver, jointly, an Irrevocable Proxy to vote, or to execute and deliver written consents or otherwise act with respect to, all shares of our capital stock then owned or thereafter acquired by each proxy grantor as fully, to the same extent, and with the same effect as they might or could do under applicable laws or regulations governing the rights and powers of shareholders of a Florida corporation. The Proxies state that they were granted in connection with the Management Agreement. The Proxies relate to a total of 1,816,956 shares of Common Stock, made up of 517,788 shares now held by Mr. Kletter's estate, 750,000 shares owned by The Harry Kletter Family Limited Partnership, and 549,168 shares owned by K&R, LLC. Mr. Kletter's date of death was January 5, 2014. Upon Mr. Kletter's death, Mr. Oliver became executor of Mr. Kletter's estate, general partner of the Harry Kletter Family Limited Partnership, and Manager of Kletter Holdings, LLC, the sole member of K&R, LLC.

The Proxies may be exercised by Mr. Oliver and Mr. Garber, jointly, for the period beginning on November 19, 2014 and ending on (i) November 19, 2015 or (ii) the maximum period of time allowed under Florida law, whichever is longer, unless sooner terminated in accordance with the Management Agreement.

On December 2, 2013, Mr. Oliver and Mr. Garber entered into an Agreement, as modified from time to time (the "Garber/Oliver Agreement"), through which they agreed upon the manner in which they will vote the shares of Common Stock represented by the Proxies. In particular, under the Garber/Oliver Agreement the parties agreed that:

1. They will cause the shares of our Common Stock represented by the Proxies to be "present" and voted at any meeting of our stockholders.
2. It is in the Company's best interest to increase the number of directors on our board to a total of seven directors, and that they would cooperate with one another in exercising or voting the Proxies in furtherance of that change.

3. It is in the respective best interests of the Company and Algar for Algar to have representation on the Company's board of directors.

4. They will cooperate with one another in exercising or voting the Proxies in favor of individuals to the Company's board of directors who are nominated by Algar and by the board of directors as comprised immediately before the date of the Garber/Oliver Agreement; provided, that provision will not apply and will be of no force or effect in the case of (i) any such nominee for whom the Company would be required to provide disclosure pursuant to Regulation S-K Item 401(f) in any filing with the Securities and Exchange Commission or (ii) any nominees, the election of which would result in the board not being comprised of a majority of "independent directors," as such term is defined by NASDAQ Listing Rule 5605.

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5. They will vote the Proxies in favor of any recommendation of the Company's board of directors, as so comprised, requiring shareholder approval.

6. During the term of the Management Agreement it might become mutually beneficial for the Company and Algar to enter into discussions concerning the possibility of merging the two companies and/or for the Company to acquire substantially all of the assets of Algar.

7. If a mutually beneficial arms length deal is reached for a merger or asset acquisition, they would cooperate in exercising or voting the Proxies in favor of such a transaction.

8. Subject to any fiduciary duties owed to the Company or its shareholders, they will use their best efforts to appoint Garber as Chairman and Chief Executive Officer of any surviving entity.

On June 13, 2014, in connection with a Securities Purchase Agreement, the Company and Recycling Capital Partners, LLC (the "Investor") entered into a Director Designation Agreement (the "Director Designation Agreement") pursuant to which the Investor will have the right to designate, and require the Company's Board to appoint, up to two directors (each, a "Designated Director"). As of the date of this proxy statement, the Investor had the right, which has not been exercised, to designate one director. A Designated Director will hold office until (i) his or her term expires and such Designated Director's successor designated by the Investor has been appointed or (ii) such Designated Director's earlier death, disability, disqualification, resignation or removal, and the Investor shall have the right to appoint any successor to such Designated Director. The Investor's designation rights terminate at such time that the Investor and its affiliates collectively hold less than 5% of the Company's outstanding common stock. Pursuant to the Director Designation Agreement, the Company and the Investor agreed that the designation and appointment of the Designated Director nominees will not violate applicable law and will not cause the Company to become delisted from any securities exchange or other trading market.

## ITEM I. ELECTION OF DIRECTORS

The nominees for election as directors are Albert Cozzi, Sean Garber, Orson Oliver, Francesca Scarito, Ronald Strecker, Vince Tyra and William Yarmuth. On June 11, 2014, the Board appointed Sean Garber, Vince Tyra and William Yarmuth to the Board. Messrs. Tyra and Yarmuth were recommended for nomination and appointment to the Board by Algar, Inc. pursuant to our Management Agreement with that entity. The three new directors accepted their appointments effective June 15, 2014. All seven nominees were elected at the 2014 annual meeting of shareholders to hold office until the 2015 annual meeting and until their respective successors have been elected and qualified.

Shareholders voting at the annual meeting may not vote for more than the number of nominees listed in this proxy statement. A plurality of the total votes cast at the annual meeting will elect the directors. That is, the seven nominees receiving the greatest number of votes for directors will be deemed elected directors. It is the intention of the persons named as proxies in the accompanying form of proxy (unless authority to vote therefore is specifically withheld) to vote for the election of the seven nominees for directors. If any of the nominees becomes unavailable (which we do not now anticipate), the persons named as proxies have discretionary authority to vote for a substitute nominee designated by the present Board. The Board has no reason to believe that any nominee will be unwilling or unable to serve if elected.

The following table contains certain information regarding each nominee for election as director at this year's annual meeting. The Board of Directors has determined that all current directors have met the independence standards of Rule 5605(a)(2) of the NASDAQ listing standards with the exception of Mr. Garber due to his position as President, Mr. Oliver due to his position as interim CEO and Ms. Scarito due to her consulting work for the Company. Each individual has furnished the respective information shown.

| Name and Principal Occupation with Company                                | Age | Year First Became Director |
|---|-----|----------------------------|
| Orson Oliver<br>Chairman of the Board and interim Chief Executive Officer | 72  | 2005                       |
| Albert Cozzi<br>Director  | 69  | 2006                       |
| Francesca Scarito<br>Director   | 50  | 2012                       |
| Ronald Strecker<br>Director   | 57  | 2013                       |
| Sean Garber<br>President and Vice Chairman                                | 48  | 2014                       |
| Vince Tyra<br>Director  | 49  | 2014                       |
| William Yarmuth<br>Director   | 63  | 2014                       |



Nominees for Directors

ORSON OLIVER has been our director since 2005, our Chairman of the Board since 2012 and our interim Chief Executive Officer since 2013. He is currently an independent business consultant with over thirty-five years of experience in banking and financial consulting. Mr. Oliver began his career in 1968 as an attorney with the U.S. Treasury Department in Washington, D.C. In 1975, he joined the Bank of Louisville as general counsel. In 1985, he became president of the Bank of Louisville. When Branch Banking and Trust Company acquired the Bank of Louisville in 2003, the Bank of Louisville had assets of \$1.6 billion and was the largest, locally managed bank in Louisville, Kentucky. Since his retirement from banking in February 2004, Mr. Oliver has worked as an independent general business consultant for the Al J. Schneider Company, a corporation with a number of large hotels and real estate holdings in the Louisville, Kentucky area. From May 2004 through December 2011, Mr. Oliver also worked as an independent general business consultant for PNC Bank, which is headquartered in Pittsburgh, Pennsylvania with assets of \$320 billion as of December 31, 2013. Mr. Oliver has been a member of the board of directors of the Al J. Schneider Company since February 2004. Beginning in 2013, Mr. Oliver also serves as a director of the Bankers' Bank of Kentucky.

ALBERT A. COZZI has been our director since 2006. Since February 2006, Mr. Cozzi has been a partner with Cozzi Consulting Group, a start-up consulting business, marking the re-entry of Mr. Cozzi into the scrap industry following a two-year non-compete agreement he had with his former employers at Metal Management, Inc. From July 1999 to January 2004, Mr. Cozzi served as the chief executive officer of Metal Management, Inc. headquartered in Chicago, Illinois, and one of the largest full service metals recyclers in the United States. From December 1997 to June 1999, Mr. Cozzi served as the president and chief operating officer of Metal Management, Inc. From 1963 to 1997, Mr. Cozzi held various positions with Cozzi Iron & Metal, originally located in Chicago, Illinois, prior to its merger with Metal Management, Inc., including president from 1990 to 1997. Mr. Cozzi received an M.B.A. from the University of Chicago.

FRANCESCA E. SCARITO has been our director since 2012. Ms. Scarito is President of RS Finance & Consulting, LLC, a boutique investment bank located in Boston, Massachusetts, which she founded in April 2009. Ms. Scarito has been an investment banker for over 20 years and has extensive experience in private capital, equity capital markets and mergers and acquisitions. At various times between August 2009 and August 2013, Ms. Scarito provided financial advisory and other consulting services to ISA. Prior to founding her own firm in April 2009, Ms. Scarito was a Managing Director in the Investment Banking Division of Canaccord Adams Inc., which she joined in 2007. Ms. Scarito earned a B.A. from Dartmouth College and an M.B.A. from Harvard Business School.

RONALD STRECKER has been our director since 2013. He has been the Chief Financial Officer of the Al J. Schneider Company, a hospitality company headquartered in Louisville, KY, since 2007.

SEAN GARBER has been our director since 2014, serving as Vice Chairman since August 6, 2014. Mr. Garber has been our President since December 2013. Mr. Garber is also President of Algar, Inc. ("Algar"), a company specializing in the sale of new and used auto parts, as well as in automobile and metal recycling. He has served as Algar's Chief Executive Officer since 2005. Prior to joining Algar, Mr. Garber owned Riverside Mortgage, Inc., a residential mortgage brokerage company, which he sold in 2006. Before Riverside Mortgage, Inc., Mr. Garber owned and operated CMJ Ventures, LLC, a trademarked and licensed apparel business. For information regarding the Company's appointment of Mr. Garber as President, please see the information regarding the Management Agreement, Irrevocable Proxy, and Garber/Oliver Agreement set forth in the section of this proxy statement titled, "Voting Securities."

VINCE TYRA has been our director since 2014. Mr. Tyra has been President of ISCO Industries ("ISCO"), a global, customized piping solutions provider based in Louisville, Kentucky, since 2013. Prior to his position at ISCO, Mr. Tyra was a Managing Partner at Southfield Capital, a private investment firm based in Greenwich, Connecticut, where



he joined in 2007. Mr. Tyra continues to be an Operating Partner with Southfield Capital, serves on the firm's investment committee and is a board member of various Southfield Capital portfolio

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companies. Prior to Southfield Capital, Mr. Tyra was CEO of Broder Bros., Co., a wholesale distributor of imprintable activewear. Prior to joining Broder, Mr. Tyra served as President of Retail and Activewear at Fruit of the Loom. Previous to Fruit of the Loom, Mr. Tyra was a principal investor and Executive Vice President of TSM, a Louisville, Kentucky based wholesale distributor of activewear.

WILLIAM YARMUTH has been our director since 2014. Mr. Yarmuth has been the Chairman and Chief Executive Officer at Almost Family Inc. ("Almost Family"), a Louisville, Kentucky-based provider of a range of Medicare-certified home health nursing services to patients in need of recuperative and other care, since 1992. Mr. Yarmuth has been a director of Almost Family since 1991, when the company acquired National Health Industries, where Mr. Yarmuth was Chairman, President and Chief Executive Officer.

Except as disclosed above, none of the directors holds another directorship in a company with a class of securities registered pursuant to Section 12 of the Exchange Act or subject to the requirements of Section 15(d) of the Exchange Act or in a company registered as an investment company under the Investment Company Act of 1940, as amended. None of our directors has any family relationship with any of our other directors or executive officers.

#### Director Qualifications

When considering whether the nominees have the experience, qualifications and skills to enable the Board to satisfy its oversight responsibilities effectively and provide the Board with experience in a wide variety of areas, the nominating committee focuses primarily on the information discussed in each director's individual biographies set forth above. The following are the conclusions reached by the nominating committee with regard to each nominee.

Experience in the financial industry is exhibited by Messrs. Oliver, Cozzi, Strecker and Tyra and Ms. Scarito. With regard to Mr. Oliver, the nominating committee considered his past experience as an attorney with the U.S. Treasury Department in Washington D.C., his past presidency of the Bank of Louisville and his work as an independent general business consultant for PNC Bank. With regard to Mr. Cozzi, the nominating committee considered his extensive experience in the metallic scrap industry, and his direct operational experience in the industry. These experiences bring a unique perspective to our Board. With regard to Ms. Scarito, the nominating committee considered her years in investment banking as well as the consulting services she has provided to ISA, which gives her valuable insight into the Company. With regard to Mr. Strecker, the nominating committee considered his years of experience as Chief Financial Officer of a large company. With regard to Mr. Garber, the nominating committee considered his experience in the automotive and metal recycling industry. With regard to Mr. Tyra, the nominating committee considered his experience in growth management and his experience in an investment firm. With regard to Mr. Yarmuth, the nominating committee considered his experience as Chairman and Chief Executive Officer at Almost Family, Inc.

#### Governance

A majority of our directors are independent. We combined the roles of Chairman of the Board and Chief Executive Officer in 2013. The Board appointed Mr. Oliver as Chairman of the Board at the May 15, 2012 Board meeting due to his legal and financial background as well as the work he has done on the Board and previously as Audit Committee Chairman. On June 14, 2013, the Board appointed Mr. Oliver as interim President and interim Chief Executive Officer. Based on Mr. Oliver's legal and financial background as well as his knowledge and experience with the Company, management determined that Mr. Oliver is capable of effectively identifying strategic priorities and leading the discussion and execution of strategy. Mr. Oliver does not receive any salary from the Company; he receives fees as a director of the Company. Our day to day operations are managed by Sean Garber who was appointed as President by the Board on December 2, 2013 in connection with a Management Services Agreement. We recognize that different Board leadership structures may be appropriate for companies in different situations and believe that no one structure is suitable for all companies at all times. We believe our current Board leadership structure, given the current composition of the Board, is optimal.



The Board has not appointed a lead independent director. Currently, the Board membership consists of seven directors, four of whom are independent. All of the independent directors are able to meet regularly in executive sessions without management to discuss the development and strategy of our Company. These executive sessions allow the independent directors to review key decisions and discuss matters in a manner that is independent of our interim Chief Executive Officer. Therefore, the Board has determined that a lead independent director is not necessary at this time. As the composition of the Board changes or grows in the future, the Board of Directors may reevaluate the need for a lead independent director.

Our executive officers, especially the President, have the primary responsibility for risk management within our Company. Our Board of Directors oversees risk management to ensure the processes designed and implemented by our executives are adapted to and integrated with the Company's strategy and are functioning as directed. The primary means by which the Board oversees our risk management structures and policies is through its regular communications with management. We believe that our leadership structure is conducive to comprehensive risk management practices and that the Board's involvement is appropriate to ensure effective oversight.

During 2014, the Board met eight times, four in person and four by conference call. In 2014, all directors attended at least 75% of the aggregate number of meetings of the Board and the committees of which they were members.

The members of the Compensation Committee are Messrs. Cozzi and Yarmuth. The Compensation Committee is responsible for making recommendations to the Board regarding salaries and bonuses that we pay to our executive officers. This committee did meet two times in 2014. This committee does not have a chairperson. All functions of the Compensation Committee are performed by the committee as a whole. However, the Compensation Committee confers with our interim Chief Executive Officer and President to obtain additional input for the committee's decision-making process and recording our processes and procedures for determination of executive and director compensation, including the scope of authority of the Compensation Committee, the extent to which the Compensation Committee may delegate any authority, and any role of executive officers in determining or recommending the amount or form of executive and director compensation. The Compensation Committee has delegated to our President decisions regarding employee compensation. None of our executive officers served as a member of the Compensation Committee of another entity. Our Compensation Committee has a written charter, which is available on our website at [www.isa-inc.com](http://www.isa-inc.com) under Investor Relations.

The Audit Committee confers with our independent registered public accounting firm regarding the scope and adequacy of annual audits; reviews reports from the independent accountants; and meets with the independent accountants to review the adequacy of our accounting principles, financial controls and policies. The Audit Committee met four times in 2014. The members of the Audit Committee are Messrs. Cozzi, Strecker and Tyra. Mr. Strecker is the chairperson of this committee. All current members of the Audit Committee are independent as defined in Rule 5605(a)(2) of the NASDAQ listing standards and the Audit Committee Qualifications of Rule 5605(c)(2). The Board of Directors has determined that Mr. Strecker is qualified as an "audit committee financial expert" based on a thorough review of his education and financial experience. The formal report of the Audit Committee with respect to the year 2014 begins on page 26 herein. Our Audit Committee has a written charter, which is available on our website at [www.isa-inc.com](http://www.isa-inc.com) under Investor Relations.

The Nominating Committee has the power to recommend to the Board nominees for election as directors and persons to fill directors' vacancies and newly created directorships; recruit potential director candidates; recommend changes to the Board concerning the responsibilities and composition of the Board and committees; and review written proxy comments and shareholder proposals (including director nominees) received from shareholders at our principal executive offices for inclusion in the proxy statement for the following year's annual shareholder meeting. The Nominating Committee's charter directs the Nominating Committee to investigate and assess the background and skills of potential candidates and to maintain an active file of suitable candidates for directors. The Nominating

Committee has the authority to engage a third party search firm to assist in identification of candidates, but our Nominating Committee currently believes that our existing directors and executive

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management have significant networks of business contacts that likely will form the pipeline from which the Nominating Committee can identify candidates.

Upon identifying a candidate for serious consideration, one or more members of the Nominating Committee would initially interview the candidate. If a candidate merited further consideration, the candidate would subsequently interview with all other Nominating Committee members (individually or as a group), meet our interim Chief Executive Officer and other executive officers and ultimately meet many of the other directors. The Nominating Committee would elicit feedback from all persons who met the candidate and then determine whether or not to nominate the candidate. The Nominating Committee utilizes a subjective analysis to identify and analyze candidates that it proposes for nomination as directors, including but not limited to, highest personal and professional ethics and integrity, general business knowledge, interest in our business, and willingness to serve. However, there are currently no minimum qualifications or standards that we require. While there is no formal policy with regard to consideration of diversity in identifying director nominees, the Nominating Committee considers diversity in business experience, professional expertise, gender and ethnic background, along with various other factors when evaluating director nominees.

We would consider candidates for director nominees recommended by shareholders in accordance with the requirements of Florida law and the time limitation stated above. Shareholders should address potential nominations to the Nominating Committee at our executive offices, which submissions we will then forward to the Nominating Committee. If shareholder nominations were made, the recording secretary, without prior screening, would forward any shareholder communication directly to the Board at the next regularly scheduled Board meeting. The Board would then request that the Nominating Committee consider the shareholder nominations. The Nominating Committee would then perform an investigation of the candidate to determine if the candidate was qualified and would, if it so determined, present the shareholder nomination in the proxy statement to be subject to a vote of the shareholders. The Nominating Committee undertakes a similar investigation as to the qualifications of management nominations. Consequently, there effectively would be little difference in the evaluation process of nominations whether generated by shareholders or management. The Nominating Committee has no obligation to nominate any such individual for election. We have not received any shareholder nominations for this annual meeting. Accordingly, we have not rejected or refused to nominate any such candidates.

The Nominating Committee did not hire any director search firm in 2014 and, accordingly, paid no fees to any such company. As indicated above, however, the Nominating Committee may do so in the future if necessary.

The members of the Nominating Committee are Messrs. Cozzi, Strecker and Tyra. This committee does not have a chairperson. The Nominating Committee met one (1) time in 2014. Our Nominating Committee has a written charter, which is available on our website at [www.isa-inc.com](http://www.isa-inc.com) under Investor Relations.

Neither the Board nor the Nominating Committee has implemented a formal policy regarding director attendance at the annual meeting. Typically, the Board holds its annual organizational meeting immediately following the annual meeting, which results in most directors being able to attend the annual meeting. In 2014, all of the Company's directors attended the annual meeting.

The Executive Committee is one to which the Board of Directors may direct or delegate all or part of the duties and powers of the Board of Directors with the exception of those duties and powers specifically prohibited by the laws of the State of Florida. When so designated, the Executive Committee shall have the authority to act in the place and stead of the Board of Directors. The Board appoints members to the Executive Committee as needed. Messrs. Cozzi and Oliver and Ms. Scarito make up the Executive Committee. No meetings were held, nor were any actions taken by, the Executive Committee in 2014.

The Board of Directors has adopted our Code of Ethics for the Chief Executive Officer and Financial Executives, which is available on our website at [www.isa-inc.com](http://www.isa-inc.com) under Investor Relations. The Company will post any waivers to the Code of Ethics to our website. Shareholders may communicate directly with the Board of Directors in writing by sending a letter to the Board at: Industrial Services of America, Inc., P.O. Box 32428, 7100 Grade Lane Louisville, KY 40232 or by a secure e-mail via our website at [www.isa-inc.com](http://www.isa-inc.com).

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors, certain officers and persons who own more than ten percent (10%) of our outstanding Common Stock to file with the Securities and Exchange Commission reports of changes in ownership of our Common Stock held by such persons. Officers, directors and greater than 10% shareholders must furnish us with copies of all forms they file under this regulation. To our knowledge, based solely on a review of the copies of such reports furnished to us and representations from reporting persons that no other reports including Forms 5 were required, all Section 16(a) filing requirements applicable to all of our officers, directors and greater than 10% shareholders were timely complied with during 2014 with the following exceptions: (1) Ronald Strecker did not file a timely Form 4 for the receipt of 30,000 stock options on January 16, 2014 at a price of \$3.47 per share, (2) Francesca Scarito did not file a timely Form 4 for the receipt of 74,000 stock options on May 16, 2014 at a price of \$4.68 per share, and (3) Albert Cozzi did not file a timely Form 4 for (i) the sale of 20,000 shares of common stock on August 25, 2014 for a selling price of \$6.20 per share, or (ii) the sale of 300 shares of common stock on August 29, 2014 for a selling price of \$6.25 per share. The above forms were filed late. We have informed each reporting person of their filing obligations.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF ALL DIRECTOR NOMINEES.**

ITEM II. RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected Mountjoy Chilton Medley LLP as the independent registered public accountants of our accounts for the fiscal year ending December 31, 2015. This selection will be presented to shareholders for ratification at the annual meeting. If the shareholders fail to ratify this selection, the Audit Committee will reconsider the matter of the selection of the independent registered public accountants. We do not expect representatives of Mountjoy Chilton Medley LLP to be present at the annual meeting. We will deem the selection of Mountjoy Chilton Medley LLP ratified if the votes cast in favor of the proposal exceed the votes cast against the proposal. We will not count abstentions and broker non-votes as votes cast either for or against the proposal.

The Board will present the following resolution to the meeting:

“RESOLVED, that the selection by the Audit Committee of the Board of Directors of Mountjoy Chilton Medley LLP as the independent registered public accounting firm to audit the books of account and other corporate records of the Company for 2015 is ratified.”

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM MOUNTJOY CHILTON MEDLEY LLP.



## EXECUTIVE COMPENSATION DISCUSSION AND ANALYSIS

In accordance with SEC regulations, the following table summarizes the compensation awarded to, paid to, or earned by: (i) all persons who served as our principal executive officer during 2014, and (ii) our two most highly compensated executive officers, other than the principal executive officer, who were serving as executive officers at December 31, 2014 (collectively, the "Named Executive Officers").

## 2014 Summary Compensation Table

| Name and<br>Principal<br>Position | Year | Salary (\$) | Option<br>Awards<br>(\$) | All Other<br>Compensation<br>(\$) | Total (\$)    |
|-----------------------------------|------|-------------|--------------------------|-----------------------------------|---------------|
| Orson Oliver                      | 2014 | \$—         | \$221,020                | \$23,600                          | (1) \$244,620 |
| Interim CEO                       | 2013 | —           | —                        | 32,600                            | (1) 32,600    |
| Sean Garber                       | 2014 | \$250,000   | \$85,395                 | \$—                               | (2) \$335,395 |
| President                         | 2013 | 20,833      | —                        | —                                 | (2) 20,833    |
| Todd Phillips                     | 2014 | \$—         | \$472,125                | \$—                               | (3) \$472,125 |
| CFO                               | 2013 | —           | —                        | —                                 | —             |

(1) Mr. Oliver was appointed interim CEO in June 2013. He does not receive any compensation for serving in this role. Amounts reflect director's fees earned of \$20,000 and \$29,000 in 2014 and 2013, respectively, as well as an amount of \$3,600 that reflects Mr. Oliver's personal use of our company vehicle during 2014 and 2013, respectively. In 2013, Mr. Oliver attended five Board meetings and three Audit Committee meetings. He was not paid for one of the Audit Committee meetings, as he was not a member of the Audit Committee at the time of attendance.

(2) On December 2, 2013, in connection with the Management Agreement, the Company's board of directors appointed Sean Garber as President. Under the Management Agreement, the Company is required to reimburse Algar for the portion of Mr. Garber's salary that is attributable to Algar's services under the Management Agreement in an amount not to exceed \$20.8 thousand per month, or \$250.0 thousand per year plus other expenses. We reimbursed Algar \$250.0 thousand for Mr. Garber's salary and expenses during 2014 and \$20.8 thousand for Mr. Garber's salary and expenses during 2013.

(3) Mr. Phillips became our CFO on December 31, 2014 at which time he was awarded certain stock options. Amounts shown represent their aggregate grant date fair value computed in accordance with FASB ASC Topic 718. For a discussion of the assumptions used in determining these values, see Note 13 to our 2014 financials statements.

During 2014, we awarded 3.7 thousand shares of Common Stock as performance-based awards.

## Compensation Risk Assessment

We have assessed the incentive compensation policies and practices for our employees and concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company. The Company's compensation policies and practices were evaluated to ensure that they do not foster risk-taking above the level of risk associated with the Company's business model.

#### Compensation Committee Consultant

In January 2011 the Compensation Committee retained Bostonian Group, a Marsh & McLennan Agency Company, to undertake a market assessment and provide trend information on incentive compensation plans. Bostonian Group used Towers Watson Top Management Report (Services: \$100M - \$449M), Mercer Executive Compensation Survey (General Industry Less Than \$500M), and Salary.com Companalyst Survey (General Industry \$200M - \$500M) as well as a peer group of companies (listed below) to determine the benchmark range of competitive salaries and incentives from which to determine the appropriate salaries and incentives for the Company's executives and senior managers. The market composite was calculated from the 25th, 50th and 75th percentiles of the aggregate peer group data and the three published surveys, with each weighted 25%. Bostonian Group also provided a summary of the peer group prevalent compensation practices, including merit increases, promotions, market adjustments, and target cash and equity incentives. Bostonian Group identified the group of public companies as the peer group that was similar to the Company (Avalon Holdings Corp, Casella Waste Systems Inc, Ceco Environmental Corp, Davey Tree Expert Co, Heritage-Crystal Clean Inc, Homeland Security Capital CP, Metalico Inc, Perma-Fix Environmental Svcs, Schnitzer Steel Inds, Team Inc, TRC Cos Inc, Unvl Stainless & Alloy Prods, US Ecology Inc, Versar Inc, Waste Connections Inc, Waste Management Inc, Waste Services Inc, WCA Waste Corp) in one or more of the following ways:

- Operate in the scrap metal, waste management, recycling or related environmental services industries;
- Reported revenue ranging from \$36 million to \$562 million in their most recent fiscal year; and
- Employ executives in positions similar to those of the Company's senior management.

The Compensation Committee subsequently retained a second consultant, RS Finance & Consulting, LLC, to supplement Bostonian Group's data by identifying additional public companies with gross margins and number of employees that were similar to those of the Company, and analyzing the compensation practices of those companies. The Compensation Committee used the collective input of the consultants to formulate an executive compensation plan to align management and shareholder interest consistent with market practices and designed to attract and retain key employees. At the request of our President, RS Finance & Consulting updated its data in connection with the negotiation of our CFO's employment agreement in 2014.

#### Base Salary

When determining base salary levels for senior management, we evaluate base salary levels of similar positions in the group of our selected peer companies. Base salaries reflect an executive's roles and responsibilities and recognize and reward individual skills, experience and sustained job performance.

Mr. Oliver does not receive a salary in connection with his service as interim Chief Executive Officer. Under the Management Agreement, the Company is required to reimburse Algar for the portion of Mr. Garber's salary that is attributable to Algar's services under the Management Agreement in an amount not to exceed \$20.8 thousand per month, or \$250.0 thousand per year plus other expenses.

#### Annual Incentive Bonuses

The Company's annual incentive compensation plan is a cash-based, pay-for-performance incentive plan. The plan covers executives and certain other personnel as determined by the Compensation Committee and the Company's President. The incentive compensation plan rewards the achievement of certain corporate operating and financial targets set by the Compensation Committee at the beginning of each year.

The Compensation Committee may also establish individual performance goals for executives in connection with annual incentive compensation.

During 2013, the Company and the scrap metal industry in general continued to experience challenging market conditions, which have prevailed in the scrap metal industry for the last several years. The Company's revenue and profit declined throughout 2013 as a result of the weak market for scrap metal. During the year, the Company's

President resigned, and the Company's 86-year-old founder retired from his position as CEO. The Company's Chairman of the Board agreed to become interim CEO. The Board initially negotiated a Management

Services Agreement with Blue Equity, LLC ("Blue Equity") which was terminated in July 2013. The Board subsequently negotiated a Management Agreement with Algar, Inc., and as part of this agreement, appointed Sean Garber as President of the Company. The Management Agreement with Algar, Inc. went into effect on December 2, 2013.

As a result of the declining operating performance of the Company throughout 2013, which carried over from 2012, the Board did not believe it would be appropriate to provide performance bonuses to management. Instead, the Board focused on identifying new management that could stabilize the business. Accordingly, when the Board entered into Management Agreements with each of Blue Equity and Algar, the Board included specific performance objectives and incentive compensation in connection with those objectives; no performance bonuses were paid in 2013 under these agreements. In light of the declining operating performance of the Company in 2013, the Board as a whole discussed and addressed all executive compensation decisions in 2013 rather than acting through its Compensation Committee.

During 2014, the Company's performance improved substantially, including a reduction of the net loss by \$6.5 million. Under the Algar Management Agreement, we are required to pay Algar a bonus in an amount equal to 10.0% of any year-over-year increase in the Company's adjusted pre-tax income (as defined) during the term. Accordingly, we accrued a bonus payable to Algar during 2014 in the amount of \$549.0 thousand. We expect this amount to be paid during 2015. Additionally, we paid approximately \$119.0 thousand of bonuses to employees in December 2014 related to 2014 performance, a portion of which was awarded as 3.7 thousand shares of Common Stock.

#### Long Term Incentive Plan

Long-term incentive compensation opportunities are performance-based. Long-term incentives provided by the Company consist of equity awards based on achievement of certain corporate targets. The terms of the long-term incentive awards are more fully described below. The Company may award long-term incentives in the form of restricted stock, stock options and other forms of equity incentives as more fully described in the Company's Long-Term Incentive Plan. Equity-based performance awards provide an adequate incentive to management to perform well for shareholders. In addition, equity awards have been an effective means of attracting and retaining management talent.

Long-term incentive plans are designed to ensure that incentive compensation reflects the growth and profitability of the Company. Each of the equity-based awards offered by the Company is intended to reward specified results. These awards promote a long-term view, reward long-term positive performance of the Company, and are intended to align management's interests with shareholders' interests.

#### Stock Options

The Company awards stock options because it believes they serve a valuable purpose in aligning management's interests with shareholders' interests. Because stock options generally vest over time, they serve not only as an incentive for superior performance, but also as a retention device. The Company generally receives an income tax deduction when an executive exercises a stock option.

#### Perquisites

The Company provides certain members of management various perquisites that are provided by similar companies throughout the industry and include health, dental, vision, life and disability insurance and in the case of some Named Executive Officers, car allowances. We furnish these benefits to provide an additional incentive for our management and to remain competitive in the general marketplace for managerial talent.

#### Retirement and Other Benefits

Our CFO is eligible to participate in the retirement and benefit programs described below. The Compensation Committee reviews the overall cost to the Company of the various programs generally when changes are proposed. The Compensation Committee believes the benefits provided by these programs are important factors in attracting and

retaining executive officers, including the Named Executive Officers.

#### 401(k) Savings Plans

Our CFO is eligible to participate in our defined contribution retirement plan under Section 401(k) of the Internal Revenue Code on the same basis as all other eligible employees. Prior to January 1, 2013, eligible employees could contribute a maximum of 15% of their annual salary. Beginning January 1, 2013, eligible employees may contribute 100.0% of their annual salary to meet the IRS limit of \$17,500. Under the plan, we match 25% of each employee's voluntary contribution up to 6% of their gross salary. We also offer an additional discretionary match for eligible employees who contribute 7.0% - 10.0% of their weekly wages. In an effort to decrease expenses, we suspended the employee match under the plan for an undetermined period of time effective March 1, 2014.

#### Health and Welfare Plan

We share or pay for the cost of medical, dental, vision, basic life insurance and disability benefits with all eligible full-time regular employees. Our CFO is eligible to participate in these benefits on the same basis as all other employees, unless otherwise specified in an individual employment contract.

#### Compensation Recovery

Under the Sarbanes-Oxley Act, in the event of misconduct that results in a financial restatement that would have reduced a previously paid incentive amount, we can recoup those improper payments from our principal executive officer and principal financial officer. In addition, we expect to implement a clawback policy in accordance with the requirements of the Dodd-Frank Act and the regulations that the SEC is expected to issue under that Act. We have elected to wait until the SEC issues guidance about the proper form of a clawback policy before formulating our policy.

#### Management Services Agreement

For more information related to the compensation of Mr. Garber as President, see the discussion of the Management Agreement on page 6.

Under the Management Agreement, we are required to pay Algar a bonus in an amount equal to 10.0% of any year-over-year increase in the Company's adjusted pre-tax income (as defined) during the term. Subject to shareholder approval and restrictions on exercisability set forth in the Stock Option Agreement (as defined), the Company granted Algar an option to purchase a total of 1.5 million shares of Company common stock at an exercise price per share of \$5.00. At the annual meeting of shareholders of the Company on October 15, 2014, shareholders approved the issuance of these options. During the year ended December 31, 2014, we accrued a bonus payable to Algar in the amount of \$549.0 thousand per the Management Agreement. We expect this amount to be paid during 2015.

#### Executive Employment Agreement and Stock Option Agreements with Chief Financial Officer

On December 31, 2014, our President negotiated and we entered into an Executive Employment Agreement with our Chief Financial Officer having successive one-year terms, which are automatically extended unless earlier terminated by either party in accordance with the agreement.

Our CFO's annual base salary is \$200,000, but may increase to an annual rate of \$220,000 after six months of service if the Company determines that his performance is satisfactory. Our CFO is eligible to receive an annual bonus with a target of 50% of his then-current annual base salary. The Company's President may determine, in his sole discretion, whether the CFO will receive an annual bonus.

At the time of entry into his employment agreement, we entered into two Stock Option Agreements with our CFO, dated December 31, 2014 and January 2, 2015, respectively. Under these agreements, our CFO received a grant of an aggregate of 170,000 non-incentive stock options which vest over a three-year period, with 1/3 vesting on the first anniversary of the grant date and 1/6 vesting every six months thereafter until the three year anniversary of the grant date. The stock option agreement dated December 31, 2014 granted our CFO 150,000 stock options. The stock option agreement dated January 2, 2015 granted our CFO 20,000 stock options. The exercise price per share of the options is

equal to the fair market value of the Company's common stock on the grant date.

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The stock options were granted pursuant to the Company's 2009 Long Term Incentive Plan and are materially consistent with the previously disclosed terms of the Plan except that the stock options expire immediately and automatically on the earliest to occur of (a) the date which is the fifth anniversary of the grant date, (b) the date upon which Mr. Phillips' service is terminated for Cause, (c) the date which is the first anniversary of Mr. Phillips' death or permanent disability, or (d) the date which is three months after the date of Mr. Phillips' termination of service with the Company.

#### Termination and Change of Control Agreements

##### CFO Employment Agreement

Under an employment agreement with our CFO, if our CFO's employment is terminated by the Company within his first year of service without "Cause" or due to his resignation for "Good Reason" (each, as defined in the employment agreement), our CFO will be entitled to the continued payment of his base salary and COBRA premiums for six months following such termination. If our CFO's employment is terminated by the Company after his first year of service without "Cause" or due to his resignation for "Good Reason", he will be entitled to the continued payment of his base salary and COBRA premiums for twelve months following such termination. Our CFO's receipt of the payments and benefits described in this paragraph is contingent on his execution and nonrevocation of a release of claims in favor of the Company.

Following the termination of our CFO's employment with the Company, he is subject to non-competition and non-solicitation covenants, which extend for 12 months following termination of employment.

##### Algar Management Agreement

Under the Management Agreement and the related Stock Option Agreement, if Algar's services are terminated for cause before the expiration date, then the Company will pay any management fee accruing through the date of termination, and all stock options will terminate unexercised.

If the Company terminates Algar's services without cause or Algar resigns for good reason then the Company must pay Algar the management fee through the date of termination and any portion of the Bonus (as defined) that is due and payable at the time of termination, the stock options will remain outstanding subject to the terms of the Stock Option Agreement.

If Algar resigns without good reason, then the Company must pay the management fee through the date of termination and any portion of the Bonus that is due and payable. Algar must refund fifty percent (50%) of all Bonus payments received by it.

If Algar terminates the agreement following a Change of Control Transaction (as defined), then the Company must pay to Algar the management fee accruing through the date of closing of the Change of Control Transaction and any portion of the Bonus that is due and payable at the time of termination.



## Outstanding Equity Awards at Fiscal Year-End 2014

The following table provides information with respect to outstanding equity awards for each Named Executive Officer as of December 31, 2014.

| Name                         | Option Awards   |   | Option Exercise Price (\$) | Option Expiration Date |
|------------------------------|---|---|----------------------------|------------------------|
|                              | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable |                            |                        |
| Orson Oliver (1) Interim CEO | 86,000  |   | \$4.68                     | May 16, 2019           |
| Sean Garber (2) President    |   | 30,000  | \$5.40                     | October 15, 2019       |
| Todd Phillips (3) CFO        |   | 150,000   | \$5.97                     | December 31, 2019      |

Mr. Oliver was awarded 86,000 options to purchase shares of our Common Stock on July 1, 2009. The market (1) value of the stock options is based on a closing price of \$4.68 per share on grant date. These shares were fully vested on the grant date.

Mr. Garber was awarded 30,000 options to purchase shares of our Common Stock on October 15, 2014. The (2) market value of the stock options is based on a closing price of \$5.40 per share on grant date. These options will vest on October 15, 2015.

Mr. Phillips was awarded 150,000 options to purchase shares of our Common Stock on December 31, 2014. The (3) market value of the stock options is based on a closing price of \$5.97 per share on grant date. These shares were fully vested when awarded. These options vest over a three-year period, with 1/3 vesting on the first anniversary of the grant date and 1/6 vesting every six months thereafter until the three year anniversary of the grant date.

## 2014 Director Compensation Table

The following table summarizes the compensation earned by or awarded to each director, other than a Named Executive Officer, during 2014.

| Name              | Fees Earned or Paid in Cash (\$ (1)) | Option Awards (\$ (2)) | All Other Compensation (\$) | Total (\$)  |
|-------------------|--------------------------------------|------------------------|-----------------------------|-------------|
| Albert Cozzi      | \$19,000                             | \$174,760              | \$—                         | \$193,760   |
| Alan Gildenberg   | 2,000                                | 115,650                | —                           | 117,650     |
| Francesca Scarito | 15,000                               | 190,180                | 25,000                      | (2) 230,180 |
| Ronald Strecker   | 19,000                               | 108,224                | —                           | 127,224     |
| Vince Tyra        | 10,000                               | 85,395                 | —                           | 95,395      |
| William Yarmuth   | 10,000                               | 85,395                 | —                           | 95,395      |

The amount reflects fees of \$5,000 per Board meeting and \$2,000 per Audit Committee meeting for those directors (1) attending in person or video conferencing and assigned to the respective committee other than fees paid with options in the first three months of 2014 as referenced below as of May 16, 2014. See also the "Executive Compensation Discussion and Analysis" section for a discussion of Sean Garber's and Orson



Oliver's compensation. In addition to serving as our Chairman, Mr. Oliver also serves as our interim CEO. In addition to serving as our Vice Chairman, Mr. Garber serves as our President.

(2) Amount accrued but not yet paid to RS Finance & Consulting, LLC in accordance with consulting work provided to the Company in 2014, as requested by the President.

The Company's Board compensation policy is to provide for payments to Board members of \$5,000 per Board meeting and \$2,000 per committee meeting. The Board held four telephonic meetings during 2014 and the members received no compensation for those meetings. The Nominating Committee held one telephonic meeting during 2014 and the members received no compensation for that meeting. The Board has not established a policy regarding compensation for telephonic meetings.

On October 15, 2014, the Company awarded Sean Garber, Vince Tyra and William Yarmuth options to purchase 30.0 thousand shares of our stock each, for a total of 90.0 thousand shares at a per share exercise price of \$5.40, the closing price on the grant date. These options will vest as of October 14, 2015 and are outstanding as of December 31, 2014. These options expire in October 2019.

On May 16, 2014, the Company awarded the non-employee Directors a total of 292,000 options to purchase shares of our Common Stock at an exercise price of \$4.68 per share, the stock price on the date of grant, in full payment for years of 2012 and 2013; and the first three months of 2014 Board fees, committee fees and other consulting services owed. These options vested immediately. The aggregate grant date fair value of these awards computed in accordance with ASC Topic 718 is \$750,440.

The Compensation Committee expects to determine fees for all non-employee Directors elected to serve until 2016 at the first regular meeting of the Board following the annual shareholder meeting on June 16, 2015.

## Shares Available for Grant and Options/Warrants Outstanding

The following information is provided as of December 31, 2014 with respect to our existing compensation plans, including individual compensation arrangements, under which our equity securities are authorized for issuance:

| Plan Category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights (\$) | Number of securities remaining available for future issuance under equity compensation plans |
|--|---|--|--|
| Equity compensation plans approved by security holders     | 2,152,000   | \$5.02   | 1,623,150  |
| Equity compensation plans not approved by security holders | —   | —  | —  |
| Total  | 2,152,000   | \$4.59   | 1,623,150  |

## Additional Executive Officer and Significant Employee Information

| Name          | Served as an Executive Officer From | Age | Position with the Registrant and Other Principal Occupations   |
|---------------|-------------------------------------|-----|--|
| Orson Oliver  | 2013                                | 72  | <p>Mr. Oliver has been our director since 2005, our Chairman of the Board since 2012 and our interim Chief Executive Officer since 2013. He is currently an independent business consultant with over thirty-five years of experience in banking and financial consulting. Mr. Oliver began his career in 1968 as an attorney with the U.S. Treasury Department in Washington, D.C. In 1975, he joined Bank of Louisville as general counsel. In 1985, he became president of the Bank of Louisville. When Branch Banking and Trust Company acquired the Bank of Louisville in 2003, the Bank of Louisville had assets of \$1.6 billion and was the largest, locally managed bank in Louisville, Kentucky. Since his retirement from banking in February 2004, Mr. Oliver has worked as an independent general business consultant for the Al J. Schneider Company, a corporation with a number of large hotels and real estate holdings in the Louisville, Kentucky area. From May 2004 through December 2011, Mr. Oliver also worked as an independent general business consultant for PNC Bank, which is headquartered in Pittsburgh, Pennsylvania with assets of \$320 billion as of December 31, 2013. Mr. Oliver has been a member of the board of directors of the Al J. Schneider Company since February 2004. Beginning in 2013, Mr. Oliver also serves as a director of the Bankers' Bank of Kentucky.</p> |
| Sean Garber   | 2013                                | 48  | <p>Mr. Garber has been our President since December 2013 and our Vice Chairman since August 6, 2014. Mr. Garber is also President of Algar, Inc., a company specializing in the sale of new and used auto parts, as well as in automobile and metal recycling. He has served as Algar's Chief Executive Officer since 2005. Prior to joining Algar, Mr. Garber owned Riverside Mortgage, Inc., a residential mortgage brokerage company, which he sold in 2006. Before Riverside Mortgage, Inc., Mr. Garber owned and operated CMJ Ventures, LLC, a trademarked and licensed apparel business. For information regarding the Company's appointment of Mr. Garber as President, the information regarding the Management Agreement, Irrevocable Proxy, and Garber/Oliver Agreement set forth under Voting Securities is hereby incorporated by reference.</p>   |
| Todd Phillips | 2014                                | 39  | <p>Mr. Phillips has been our Chief Financial Officer since December 31, 2014. Mr. Phillips joined ISA from CRS Reprocessing, LLC, where he held the positions of Chief Operating Officer and Chief Financial Officer from January 2009 to December 2014. CRS is a private-equity backed company with operations in the United States, Europe and Asia. Prior to CRS, Mr. Phillips was Chief Financial Officer at Genscape, Inc. from March 2004 to January 2009, a global information provider to energy commodity traders. Genscape was backed by private equity firm Oaktree Capital and was honored twice during Mr. Phillips's tenure as an Inc. 500 company, recognizing Genscape as one of the 500 fastest growing companies in the United States. Mr Phillips was the corporate controller for metal sales manufacturing corporation from March 2002 to March 2004. Mr. Phillips began his career at Arthur Andersen LLP</p>  |

from December 1997 through March 2002 following his graduation from the University of Kentucky. He is a Certified Public Accountant and holds degrees in accounting and business administration, with a focus on finance, from the University of Kentucky.

Alan L.  
Schroering

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Vice President of Finance since November 2011. Mr Schroering served as our interim Chief Financial Officer from August 2012 until December 2014. Mr. Schroering served as Chief Financial Officer from May 2001 until November 2011. Mr. Schroering served as a board member from June 2000 to May 2001. Mr. Schroering served in several accounting positions with National Processing Company from April 1998 to May 2000. Mr. Schroering served previously in several accounting positions with the Company from November 1984 to March 1998.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

### Policies and Procedures for Related Person Transactions

Our Board of Directors has adopted written policies and procedures for the review of any transaction, arrangement, or relationship in which we are a participant, the amount involved exceeds \$120,000, and one of our executive officers, directors, director nominees or 5% shareholders (or any of their immediate family members), each of whom we refer to as a “related person,” has a direct or indirect material interest.

If a related person proposes to enter into such a transaction, arrangement or relationship, which we refer to as a “related person transaction,” the related person must report the proposed related person transaction to our Board. The policy calls for the proposed related person transaction to be reviewed and, if deemed appropriate, approved by our Audit Committee. Whenever practicable, the reporting, review and approval will occur prior to entry into the transaction. If advance review and approval is not practicable, the Audit Committee will review, and in its discretion may ratify the related person transaction. The policy also permits the chairman of the Audit Committee to review and, if deemed appropriate, approve proposed related person transactions that arise between Audit Committee meetings, subject to ratification by the Audit Committee at its next meeting. Any related person transactions that are ongoing in nature will be reviewed annually. If the related person at issue is a director of the Company, or a family member of a director, then that director would recuse himself and abstain from voting on the approval of the related person transaction, but may, if so requested by the chair of the Audit Committee, participate in some or all of the committee's discussions of the related person transaction.

A related person transaction reviewed under the policy will be considered approved or ratified if it is authorized by the Audit Committee after full disclosure of the related person's interest in the transaction.

As appropriate for the circumstances of the related person transaction, the Audit Committee will review and consider the following:

- The related person's interest in the related person transaction;
- The approximate dollar value of the amount involved in the related person transaction;
- The approximate dollar value of the amount of the related person's interest in the transaction without regard to the amount of any profit or loss;
- Whether the transaction will be undertaken in the ordinary course of our business;
- Whether the terms of the transaction are no less favorable to us than terms that could have been reached with an unrelated third party;
- The purpose, and the potential benefits to us, of the transaction; and
- Any other information regarding the related person transaction or the related person in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Audit Committee may approve or ratify the transaction only if it determines that, under all of the circumstances, the transaction is in, and not inconsistent with, our best interests. The Audit Committee may impose any conditions on the related person transaction that it deems appropriate.

Unless the transaction is excluded by the instructions to the SEC's related person transaction disclosure rule, any approved related person transaction would be disclosed in accordance with SEC rules.

The policy provides that transactions involving compensation of executive officers shall be reviewed and approved by the Compensation Committee in the manner specified in its charter.





## K&R Lease; K&R Consulting Agreement

The Company has entered into various transactions with related parties including the estate of the Company's founder and principal shareholder as of December 31, 2013 and former Chief Executive Officer ("former CEO"), Harry Kletter and an affiliated company, K&R, LLC ("K&R").

On February 16, 1998 our Board of Directors ratified and formalized an existing relationship in connection with (i) our leasing of the facilities from K&R and (ii) the provision of consulting services by K&R to us. K&R beneficially owns more than 5% of our issued and outstanding Common Stock. K&R is wholly-owned by Kletter Holding, LLC. During January 2014, Mr. Kletter passed away. K&R and Kletter Holding, LLC are now controlled by Orson Oliver, the executor of Mr. Kletter's estate.

**Lease Agreement.** The lease agreement, effective as of January 1, 1998, between K&R, as landlord, and us, as tenant, covers approximately 20.5 acres of land and the improvements thereon, which are located at 7100 Grade Lane in Louisville, Kentucky. The principal improvements consist of an approximately 22,750 square foot building used as the corporate office, an approximately 8,286 square foot building used for our commercial, retail and industrial waste and recycling management services offices, an approximately 13,995 square foot building used as the paper recycling plant, an approximately 12,000 square foot building used as a metals recycling plant, and an approximately 51,760 square foot building used as the recycling offices and warehouse space, with the remaining 15,575 square feet of space contained in five buildings ranging in size from approximately 8,000 to 256 square feet.

The initial term of the K&R lease was for ten years with two five-year option periods available thereafter. The base rent for the first five years was \$450,000 per annum. The base rent for the second five years, beginning January 1, 2003, became \$505,272 per annum, payable at the beginning of each month in an amount equal to \$42,106. The base rent for the first five-year option period, beginning January 1, 2008, became \$582,000 per annum, payable at the beginning of each month in an amount equal to \$48,500. The base rent for the second five-year option period, beginning January 1, 2013, became \$645,984 per annum, payable at the beginning of each month in an amount equal to \$53,832. This fixed minimum rent adjusts for each five years, including for each of the option periods, in accordance with the consumer price index. The fixed minimum rent also increases to \$750,000 per annum, in an amount equal to \$62,500 per month in the event of a change in control of the Company. We must pay, as additional rent, all real estate taxes, insurance, utilities, maintenance and repairs, replacements (including replacement of roofs if necessary) and other expenses. The K&R lease provides for our indemnification of K&R for all damages arising out of the use of or the condition of the leased premises excepting K&R's negligence. Under the K&R lease, "change in control" means a transaction or series of transactions as a result of which (i) any person who does not currently own a majority of our outstanding stock acquires a majority of our outstanding stock, (ii) we sell or otherwise dispose of all or substantially all of our assets or business operations to any other person; or (iii) we merge or consolidate with any other person; unless, in any such case, shareholders owning a majority of our outstanding voting stock immediately prior to the consummation of such transaction or transactions will own, upon consummation of such transaction or transactions, at least a majority of the outstanding shares of the voting stock of the person acquiring the shares or assets of the person acquiring us or surviving our merger or consolidation in the transaction(s).

The K&R lease provides that we may use the leased premises in our metal recycling and recycled paper sorting and bailing businesses, and for our corporate offices. Without the prior consent of K&R (and in the case of (ii) below, the prior consent of any mortgagee of K&R), we may not (i) make any structural alterations, improvements or additions to the K&R leased premises, or (ii) assign (including a change of control) or sublet the leased premises. The K&R lease requires us to indemnify K&R for all damages arising out of our use or condition of the leased premises excepting therefrom K&R's negligence. The K&R lease further provides that we will agree to subordinate our leasehold interest to the mortgage interest of any mortgagee of K&R.

The K&R lease provides for our right to terminate upon damage by fire or other casualty that cannot be reasonably repaired within, in most instances, 120 days of the damage. All rent ceases as of the “injury date” under

these circumstances. The K&R lease also terminates upon condemnation of the leased premises in whole, with a condemnation of a portion of the leased premises resulting in an equitable adjustment of the fixed minimum rent.

Events of default under the K&R lease include (i) our failure to pay the fixed minimum rent for 10 days after written demand therefore, (ii) any other default in our observance or performance of any of the other covenants, agreements or conditions of the K&R lease, which continue for 30 days after written notice, unless we are diligently pursuing curing such default, (iii) certain bankruptcy or related events affecting us, (iv) our vacation of the leased premises, or (v) the transfer or devolution whether by operation of law or otherwise of the K&R lease or our estate or of any of our interest to anyone other than K&R. Upon the occurrence of an event of default, K&R can, at its option, terminate the K&R lease and enter into and take possession of the leased premises with the right to sue for and collect all amounts due, including damages.

K&R Consulting Agreement. The K&R consulting agreement dated as of January 2, 1998, by and between K&R and us, remained in effect until December 31, 2009, with automatic annual renewals thereafter unless one party provided written notice to the other party of its intent not to renew at least six months in advance of the next renewal date. At each of December 31, 2012, 2011, 2010 and 2009, the agreement automatically renewed for an additional one year. In connection with Mr. Kletter's retirement from his positions of CEO and Director in 2013 and the termination of a management agreement with Blue Equity, LLC, the K&R consulting agreement and amendments thereof were terminated effective July 31, 2013. The K&R consulting agreement required K&R to provide strategic planning and development to us, including advice on management activities, advertising, financial planning and mergers and acquisitions. The consulting agreement was amended on April 1, 2010, to increase the annual payment to K&R by \$240,000 to \$480,000, payable in equal monthly installments of \$40,000. The Board approved the increase to the annual payment pursuant to its determination that the new consideration was consistent with the fair market value of the services provided. The amended consulting agreement was amended effective January 1, 2012 to decrease the annual payment to K&R by \$240,000 to \$240,000, payable in equal monthly installments of \$20,000. The Board approved the decrease to the annual payment pursuant to its determination that the new consideration was consistent with the fair market value of the services provided. We were responsible for all of K&R's expenses incurred on our behalf and paid to K&R \$140,000 in equal monthly installments of \$20,000 in connection with the K&R consulting activities in 2013.

The K&R consulting agreement provided for cross-indemnification of each party by the other for acts other than negligence or willful malfeasance. The K&R consulting agreement further provided that K&R must maintain the confidentiality of any of our information not otherwise in the public domain or that K&R must disclose by law.

#### Other related party transactions

##### Management Services Agreement with Algar, Inc. and appointment of Sean Garber as President:

On December 2, 2013, we entered into the Management Agreement with Algar, Inc. ("Algar"), under which Algar provides us with day-to-day senior executive level services. Algar will also provide business, financial, and organizational strategy and consulting services, as our Board of Directors may reasonably request from time to time. Sean Garber is Algar's Chief Executive Officer and owns 32.5% of Algar's equity.

Under the Management Agreement, we are required to pay Algar a bonus in an amount equal to 10.0% of any year-over-year increase in our pre-tax income during the term. Subject to shareholder approval and restrictions on exercisability set forth in the Stock Option Agreement, we granted Algar an option to purchase a total of 1.5 million shares of our Common Stock at an exercise price per share of \$5.00. The term of the Management Agreement is effective December 1, 2013 and extends through December 31, 2016, subject to earlier termination upon mutual agreement or upon circumstances set forth in the agreement.

On December 2, 2013, in connection with the Management Agreement, our Board of Directors appointed Mr. Garber as President. Under the Management Agreement, we will reimburse Algar for the portion of Mr. Garber's salary that is attributable to Algar's services under the Management Agreement in an amount not to exceed

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\$20,833 per month, or \$250,000 per year. On June 11, 2014, our Board appointed Mr. Garber as a member of the Board of Directors.

As of December 31, 2014 and 2013, respectively, we expensed management fees to Algar of \$250.0 thousand and \$20.8 thousand for the portion of Mr. Garber's salary. As of December 31, 2014 and 2013, respectively, other management fees expensed for Algar in connection with the Management Agreement were \$109.6 thousand and \$5.1 thousand.

As of December 31, 2014, we had \$57.6 thousand in accounts payable to Algar and \$84.6 thousand in accounts receivable from Algar. We sold scrap material in the amount of \$196.1 thousand to Algar in 2014.

Scrap material sales to Metal X, LLC:

On June 13, 2014, the Company issued 857,143 shares of our Common Stock and a warrant to purchase an additional 857,143 shares of our Common Stock pursuant to a Securities Purchase Agreement to Recycling Capital Partners, LLC, an investment entity principally owned by Daniel M. Rifkin, CEO of MetalX LLC, a scrap metal recycling company. As of the date of this proxy statement, Recycling Capital Partners beneficially owns approximately 19.45% of the issued and outstanding shares of our Common Stock. During 2014, we sold scrap material in the amount of \$1.7 million to MetalX, LLC. As of December 31, 2014, we had \$250.3 thousand in accounts receivable from MetalX, LLC.

## REPORT OF THE AUDIT COMMITTEE

The following report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any of our other filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent we specifically incorporate this report by reference therein.

In accordance with its charter, the Audit Committee assists the Board in fulfilling its responsibility for the oversight of the quality and integrity of our accounting, auditing and financial practices. In discharging its oversight responsibility as to the audit process, the Audit Committee obtained from the independent registered public accountants a formal written statement describing all relationships between the registered public accountants and us that might bear on the registered public accountants' independence consistent with applicable requirements of the Public Company Accounting Oversight Board regarding registered public accountants' communications with the Audit Committee concerning independence, and has discussed with the registered public accountants any relationships that may impact their objectivity and independence, and satisfied itself as to the registered public accountants' independence. The Audit Committee also discussed with management the independent registered public accounting firm and the quality and adequacy of our internal controls. The Audit Committee reviewed with the independent registered public accountants their audit plans, audit scope and identification of audit risk.

On March 18, 2015, the Audit Committee discussed and reviewed with the independent registered public accountants all communications required by standards of the Public Company Accounting Oversight Board, including the matters required to be discussed by PCAOB AU 380, Communication with Audit Committees, and Rule 2-07, Communication with Audit Committees, of Regulation S-X, and, with and without management present, discussed and reviewed the results of the independent registered public accountants' examination of the financial statements. The Audit Committee also discussed with the independent registered public accountants matters relating to its independence, including a review of audit and non-audit fees and written disclosures from Mountjoy Chilton Medley LLP to the Audit Committee. The Audit Committee also considered whether non-audit services provided by the independent auditors are compatible with the independent auditors' independence.

The Audit Committee reviewed our audited financial statements with the independent registered public accountants on March 18, 2015 and with management on March 18, 2015. The Audit Committee met once during the first quarter of 2015 to review the report from the independent accountants and the management letter prior to releasing the Form 10-K annual report for the fiscal year ended December 31, 2014, and to review the annual report on Form 10-K for the fiscal year ended December 31, 2014. Based upon these reviews, the Audit Committee recommended to the Board that our audited financial statements be included in our annual report on Form 10-K for the year ended December 31, 2014 for filing with the Securities and Exchange Commission.

The Audit Committee has considered whether the provision of these services is compatible with maintaining accounting independence.

Ronald Strecker, director and Audit Committee chairman

Al Cozzi, director and Audit Committee member

Vincent J. Tyra, director and Audit Committee member

## INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FEES

The aggregate fees billed for professional services by principal accountants Mountjoy Chilton Medley LLP in 2014 and 2013 are as follows:

Audit Fees: \$140,300 and \$135,925 to principal accountants Mountjoy Chilton Medley LLP for the years ended December 31, 2014 and 2013, respectively, for services rendered for the annual audit of our financial statements and the quarterly reviews of the financial statements included in our quarterly reports on Form 10-Q.

Audit Related Fees: \$8,300 and \$8,250 to principal accountants Mountjoy Chilton Medley LLP for the annual audit of our 401(k) retirement plan for the years ended December 31, 2013 and 2012, respectively. Also, \$5,400 paid in 2014 to principal accountants Mountjoy Chilton Medley LLP for professional services related to our Form S-3 filing as well as \$4,755 related to other assurance procedures in 2014.

Tax Fees: No tax services were provided by principal accountants Mountjoy Chilton Medley LLP for the years ended December 31, 2014 and 2013.

All Other Fees: No other services were provided by principal accountants Mountjoy Chilton Medley LLP for the years ended December 31, 2014 and 2013.

The Audit Committee is responsible for pre-approving all auditing services and permitted non-audit services that our independent registered public accountants are to perform, except as described below.

The Audit Committee has established general guidelines for the permissible scope and nature of any permitted non-audit services in connection with its annual review of the audit plan and will review such guidelines with the Board of Directors. The full Audit Committee, or in its absence, the chair of the Audit Committee, may pre-approve non-audit services. No pre-approval is necessary for the provision of non-audit services if (1) the aggregate amount of all such non-audit services constitutes no more than 5% of the total amount of revenues paid by us to the registered public accountants during the fiscal year in which the accountants provide the non-audit services, (2) we did not recognize such services at the time of engagement to be non-audit services, and (3) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit. Mountjoy Chilton Medley LLP did not provide any such services in 2014.

## SHAREHOLDER PROPOSALS

Under Rule 14a-8 promulgated under the Securities Exchange Act of 1934, shareholders may present proposals to be included in the Company proxy statement for consideration at the next annual meeting of its stockholders by submitting their proposals to the Company in a timely manner. Any such proposal must comply with Rule 14a-8.

All proposals of shareholders pursuant to Rule 14a-8, and all notices of other proposals and director nominations of shareholders intended to be presented at the next annual meeting of shareholders, must be received at our principal executive offices in Louisville, Kentucky, on or before December 31, 2015 for inclusion in our proxy statement and form of proxy relating to that meeting. All shareholder proposals must comply with the applicable requirements of the federal securities laws. This deadline will also apply in determining whether notice is timely for purposes of exercising discretionary voting authority with respect to proxies for purposes of Rule 14a-4(c) under the Exchange Act.

## OTHER MATTERS

The Board knows of no business, which will be presented for consideration at the annual meeting other than that described above. However, if any such other business should properly come before the annual meeting, it is the intention of the persons named in the accompanying form of proxy to vote the proxies in respect of any such business in accordance with the recommendations of the Board, or, in the absence of such a recommendation, in accordance with their best judgment.

By Order of the Board of Directors

/s/ Sean Garber  
Sean Garber  
President

Louisville, Kentucky  
April 29, 2015





