

NOBILITY HOMES INC
Form DEF 14A
February 04, 2015
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

NOBILITY HOMES, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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

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

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

Edgar Filing: NOBILITY HOMES INC - Form DEF 14A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. 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:

Table of Contents

NOBILITY HOMES, INC.

Notice and Proxy Statement

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD FEBRUARY 27, 2015

TO THE HOLDERS OF COMMON STOCK:

PLEASE TAKE NOTICE that the annual meeting of the shareholders of NOBILITY HOMES, INC. will be held on Friday, the 27th day of February, 2015, at 10:00 A.M. local time, at our executive offices, 3741 S.W. 7th Street, Ocala, Florida.

The meeting will be held for the following purposes:

1. To elect as directors the five nominees named in the attached proxy statement to serve terms expiring at the annual meeting of shareholders to be held in 2016 and until their successors have been elected and qualified.

2. To transact such other business as may properly come before the meeting or any adjournment.

To be sure that your shares will be represented at the meeting, please date, sign and return your proxy, even if you plan to attend in person. A form of proxy and a self-addressed, postage prepaid envelope are enclosed. If you do attend the meeting, you may withdraw your proxy and vote in person.

By Order of the Board of Directors,

Jean Etheredge, Secretary

DATED: February 4, 2015

Table of Contents

TABLE OF CONTENTS

	Page
<u>PRINCIPAL HOLDERS OF OUR COMMON SHARES</u>	2
<u>SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	3
<u>PROPOSAL 1: NOMINATION AND ELECTION OF DIRECTORS</u>	4
<u>BOARD OF DIRECTORS AND COMMITTEES</u>	5
<u>EXECUTIVE COMPENSATION</u>	7
<u>AUDIT COMMITTEE REPORT</u>	10
<u>CERTAIN TRANSACTIONS</u>	11
<u>INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	12
<u>SHAREHOLDER PROPOSALS AND COMMUNICATION WITH THE BOARD OF DIRECTORS</u>	12
<u>IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON FEBRUARY 27, 2015</u>	13
<u>OTHER MATTERS</u>	13
<u>EXPENSES OF SOLICITATION</u>	13

Table of Contents

NOBILITY HOMES, INC.

PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD FEBRUARY 27, 2015

This proxy material and the enclosed form of proxy are being sent to the shareholders of Nobility Homes, Inc. on or about February 4, 2015, in connection with the solicitation by our board of directors of proxies to be used at the annual meeting of our shareholders. The meeting will be held at our executive offices, 3741 S.W. 7th Street, Ocala, Florida, at 10:00 A.M. local time, on Friday, February 27, 2015.

If the enclosed form of proxy is executed and returned, you may revoke it at any time if it has not yet been exercised, by delivering a later dated proxy or written notice of revocation to our corporate secretary or by attending the annual meeting and electing to vote in person. The shares represented by the proxy will be voted unless the proxy is received in such form as to render it not votable. The proxy is in ballot form so that you may specifically grant or withhold authority to vote for the election of each director. Our board of directors has designated Terry E. Trexler and Jean Etheredge, and each or either of them, as proxies to vote the shares of common stock solicited on its behalf.

In the election of directors, you may vote **FOR** all or some of the nominees or your vote may be **WITHHELD** with respect to one or more of the nominees. Directors are elected by a plurality of the votes cast at the meeting, which means that the five nominees who receive the highest number of properly executed votes will be elected as directors, even if those nominees do not receive a majority of the votes cast. A properly executed proxy marked **withhold authority** with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum.

Shareholders of record at the close of business on January 28, 2015 will be entitled to vote. Each share of common stock is entitled to one vote on any matter to come before the meeting. As of January 28, 2015, we had 4,061,869 shares of common stock outstanding and entitled to vote.

The complete mailing address of our principal executive office is 3741 SW 7th Street, Ocala, Florida 34474.

Table of Contents**PRINCIPAL HOLDERS OF OUR COMMON SHARES**

The following table sets forth, as of January 28, 2015, information as to our common stock owned beneficially, directly or indirectly, (1) by each person who is known by us to own beneficially more than 5% of our outstanding voting securities, (2) by each director, (3) by each executive officer named in the summary compensation table set forth elsewhere herein and (4) by all directors and executive officers as a group:

Name and Address of Beneficial Owner⁽¹⁾	Number of Common Shares Beneficially Owned⁽¹⁾⁽²⁾	Percent of Class
Terry E. Trexler ⁽³⁾ 3741 S.W. 7th Street Ocala, Florida 34474	2,183,407 ⁽⁴⁾	53.8%
Thomas W. Trexler ⁽⁵⁾ 3741 S.W. 7th Street Ocala, Florida 34474	420,500 ⁽⁶⁾	10.3%
Richard C. Barberie ⁽⁵⁾ 13815 S.E. 156 th Lane Weirsdale, Florida 32195	825	*
Robert P. Holliday ⁽⁵⁾ 931 NW 37 th Avenue Ocala, Florida 34475	4,935	*
Robert P. Saltsman ⁽⁵⁾ 222 South Pennsylvania Avenue, Suite 200	2,537	*

Winter Park, Florida 32789

GAMCO Investors, Inc. ⁽⁷⁾	468,750	12%
--------------------------------------	---------	-----

One Corporate Center

Rye, New York 10580

Directors and	2,659,088	65.5%
---------------	-----------	-------

executive officers

(7 persons)

*Less than 1%

- (1) Unless otherwise noted, information contained in this table is based upon information furnished by the beneficial owners.
- (2) Unless otherwise noted, all shares are owned directly with sole voting and dispositive power.
- (3) Mr. Terry Trexler is our president and chairman of the board. Additional information is contained under Nomination and Election of Directors .

Table of Contents

- (4) Includes 2,180,535 shares owned by the Terry E. Trexler Revocable Trust for which Mr. Trexler is the sole trustee and 2,040 shares held in trust for the benefit of Mr. Trexler's grandchild and 832 shares owned through our 401(k) plan.
- (5) Mr. Thomas Trexler is our executive vice president and director. Messrs. Barberie, Holliday and Saltsman are our directors. Additional information is contained under Nomination and Election of Directors .
- (6) Includes 11,631 shares owned through our 401(k) plan.
- (7) Information is as of December 31, 2013 and is based on a report on Schedule 13D filed with the SEC on February 19, 2014 by GAMCO Investors, Inc. According to the information provided in the Schedule 13D, the shares are held by GAMCO Investors, Inc. and its affiliates as follows:

	Sole Voting Power	Shared Voting Power	Sole Dispositive Power	Shared Dispositive Power
Gabelli Funds, LLC	112,000		112,000	
GAMCO Asset Management, Inc.	234,950		234,950	
Teton Advisors, Inc.	120,000		120,000	
Gabelli Securities, Inc.	1,800		1,800	

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under Section 16(a) of the Securities Exchange Act, a Form 4 reporting the acquisition or disposition of our securities by an officer, director or 10% shareholder must be filed with the Securities and Exchange Commission no later than the second business day after the date on which the transaction occurred unless certain exceptions apply. Most transactions not reported on Form 4 must be reported on Form 5 within 45 days after the end of our fiscal year. Based on information provided by our directors and executive officers, during the fiscal year ended November 1, 2014, all required reports were filed on a timely basis except as follows.

One Form 4 was filed late by Thomas W. Trexler, who reported one transaction consisting of a discretionary purchase of 1,868 shares of common stock through Nobility Homes, Inc.'s 401(k) Plan. In addition, the Terry E. Trexler Irrevocable Trust transferred its shares to the Terry E. Trexler Revocable Trust on August 18, 2011. The Form 3 and the two Form 5s for such transfer were filed late.

Table of Contents**PROPOSAL 1: NOMINATION AND ELECTION OF DIRECTORS**

At the meeting, a board of five directors will be elected to serve for one year and until the election and qualification of their successors. Your proxy will be voted, unless you withhold authority to do so, for the election as directors of the persons named below, who have been nominated by our current board of directors.

Our bylaws provide that the board of directors shall be made up of no fewer than one nor more than ten directors. The current board of directors has determined that five directors are appropriate for the present time. Proxies cannot be voted for more than five nominees.

Each nominee has consented to being named as such in this proxy statement and is presently available for election. Each nominee presently is a member of the board, having been elected as such at the last annual meeting of the shareholders.

If any nominee should become unavailable, the persons voting the accompanying proxy may, in their discretion, vote for a substitute. Additional information concerning the nominees, based on data furnished by them, is set forth below. Terry E. Trexler is the father of Thomas W. Trexler.

The board of directors recommends a vote for the election of each of the following nominees. Proxies solicited by the board of directors will be so voted unless shareholders specify in their proxies a contrary choice.

Name (Age)	Principal Occupation or Employment; Certain Other Directorships	Director Since:
Terry E. Trexler (75)	Our chairman of the board, chief executive officer and president for more than five years; Mr. Trexler is also president of TLT, Inc., the general partner of limited partnerships which are developing manufactured housing communities in Central Florida. Mr. Trexler has a long history as the Company's chief executive officer and extensive experience in the manufactured home industry.	1967
Thomas W. Trexler (51)	Our executive vice president and chief financial officer since December 1994; president of Prestige Home Centers, Inc. since June 1995; director of Prestige since 1993 and vice president from 1991 to June 1995; president of Mountain Financial, Inc. since August 1992; vice president of TLT, Inc. since September 1991. Mr. Trexler has extensive experience in the manufactured home industry.	1993
Richard C. Barberie (76)	Our vice president of purchasing from December 1994 until his retirement in June 1995; our executive vice president for more than five years prior to December 1994. Mr. Barberie has extensive experience in the manufactured home industry having previously served as an executive officer with the Company from 1976 to 1995.	1975
Robert P. Holliday (76)	President of Chariot Eagle, Inc. (which is engaged in the park model and manufactured home business) since 1984. Mr. Holliday has prior experience in the manufactured home industry.	1996

Robert P. Saltsman (61)	Attorney and CPA in private practice since 1983; prior to 1983 Mr. Saltsman was employed as a CPA by Arthur Andersen & Co. in Orlando, Florida. Mr. Saltsman has extensive expertise in accounting.	1988
----------------------------	---	------

Table of Contents

BOARD OF DIRECTORS AND COMMITTEES

Board Composition

Our board of directors is comprised of five members, a majority of whom are independent directors. Although the Company is not currently listed on a national securities exchange, the board of directors has elected to use the NASDAQ definition of independence for determining whether a director or nominee is independent. The board of directors has determined that our non-management directors, Messrs. Richard Barberie, Robert Holliday and Robert Saltsman, are all independent according to current NASDAQ rules. During the fiscal year ended November 1, 2014, the board of directors held four regular meetings. Our non-management directors meet in executive sessions without management on a regular basis. All directors attended 100% of the meetings of the board of directors and committees of the board on which they served.

Board Role in Risk Oversight

Our board is involved in the oversight of risks that could affect the Company. Although this oversight is conducted in part through the committees of the board as disclosed in the descriptions of the committees below and in the charters of each of the committees, the full board has retained responsibility for the general oversight of risks. The board satisfies this responsibility through full reports by each committee chair regarding the committee's considerations and actions, as well as through regular reports directly from officers responsible for oversight of particular risks within the Company.

Risk Considerations in our Compensation Policies

Our board believes that our compensation policies and practices are reasonable and properly align our employees interests with those of our shareholders. The board believes that the fact that incentive compensation for our executive officers and other employees is tied to earnings encourages actions that improve the Company's profitability over the short and long term. In addition, the compensation committee reviews changes to our compensation policies and practices to ensure that such policies and practices do not encourage our executive officers and other employees to take actions that are likely to result in a material adverse effect on the Company.

Board Committees

Our board of directors has established three standing committees: a compensation committee, an audit committee and a nominating committee. The board of directors has elected to use the NASDAQ definitions of independence with respect to determining independence of members of specific committees. The charter of each committee is available on our website at www.nobilityhomes.com/investors.

Table of Contents

Compensation Committee. The compensation committee is presently comprised of Messrs. Richard Barberie, Robert Holliday and Robert Saltsman. The compensation committee evaluates the performance of the CEO and other executive officers and recommends to the board of directors the salaries and bonuses, if any, to be paid to the executive officers. The compensation committee met 4 time(s) during 2014 in conjunction with regular board meetings.

Audit Committee. During fiscal 2014, the audit committee was comprised of Messrs. Robert Saltsman, Robert Holliday and Richard Barberie, all of whom are considered independent under current NASDAQ rules. The audit committee has a written charter which establishes the scope of the committee's responsibilities and how it is to carry out those responsibilities. The audit committee charter charges the committee with overseeing management's conduct of our financial reporting process, including: (1) the integrity of our financial statements, (2) our compliance with legal and regulatory requirements, and (3) the independence and performance of our internal and external auditors. The audit committee met twice during fiscal 2014.

The board of directors has determined that Mr. Robert Saltsman is the audit committee financial expert, and is independent under current NASDAQ rules.

Nominating Committee. The board of directors has established a nominating committee comprised of Messrs. Robert Saltsman, Robert Holliday and Richard Barberie, all of whom are considered independent under current NASDAQ rules. The nominating committee will consider suggestions for potential director nominees nominated by our board from many sources, including management and our shareholders. Any such nominations, together with appropriate biographical information, should be submitted to the nominating committee no later than October 5, 2015 by sending a letter to our corporate secretary at 3741 SW 7th Street, Ocala, Florida 34474. The mailing envelope should contain a clear notation indicating that the enclosed letter is a Shareholder Nomination For Director. The nominating committee did not meet separately from the board of directors during fiscal 2014.

In evaluating director nominees, including candidates submitted by shareholders, the nominating committee will consider the candidate's experience, integrity, ability to make independent analytical inquiries, understanding of our business environment and willingness to devote adequate time to board duties. The nominating committee will also consider whether a candidate meets the definition of independent director under NASDAQ rules. There are no stated minimum criteria for director nominees, and the nominating committee may also consider such other factors as it deems to be in the best interest of Nobility and its shareholders.

Table of Contents

EXECUTIVE COMPENSATION

Overview

The compensation committee of our board of directors established, subject to the approval of the full board of directors, the compensation for our chief executive officer and our chief financial officer, who are our only officers whose total compensation for the fiscal year ended November 1, 2014 exceeded \$100,000. We refer to these individuals as the named executive officers.

Because we are a small company, our compensation committee has sought to avoid the expense of retaining an outside compensation consultant to assist the committee with compensation plan design. The compensation committee takes into consideration recommendations of our CEO for compensation for officers other than our CEO.

Base Salary. The compensation committee sets salary levels for named executive officers so as to reflect the duties and level of responsibilities inherent in their positions and current economic conditions relating to our business. In establishing salary levels, the compensation committee considers the particular qualifications and level of experience of the individual.

At his request, our CEO's base salary has remained fixed for over twenty fiscal years because a major incentive for his performance is the value of his substantial stock ownership in Nobility. Our CFO receives the same base salary as our CEO, with the majority of his compensation paid as quarterly incentive compensation. Due to the challenging economic environment in which we currently operate, we have not increased our CFO's base salary since 2005.

Quarterly Incentive Bonuses. We provide certain employees, including the named executive officers, the opportunity to earn a quarterly incentive bonus based on an evaluation of the employee's individual performance and our performance. The bonus pool is based on a specified percentage earnings before interest and taxes for the quarter. The bonus pool is divided among eligible employees on a discretionary rather than formulaic basis. In considering bonuses for named executive officers other than the CEO, the compensation committee consults with our chairman and CEO regarding instances of exceptional effort demonstrated by an employee. No named executive officer is automatically entitled to a bonus or a bonus in any particular amount.

Change of Control/Severance Arrangements. None of the company's executive officers have any employment agreements or change of control/severance agreements.

Table of Contents**Summary Compensation Table****For Fiscal Years Ended November 1, 2014 and November 2, 2013**

The following table provides information about all compensation awarded to, earned by or paid to our named executive officers during the fiscal years ended November 1, 2014 and November 2, 2013.

Name and Principal					Non-Equity	All Other	
Positions	Year	Salary	Bonus		Incentive Plan	Compensation	Total
Terry E. Trexler	2014	\$ 93,500	\$ 16,000				
President, chief executive officer	2013	\$ 93,500	\$ 27,500	\$		\$ 39,395 ⁽¹⁾	\$ 160,395
Thomas W. Trexler	2014	\$ 93,500	\$ 16,000				
Executive vice president and chief financial officer	2013	\$ 93,500	\$ 27,500	\$		\$ 16,220 ⁽²⁾	\$ 137,220

(1) All other compensation for Mr. Terry E. Trexler for fiscal years 2014 and 2013 includes \$39,395 in insurance premiums paid or accrued by us on two term life insurance policies on the life of Mr. Terry E. Trexler. In the event of Mr. Trexler's death, the proceeds will be paid to Mr. Trexler's designated beneficiaries.

(2) All other compensation for Mr. Thomas W. Trexler for fiscal years 2014 and 2013 includes \$16,220 in insurance premiums paid or accrued by us for an insurance policy on the life of Mr. Thomas W. Trexler. In the event of Mr. Trexler's death, the proceeds will be paid to Mr. Trexler's designated beneficiaries.

We did not grant any stock options, restricted stock awards or other equity-based awards to the named executive officers during fiscal 2014. No equity awards vested for our named executive officers during fiscal 2014. Our named executive officers did not exercise any stock options during fiscal 2014 nor did they hold any stock options or other equity awards as of the end of fiscal 2014.

Table of Contents**Independent Director Compensation**
For Fiscal Year Ended November 1, 2014

The following table summarizes compensation to independent directors for the fiscal year ended November 1, 2014. Directors who are not employees of Nobility Homes receive a fee of \$2,000 per board meeting. The chairman of the Audit Committee receives an additional \$1,250 per board meeting. We do not provide our independent directors with any compensation, equity awards or other benefits other than cash fees. No directors hold any stock options or other awards under our stock option plan.

Name	Total Fees Earned or Paid in Cash
Richard C. Barberie	\$ 8,000
Robert P. Holliday	\$ 8,000
Robert P. Saltsman	\$ 13,000

Table of Contents

AUDIT COMMITTEE REPORT

The purpose of the audit committee is to assist the board of directors in its oversight of management's conduct of our financial reporting process. During the fiscal year ended November 1, 2014, the audit committee was comprised of Messrs. Robert Saltsman, Robert Holliday and Richard Barberie, each of whom is independent under current NASDAQ rules. For the fiscal year ended November 1, 2014 the audit committee

Reviewed and discussed our fiscal 2014 audited financial statements with management and representatives of Averett Warmus Durkee P.A., our independent public accountants (Averett);

Received the written disclosures and the letter from Averett mandated by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence, and discussed with Averett its independence; and

Based on the foregoing review, discussions and disclosures, recommended to the board of directors that our audited financial statements for the fiscal year ended November 1, 2014 be included in our annual report on Form 10-K for the fiscal year.

Robert Saltsman, Chairman

Robert Holliday

Richard Barberie

Table of Contents

CERTAIN TRANSACTIONS

Our chairman and chief executive officer owns a 51% interest in Walden Woods South which owns a manufactured home retirement community in Homosassa, Florida in which we own a 31.3% interest and the remaining 17.7% is owned by outside investors. We sell Walden Woods South homes for display in the community and have provided Walden Woods South with a line of floor plan financing for these homes. During fiscal 2014, we sold 13 homes for an aggregate sale price of \$554,430 to Walden Woods South. The highest amount outstanding under the floor plan financing during 2014 was \$611,839 on August 2, 2014. Advances under the floor plan arrangement do not bear interest.

Table of Contents**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

On April 4, 2013, the Company retained Averett Warmus Durkee, P.A. to serve as its independent certified public accounting firm.

The following table provides information relating to the fees Averett Warmus Durkee, P.A. billed or will bill to us for the fiscal years ended November 1, 2014 and November 2, 2013.

	Audit	Tax	All Other	Total
	Fees⁽¹⁾	Fees	Fees	Fees
Fiscal Year 2014	\$ 80,400	\$ 0	\$ 0	\$ 80,400
Fiscal Year 2013	\$ 76,500	\$ 0	\$ 0	\$ 76,500

(1) Audit fees include all fees for services in connection with the annual audit of our financial statements and review of our quarterly financial statements.

All decisions regarding selection of independent accounting firms and approval of accounting services and fees are made by our audit committee in accordance with the provisions of the Sarbanes-Oxley Act of 2002. There are no exceptions to the policy of securing pre-approval of our audit committee for any service provided by our independent accounting firm.

SHAREHOLDER PROPOSALS AND**COMMUNICATION WITH THE BOARD OF DIRECTORS**

Any shareholder desiring to present a proposal to be included in our proxy statement for the next annual meeting of shareholders should submit a written copy of such proposal to our principal offices no later than October 7, 2015, which is 120 calendar days prior to the anniversary of this year's mailing date. The proposal, including any accompanying supporting statement, may not exceed 500 words. Upon timely receipt of any such proposal, we will determine whether or not to include such proposal in the proxy statement and proxy in accordance with applicable regulations governing the solicitation of proxies.

If a shareholder wishes to present a proposal at our annual meeting in the year 2016 or to nominate one or more directors and the proposal is not intended to be included in our proxy statement relating to that meeting, the shareholder must give advance written notice to us prior to the deadline for such meeting determined in accordance with our bylaws. In general, our bylaws provide that such notice should be received at our principal offices by close of business no fewer than 120 days prior to the first anniversary of the preceding year's annual meeting, proxy statement meeting dates, except in certain circumstances. For purposes of our 2016 annual meeting, such notice must be received no later than the close of business on October 7, 2015.

Proposals should be submitted by certified mail, return receipt requested.

Table of Contents

Shareholders who wish to communicate with the board of directors or with a particular director may send a letter to our corporate secretary at 3741 SW 7th Street, Ocala, Florida 34474. The mailing envelope should contain a clear notation indicating that the enclosed letter is a Shareholder-Board Communication or Shareholder-Director Communication. All such letters should identify the author as a shareholder and clearly state whether the intended recipients are all members of the board or just certain specified individual directors. Our corporate secretary will make copies of all such letters and circulate them to the appropriate director or directors.

We do not have a formal policy requiring directors to attend annual meetings. However, because the annual meeting generally is held on the same day as a regular board meeting, we anticipate that directors will attend the annual meeting unless, for some reason, they are unable to attend the board meeting on the same date. All directors attended the 2014 annual meeting.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE SHAREHOLDER MEETING**

TO BE HELD ON FEBRUARY 27, 2015

A copy of our annual report for the fiscal year ended November 1, 2014 accompanies this proxy statement. The proxy statement and our annual report to shareholders are also available online at: www.nobilityhomes.com/investorrelations. A shareholder who would like to obtain an additional copy of the proxy statement or annual report may obtain one by (i) writing to our corporate secretary at 3741 S.W. 7th Street, Ocala, Florida 34474; (ii) by calling our corporate secretary at the following toll-free number 1-800-476-6624; or (iii) by downloading a copy at www.nobilityhomes.com/investorrelations. A shareholder who would like to obtain directions to the annual meeting may (i) write to our corporate secretary at the address above or (ii) call the corporate secretary at the toll-free number listed above.

OTHER MATTERS

Management does not know of any other matters to come before the meeting. However, if any other matters properly come before the meeting, it is the intention of the persons designated as proxies to vote in accordance with their best judgment on such matters.

EXPENSES OF SOLICITATION

The cost of soliciting proxies will be borne by us. We do not expect to pay any compensation for the solicitation of proxies but may reimburse brokers and other persons holding stock in their names, or in the names of nominees, for their expenses of sending proxy material to principals and obtaining their proxies.

Please specify your choices, date, sign and return the enclosed proxy in the enclosed envelope, postage for which has been provided. A prompt response is helpful. Your cooperation will be appreciated.

Table of Contents

NOBILITY HOMES, INC.

***C/O BROADRIDGE CORPORATE ISSUER
SOLUTIONS, INC.***

P.O. BOX 1342

BRENTWOOD, NY 11717

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

For All **Withhold All** **For All Except** To withhold authority to vote for any individual nominee(s), mark **For All Except** and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote

FOR the following:

..

1. Election of Directors Nominees

- 01 Terry E. Trexler
- 02 Thomas W. Trexler
- 03 Richard C. Barberie
- 04 Robert P. Holliday
- 05 Robert P. Saltsman

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Table of Contents

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Notice & Proxy Statement, Annual Report is/are available at www.proxyvote.com.

REVOCABLE PROXY NOBILITY HOMES, INC.

Proxy Solicited on Behalf of the Board of Directors

for Annual Meeting of Shareholders February 27, 2015

The undersigned, having received the Notice of Annual Meeting of Shareholders and Proxy Statement appoints Terry E. Trexler and Jean Etheredge, and each or either of them, as proxies, with full power of substitution and re substitution, to represent the undersigned and to vote all shares of common stock of Nobility Homes, Inc. which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Company to be held on February 27, 2015 and at any and all adjournments thereof, in the manner specified.

THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED IN ACCORDANCE WITH THE BOARD OF DIRECTORS RECOMMENDATIONS.

Should any other matters requiring a vote of the shareholders arise, the above named proxies are authorized to vote the same in accordance with their best judgment in the interest of the Company. The board of directors is not aware of any matter which is to be presented for action at the meeting other than the matters set forth herein.

Continued and to be signed on reverse side