

American Reprographics CO  
Form DEF 14A  
April 04, 2008

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**AMERICAN REPROGRAPHICS COMPANY**

(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:

(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:

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**AMERICAN REPROGRAPHICS COMPANY**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held May 2, 2008**

To Our Stockholders:

We cordially invite you to attend the 2008 Annual Meeting of Stockholders of American Reprographics Company. The annual meeting will take place at the Diablo Country Club, 1700 Clubhouse Road, Diablo, California 94528 on Friday, May 2, 2008, at 9:00 a.m. PDT. We look forward to your attendance either in person or by proxy.

The purpose of the annual meeting is to:

1. Elect seven directors, each for a term of one year, or until their successors are elected and qualified;
2. Ratify the appointment of PricewaterhouseCoopers LLP as American Reprographics Company's independent auditors for fiscal year 2008; and
3. Transact any other business that may properly come before the annual meeting and any postponements or adjournments of the annual meeting.

The foregoing items of business are more fully described in the proxy statement accompanying this notice of annual meeting of stockholders. Only stockholders of record at the close of business on March 20, 2008 will receive notice of, and be eligible to vote at, the annual meeting or any postponements or adjournments of the annual meeting. A list of such stockholders will be available at the annual meeting, and, during ordinary business hours ten days prior to the annual meeting, at the office of the Secretary of American Reprographics Company at 700 North Central Avenue, Suite 550, Glendale, California 91203. If you would like to review the stockholder list, please contact our Secretary at 818-500-0225 to schedule an appointment.

A copy of American Reprographics Company's Annual Report for the fiscal year ended December 31, 2007 is included with this mailing.

By order of the Board of Directors,

Jonathan R. Mather  
*Chief Financial Officer and Secretary*

April 2, 2008

**Important Notice Regarding the Availability of Proxy Materials  
for the Annual Meeting of Stockholders to Be Held on May 2, 2008.**

The proxy statement and annual report to security holders are available at  
<http://ww3.ics.adp.com/streetlink/ARP>.

**YOUR VOTE IS VERY IMPORTANT**

**Please read the Proxy Statement and the voting instructions on the enclosed proxy card. Then, whether or not you plan to attend the annual meeting in person, and no matter how many shares you own, please complete, sign, date and promptly return the enclosed proxy card in the enclosed return envelope. This will ensure that your vote is counted even if you cannot attend the annual meeting in person. The enclosed return envelope requires no additional postage if mailed in either the United States or Canada.**

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**AMERICAN REPROGRAPHICS COMPANY**

**2008 ANNUAL MEETING**

**PROXY STATEMENT**

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**AMERICAN REPROGRAPHICS COMPANY  
1981 North Broadway, Suite 385  
Walnut Creek, California 94596  
(925) 949-5100**

April 2, 2008

**PROXY STATEMENT**

The Board of Directors of American Reprographics Company (the board or board of directors ) is furnishing you this proxy statement in connection with the solicitation of proxies on its behalf for the 2008 Annual Meeting of Stockholders (the annual meeting or meeting ). The meeting will take place at the Diablo Country Club, 1700 Clubhouse Road, Diablo, California 94528 on Friday, May 2, 2008, at 9:00 a.m. PDT. In this proxy statement we refer to American Reprographics Company as the Company , we , us , our or ARC . At the meeting, stockholders will vote on the election of seven directors, the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditors for fiscal year 2008, and will transact any other business that may properly come before the meeting, although we know of no other business to be presented.

By submitting your proxy (by signing and returning the enclosed proxy card), you authorize Jonathan R. Mather, Chief Financial Officer and Secretary of ARC, and Kumarakulasingam Suriyakumar, the President, Chief Executive Officer and a director of ARC, to represent you and vote your shares at the meeting in accordance with your instructions. They also may vote your shares to adjourn the meeting and will be authorized to vote your shares at any postponements or adjournments of the meeting.

We are first sending this proxy statement, form of proxy and accompanying materials to stockholders on or about April 2, 2008.

***YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY SUBMIT YOUR PROXY IN THE ENCLOSED ENVELOPE.***

**ANNUAL MEETING AND VOTING INFORMATION**

The board seeks your proxy for use in voting at our 2008 annual meeting of stockholders or any postponements or adjournments of the meeting. Our annual meeting will be held at the Diablo Country Club, 1700 Clubhouse Road, Diablo, California 94528 on Friday, May 2, 2008, at 9:00 a.m. PDT. We intend to begin mailing this proxy statement, the attached notice of annual meeting, the accompanying proxy card and our Annual Report to Stockholders on Form 10-K for the fiscal year ended December 31, 2007 on or about April 2, 2008 to all holders of our common stock, par value \$0.001 per share, entitled to vote at the meeting. Our Annual Report to Stockholders on Form 10-K for the fiscal year ended December 31, 2007 does not constitute a part of the proxy solicitation materials and is not incorporated by reference into this proxy statement.

**Purpose of the annual meeting.**

At the annual meeting, stockholders of ARC will be asked to:

1. Elect seven directors, each for a term of one year, or until their successors are elected and qualified; and
2. Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent auditors for fiscal year 2008.

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Stockholders also will transact any other business that may properly come before the meeting. Members of ARC's management team and a representative of PricewaterhouseCoopers LLP, the Company's independent auditor, will be present at the meeting to respond to appropriate questions from stockholders. The representative of PricewaterhouseCoopers LLP will also make a statement if they so desire.

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### **Admission to the annual meeting.**

All record or beneficial owners of ARC's common stock may attend the annual meeting in person. When you arrive at the annual meeting, please present photo identification, such as a driver's license. Beneficial owners must also provide evidence of stock holdings, such as a recent brokerage account or bank statement showing that you owned ARC common stock on the record date of March 20, 2008. ARC also has invited certain ARC employees and certain agents of the Company to attend the annual meeting.

### **Record date and voting.**

The record date for the meeting is March 20, 2008. Only stockholders of record at the close of business on that date are entitled to vote at the meeting. The only class of stock entitled to be voted at the meeting is ARC's common stock. Each outstanding share of common stock is entitled to one vote for all matters presented for a vote at the meeting. At the close of business on the record date there were 45,114,119 shares of ARC common stock outstanding eligible to be voted.

If you submit a proxy but do not indicate any voting instructions, your shares will be voted:

FOR the election of the seven nominees to the Board of Directors; and

FOR the ratification of PricewaterhouseCoopers LLP as the Company's independent auditor.

### **Voting shares held in street name.**

If your shares are held by a bank or brokerage firm, you are considered the beneficial owner of shares held in street name. If your shares are held in street name, these proxy materials are being forwarded to you by your bank or brokerage firm (the record holder), along with a voting instruction card. As the beneficial owner, you have the right to direct your record holder how to vote your shares, and the record holder is required to vote your shares in accordance with your instructions. If you do not give instructions to your bank or brokerage firm, it will nevertheless be entitled to vote your shares with respect to discretionary items, but will not be permitted to vote your shares with respect to non-discretionary items. In the case of a non-discretionary item, your shares will be considered broker non-votes on that proposal. The election of directors and the ratification of appointment of ARC's independent auditors are discretionary items.

As the beneficial owner of shares, you are invited to attend the meeting. If you are a beneficial owner, however, you may not vote your shares in person at the meeting unless you obtain a proxy form from the record holder of your shares.

### **Quorum.**

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum. Proxies received but marked as abstentions or treated as broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting for quorum purposes. If a quorum is not present at the scheduled time of the meeting, the stockholders who are represented may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given.

### **Voting instructions.**



If you properly complete and sign the accompanying proxy card and return it in the enclosed envelope, it will be voted in accordance with your instructions. By so doing you are authorizing the individuals listed on the proxy card to vote your shares in accordance with your instructions. The enclosed envelope requires no additional postage if mailed in either the United States or Canada.

If you are a registered stockholder and attend the meeting, you may deliver your completed proxy card in person. Additionally, we will pass out written ballots to registered stockholders who wish to vote in person at the meeting. If you attend the annual meeting, please bring the enclosed proxy card or proof of identification.

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**Beneficial owners of shares held in street name who wish to vote at the meeting will need to obtain a proxy form from their record holder.**

If your shares are held in street name, you may be able to vote your shares electronically by telephone or on the internet. A large number of banks and brokerage firms participate in a program provided through Broadridge Financial Solutions, Inc. that offers telephone and internet voting options. If your shares are held in an account at a bank or brokerage firm that participates in such a program, you may vote those shares electronically by telephone or on the internet by following the instructions set forth on the voting form provided to you by your record holder.

**Revoking your proxy.**

You may revoke your proxy at any time before your shares are voted and change your vote:

by signing another proxy with a later date and delivering it in accordance with the instructions set forth in this proxy statement; or

if you are a registered stockholder, by giving written notice of such revocation to the Secretary of ARC prior to or at the meeting or by voting in person at the meeting.

Your attendance at the meeting itself will not revoke your proxy unless you give written notice of revocation to the Secretary of ARC before your proxy is voted or you vote in person at the meeting.

Any written notice of revocation, or later dated proxy, should be delivered to:

American Reprographics Company  
700 North Central Avenue, Suite 550  
Glendale, California 91203  
Attention: Jonathan R. Mather, Chief Financial Officer and Secretary

**Vote required to elect the director nominees.**

The affirmative vote of a plurality of the votes cast at the meeting is required to elect the seven nominees named in Proposal 1 as directors. This means that the seven nominees will be elected if they receive more affirmative votes than any other person. If you vote **Withheld** with respect to one or more nominees, your shares will not be voted with respect to the person or persons indicated, although they will be counted for purposes of determining whether there is a quorum.

**Nominee who is unable to stand for election.**

If a nominee is unable to stand for election, the board may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority.

**Votes required to ratify the appointment of ARC's independent auditors.**

The ratification of the appointment of PricewaterhouseCoopers LLP as ARC's independent auditors for fiscal year 2008, as specified in Proposal 2, requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.

**Other Business.**

We know of no other business that will be presented at the meeting. If any other matter properly comes before the stockholders for a vote at the meeting, however, the proxy holders will vote your shares in accordance with their best judgment.

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**Board recommended vote on the proposals.**

Your board recommends that you vote:

FOR the election of the seven nominees to the board of directors; and

FOR the ratification of PricewaterhouseCoopers LLP as ARC's independent auditors.

**Counting votes.**

ARC's transfer agent, Mellon Investor Services, will tabulate and certify the votes. A representative of the transfer agent will serve as an inspector of election.

**Treatment of abstentions and broker non-votes.**

Abstentions will be treated as shares present for quorum purposes and entitled to vote. Abstentions from voting on a proposal described in this proxy statement will not affect the outcome of the vote on that proposal. A broker non-vote occurs when a broker is unable to vote on a particular matter without instructions from the beneficial holder and such instructions are not received. Broker non-votes will be treated as shares present for quorum purposes, but not entitled to vote. Therefore, broker non-votes will have no effect on the outcome of the vote on the election of directors or the ratification of our independent auditors.

**Voting results of the annual meeting.**

We plan to announce preliminary voting results at the annual meeting and to publish final results in our Quarterly Report on Securities and Exchange Commission Form 10-Q for the quarter ending June 30, 2008.

**Solicitation of Proxies.**

ARC is soliciting the proxies and will bear the entire cost of this solicitation, including the preparation, assembly, printing and mailing of this proxy statement and any additional materials furnished to our stockholders. Copies of solicitation materials will be furnished to banks, brokerage houses and other agents holding shares in their names that are beneficially owned by others so that they may forward this solicitation material to these beneficial owners. In addition, if asked, we will reimburse these persons for their reasonable expenses in forwarding the solicitation material to the beneficial owners. We have asked banks, brokerage houses and other custodians, nominees and fiduciaries to forward all solicitation materials to the beneficial owners of the shares they hold of record.

**PROPOSAL 1 ELECTION OF DIRECTORS**

**Nominees for Director**

The board currently consists of seven directors, each of whom has been nominated to serve for a term of one (1) year and until their successors are duly elected and qualified. Our board is not classified and thus all of our directors are elected annually.

Each of the nominees have consented to being named in this proxy statement and has agreed to serve as a member of the board if elected. The Company has no reason to believe that any nominee will be unable to serve. If a nominee is unable to stand for election, the board may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless

you have withheld authority.

The affirmative vote of a plurality of the votes cast at the meeting is required to elect the seven nominees as directors. This means that the seven nominees will be elected if they receive more affirmative votes than any other person.

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The following table sets forth, with respect to each nominee, his name, the year in which he first became a director of ARC, and his age as of March 30, 2008.

Name	Year Elected	Age
Sathiyamurthy Chandramohan	1998(1)	49
Kumarakulasingam Suriyakumar	1998(1)	55
Thomas J. Formolo	2000(2)	43
Dewitt Kerry McCluggage	2006	53
Mark W. Mealy	2005	50
Manuel Perez de la Mesa	2002(3)	51
Eriberto R. Scocimara	2006	72

- (1) Served as an advisor of American Reprographics Holdings, L.L.C., a California limited liability company ( Holdings ) since 1998 and as a director of ARC since October 2004. We were previously organized as Holdings and immediately prior to our initial public offering on February 9, 2005, we reorganized as a Delaware corporation, American Reprographics Company.
- (2) Served as an advisor of Holdings since 2000 and as a director of ARC since October 2004.
- (3) Functioned as a director of Holdings since 2002 and as a director of ARC since October 2004.

The following is a brief description of the principal occupation and business experience of each of our directors during the past five years and their other affiliations.

*Sathiyamurthy ( Mohan ) Chandramohan* served as an advisor and the Chairman of the Board of Advisors of Holdings from March 1998 until his appointment as a director and the Chairman of the Board of Directors of American Reprographics Company in October 2004. Mr. Chandramohan joined Micro Device, Inc. (our predecessor company) in February 1988 as President and became the Chief Executive Officer in March 1991. He served as the Company's Chief Executive Officer until his retirement, effective June 1, 2007. Prior to joining the Company, Mr. Chandramohan was employed with U-Save Auto Parts Stores from December 1981 to February 1988, and became the company's Chief Financial Officer in May 1985 and Chief Operating Officer in March 1987. Mr. Chandramohan served as the President of the International Reprographics Association (IRgA) from August 2001 to July 2002.

*Kumarakulasingam ( Suri ) Suriyakumar* has served as the Company's Chief Executive Officer from June 1, 2007, and he served as the Company's President and Chief Operating Officer from 1991 until his appointment as Chief Executive Officer. Mr. Suriyakumar served as an advisor of Holdings from March 1998 until his appointment as a director of American Reprographics Company in October 2004. Mr. Suriyakumar joined Micro Device, Inc. in 1989. He became the Vice President of Micro Device, Inc. in 1990. Prior to joining the Company, Mr. Suriyakumar was employed with Aitken Spence & Co. LTD, a highly diversified conglomerate and one of the five largest corporations in Sri Lanka. Mr. Suriyakumar is an active member of the IRgA.

*Thomas J. Formolo* served as an advisor of Holdings from April 2000 until his appointment as a director of American Reprographics Company in October 2004. Since 1997, Mr. Formolo has been a partner of Code Hennessy & Simmons LLC, or CHS, a private equity firm based in Chicago, Illinois, that specializes in leveraged buyout and recapitalizations of middle market companies in partnership with company management through its private equity

funds. He has been employed by CHS's affiliates since 1990. Mr. Formolo is currently a director of the following companies: KB Alloys, AMF Bowling, QAMF and Suture Express.

*Dewitt Kerry McCluggage* was appointed as a director of American Reprographics Company in February 2006. Mr. McCluggage has served as the President of Craftsman Films, Inc., which produces motion pictures and television programs, since January 2002. Mr. McCluggage was appointed Co-Chairman of Allumination Filmworks, a distributor of home videos, in March 2005, and he currently serves as Allumination Filmworks' Chairman and serves as a director of ContentFilm, the parent company of Allumination Filmworks. From 1991 to 2003, Mr. McCluggage served as Chairman of the Paramount Television Group where he was responsible for overseeing television operations. Prior to that, Mr. McCluggage served as President of Universal Television from 1987 to 1991.

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*Mark W. Mealy* was appointed as a director of American Reprographics Company in March 2005. Mr. Mealy has served as Managing Partner of Colville Capital LLC, a private equity firm, since October 2005. Mr. Mealy also served as the Managing Director and Group Head of Mergers and Acquisitions of Wachovia Securities, Inc., an investment banking firm, from March 2000 until October 2004. Mr. Mealy served as the Managing Director, Mergers and Acquisitions, of First Union Securities, Inc., an investment banking firm, from April 1998 to March 2000. Mr. Mealy is currently a director of the following companies: Insource Contract Services, McCoy Sales Corp., Morton Industrial Group, and BP Metals.

*Manuel Perez de la Mesa* functioned as a director for Holdings from July 2002 until his appointment as a director of American Reprographics Company in October 2004. Mr. Perez de la Mesa has been Chief Executive Officer of Pool Corporation, a wholesale distributor of swimming pool supplies and related equipment, since May 2001 and has also been the President of Pool Corporation since February 1999. Mr. Perez de la Mesa served as Chief Operating Officer of Pool Corporation from February 1999 to May 2001. Mr. Perez de la Mesa serves as a director of Pool Corporation.

*Eriberto R. Scocimara* was elected as a director of American Reprographics Company in May 2006. Mr. Scocimara has served as the President and Chief Executive Officer of the Hungarian-American Enterprise Fund, a privately managed investment company created by the President and Congress of the United States and funded by the U.S. Government, since 1994. Mr. Scocimara also has served as the President and Chief Executive Officer of Scocimara & Company, Inc, a financial consulting firm, since 1984. Mr. Scocimara has over 30 years of experience in corporate management, acquisitions and operational restructuring. Mr. Scocimara serves as a director of Carlisle Companies Incorporated, Roper Industries, Inc., Quaker Fabric Corporation and Euronet Worldwide, Inc.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE SEVEN NOMINEES.**

**CORPORATE GOVERNANCE PROFILE**

We are committed to good corporate governance practices and as such we have adopted formal corporate governance guidelines to enhance our effectiveness. A copy of our corporate governance guidelines can be accessed on our website, [www.e-arc.com](http://www.e-arc.com), by clicking on the Investor Relations link at the top of the page and then selecting Corporate Governance from the Investor Relations webpage. The guidelines govern, among other things, board member responsibilities, qualifications, committees, compensation, access, education, management succession, and performance evaluation.

The board's practice is to hold regularly scheduled executive sessions without management. The Nominating and Corporate Governance Committee selected from among our independent directors a lead director, Dewitt Kerry McCluggage, to chair the executive sessions of the non-management directors.

We have adopted a Code of Conduct applicable to all employees, officers and directors, including our Chief Executive Officer, our Chief Financial Officer and our Controller which meets the definition of a code of ethics set forth in Item 406 of Regulation S-K of the Securities and Exchange Act of 1934 ( Exchange Act ). A copy of our Code of Conduct can be accessed on our website, [www.e-arc.com](http://www.e-arc.com), by clicking on the Investor Relations link at the top of the page and then selecting Corporate Governance from the Investor Relations webpage. We will post any amendments to the Code of Conduct, and any waivers that are required to be disclosed by the rules of either the Securities and Exchange Commission ( SEC ) or the New York Stock Exchange ( NYSE ), on our internet site.

The board has adopted the American Reprographics Company Corporate Governance Guidelines. Those Guidelines set forth, among other things, director qualification standards and the factors to be considered in making nominations to the board. While the selection of qualified directors is a complex, subjective process that requires consideration of



many intangible factors, the Corporate Governance Guidelines provide that the Nominating and Corporate Governance Committee and the board should take into account the following criteria, among others, in considering directors and candidates for the board:

Judgment, experience, skills and personal character of the candidate; and  
the needs of the board.

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Our stockholders may recommend director nominees, and the Nominating and Corporate Governance Committee will consider nominees recommended by stockholders. To date, we have not received any recommendations from our stockholders requesting that the board or any of its committees consider a nominee for inclusion among the board's slate of nominees in the proxy statement for our annual meeting. A stockholder wishing to submit a director nominee recommendation should comply with the provisions of our amended and restated bylaws and the provisions set forth herein under the heading "Stockholder Proposals and Stockholder Board Nominations". We anticipate that nominees recommended by stockholders will be evaluated in the same manner as nominees recommended by anyone else, although the Nominating and Corporate Governance Committee may prefer nominees who are personally known to the existing directors and whose reputations are highly regarded. The Nominating and Corporate Governance Committee will consider all relevant qualifications as well as the needs of the Company in terms of compliance with NYSE listing standards and SEC rules.

## **Director Independence**

As required by the rules of the New York Stock Exchange, our board evaluates the independence of its members at least annually, and at other appropriate times (e.g., in connection with a change in employment status) when a change in circumstances could potentially impact the independence of one or more directors.

Under NYSE rules, a director is independent if the Board affirmatively determines that he or she currently has no direct or indirect material relationship with the company or any of its consolidated subsidiaries. In addition, a director must meet each of the following standards to be considered independent under NYSE rules:

The director is not and has not been an employee of the company, and no member of the director's immediate family is or has served as an executive officer of the company or any of its consolidated subsidiaries, during the last three years.

Neither the director nor any member of the director's immediate family has received more than \$100,000 in direct compensation from the company or any of its consolidated subsidiaries (excluding director and committee fees, pensions or deferred compensation for prior service) during any 12-month period within the last three years.

The director: (i) is not, and does not have an immediate family member that is a current partner of a firm that is the company's, or any of its consolidated subsidiaries', internal or external auditor; (ii) is not a current employee of such external audit firm; (iii) does not have an immediate family member who is a current employee of such external audit firm who participates in such firm's audit, assurance or tax compliance (but not tax planning) practice; and (iv) was not, and does not have an immediate family member that was, within the last three years (but is no longer) a partner or employee of such external audit firm who personally worked on the company's, or any of its consolidated subsidiaries', audit within that time.

Neither the director nor any member of the director's immediate family is or has been employed within the last three years as an executive officer of any company whose compensation committee, or the compensation committee of any of its consolidated subsidiaries, includes or included an executive officer of the company.

The director is not a current employee of, and does not have an immediate family member who is a current executive officer of, another company that has made payments to, or has received payments from, the company or any of its consolidated subsidiaries, for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the consolidated gross revenues of such other company.

In determining whether a material relationship exists between the Company and each director, the board broadly considers all relevant facts and circumstances, including:

the nature of any relationships with the Company.

the significance of the relationship to the Company, the other organization and the individual director.

whether or not the relationship is solely a business relationship in the ordinary course of the Company's and the other organization's businesses and does not afford the director any special benefits.

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any commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships, and such other criteria as the board may determine from time to time.

If a proposed director serves as an executive officer, director or trustee of a tax exempt organization, whether contributions from the Company, or any of its consolidated subsidiaries, to such tax exempt organization in any of the last three fiscal years are less than the greater of (i) \$1 million or (ii) 2% of the consolidated gross revenues of such tax exempt organization for its last completed fiscal year.

Pursuant to the Company's Corporate Governance Guidelines, all members of the Audit Committee must also meet the following requirements:

Director's fees are the only compensation that members of the Audit Committee may receive from the Company or any of its consolidated subsidiaries. Audit Committee members may not receive, directly or indirectly, any consulting, advisory or other compensatory fees from the Company or any of its consolidated subsidiaries (other than in his or her capacity as a member of the Audit Committee, the board, or any other committee of the board).

No member of the Audit Committee may be an affiliated person of the Company, or any of its consolidated subsidiaries, as such term is defined by the Securities and Exchange Commission.

A copy of our Corporate Governance Guidelines can be accessed on our website, [www.e-arc.com](http://www.e-arc.com), by clicking on the Investor Relations link at the top of the page and then selecting Corporate Governance from the Investor Relations webpage. You can request a printed copy of our Corporate Governance Guidelines, at no cost, by contacting Investor Relations at 925-949-5100 or by sending a request by mail to 1981 N. Broadway, Suite 385, Walnut Creek, California 94596, attention David Stickney, Vice President Corporate Communications.

After considering the policies set forth in the Company's Corporate Governance Guidelines and the standards for independence adopted by the NYSE described above, the board determined that, in its judgment, current directors Messrs. Formolo, McCluggage, Mealy, Perez de la Mesa and Scocimara are independent. The board also determined that all members of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee are independent. Messrs. Mealy, Perez de la Mesa and Scocimara are the members of the Audit Committee, Messrs. Perez de la Mesa, Formolo and McCluggage are the members of the Compensation Committee and Messrs. Mealy, McCluggage and Scocimara are the members of the Nominating and Corporate Governance Committee.

## **Compensation of Directors**

We pay an annual cash fee of \$40,000 to each of our non-employee directors, payable quarterly, and commencing January 1, 2008, we pay an annual cash fee of \$325,000 to our chairman, Sathiyamurthy Chandramohan. In addition, non-employee directors receive \$5,000 cash per year for duties as chair of any committee of our board of directors.

In addition to cash fees, effective as of our 2007 annual meeting of stockholders, we also granted each non-employee director a restricted stock award under the Company's 2005 Stock Plan, as amended (the 2005 Stock Plan) for that number of shares of our common stock having an aggregate grant date value equal to \$60,000, based on the NYSE closing price of our common stock on the date of grant. Prior to 2007, we granted each non-employee director a nonstatutory stock option under the 2005 Stock Plan to purchase that number of shares having an aggregate grant date value equal to \$50,000, as computed in accordance with FAS 123R.

The grants of restricted stock awards are made on the date of our annual meeting of stockholders, without any further action of our board of directors, and compensate each non-employee director for his or her service since the later of (a) the last preceding annual meeting of stockholders, or (b) the date on which he or she was elected or appointed for the first time to be a non-employee director. Restricted stock awards vest at the rate of one-twelfth per month of continuous service by our non-employee directors.

Directors who are our employees are not compensated for their services as directors.

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We reimburse our employee and non-employee directors for reasonable travel expenses relating to attendance at our board meetings and participating in director continuing education.

**Director Compensation**

Name	Fees Earned or Paid in Cash (\$)	Stock Awards(1) (\$)	Non-Equity				Change in Pension Value and Other Compensation (\$)	Total(2) (\$)
			Option Awards (\$)	Incentive Plan Compensation (\$)	Deferred Compensation (\$)	All Other Compensation (\$)		
Sathiyamurthy Chandramohan(3)								
Kumarakulasingam Suriyakumar(3)								
Thomas J. Formolo(4)	40,000	60,002(12)					100,002	
Dewitt Kerry McCluggage(5)	45,000(9)	60,002(12)					105,002	
Mark W. Mealy(6)	45,000(10)	60,002(12)					105,002	
Manuel Perez de la Mesa(7)	45,000(11)	60,002(12)					105,002	
Eriberto R. Scocimara(8)	40,000	60,002(12)					100,002	

- (1) Reflects 1,966 shares of restricted stock granted under the 2005 Stock Plan, as described above. One-twelfth of the restricted shares granted to non-employee directors vest monthly from the date of grant.
- (2) Table does not include reimbursement for travel expenses to attend board meetings or for participating in director continuing education.
- (3) Except for reimbursement for travel expenses to attend board meetings, Messrs. Chandramohan and Suriyakumar were not compensated for their services as directors in 2007.
- (4) As of December 31, 2007, options to purchase 13,851 shares of stock under the 2005 Stock Plan previously awarded to Mr. Formolo were outstanding.
- (5) As of December 31, 2007, options to purchase 3,997 shares of stock under the 2005 Stock Plan previously awarded to Mr. McCluggage were outstanding.
- (6) As of December 31, 2007, options to purchase 13,851 shares of stock under the 2005 Stock Plan previously awarded to Mr. Mealy were outstanding.
- (7) As of December 31, 2006, options to purchase 39,351 shares of stock under the 2005 Stock Plan previously awarded to Mr. Perez de la Mesa were outstanding.
- (8)

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As of December 31, 2007, options to purchase 3,997 shares of stock under the 2005 Stock Plan previously awarded to Mr. Scocimara were outstanding.

- (9) Includes cash compensation of \$5,000 for serving as chair of the Nominating and Corporate Governance committee.
- (10) Includes cash compensation of \$5,000 for serving as chair of the Audit Committee.
- (11) Includes cash compensation of \$5,000 for serving as chair of the Compensation Committee.
- (12) Aggregate grant date fair value of 1,966 restricted shares of the Company's common stock computed based on the NYSE closing price on the grant date.

### **Director Attendance at Annual Meeting**

All of the members of the board of directors who were standing for re-election attended the Company's 2007 annual meeting of stockholders. Although we do not have a formal policy regarding the attendance by members of the board at such meetings of stockholders, we encourage the members of the board to attend.

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**Board Meetings**

The Company's board of directors held nine (9) board meetings during 2007. In 2007, all incumbent directors of the Company attended at least 75% of the aggregate of the meetings of the board and the committees on which they served.

**Board Committees**

Currently, the committees of the board include an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Committee memberships are as follows:

<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Nominating and Corporate Governance Committee</b>
Mark W. Mealy Manuel Perez de la Mesa Eriberto R. Scocimara	Manuel Perez de la Mesa Thomas J. Formolo Dewitt Kerry McCluggage	Dewitt Kerry McCluggage Mark W. Mealy Eriberto R. Scocimara

**Audit Committee**

The Audit Committee is governed by the Audit Committee Charter, which can be found in the Corporate Governance Section under Investor Relations on our website, *www.e-arc.com*, and is available in print, at no cost, to any stockholder who requests it by contacting Investor Relations at 925-949-5100 or by sending a request by mail to 1981 N. Broadway, Suite 385, Walnut Creek, California 94596, attention David Stickney, Vice President Corporate Communications. The Audit Committee Charter also is attached to this proxy statement as Appendix I.

The functions of our Audit Committee are described in the Audit Committee Charter and include, among other things the following: (i) reviewing the adequacy of our system of internal accounting controls; (ii) reviewing the results of the independent registered public accounting firm's annual audit, including any significant adjustments, management judgments and estimates, new accounting policies and disagreements with management; (iii) reviewing our audited financial statements and discussing the statements with management; (iv) reviewing disclosures by our independent registered public accounting firm concerning relationships with the Company and the performance of our independent registered public accounting firm and annually recommending the independent registered public accounting firm; and (v) preparing such reports or statements as may be required by securities laws. The Audit Committee Charter provides that the Audit Committee shall meet as often as it determines advisable but no less frequently than quarterly.

The members of our Audit Committee are Mark W. Mealy, Manuel Perez de la Mesa and Eriberto R. Scocimara. Our board of directors has determined that all members of our Audit Committee meet the applicable tests for independence and the requirements for financial literacy that are applicable to audit committee members under the rules and regulations of the SEC and NYSE. Our board of directors has determined that Mark W. Mealy is an audit committee financial expert as defined by the applicable rules of the SEC and NYSE, as a result of his substantial familiarity and experience with the use and analysis of financial statements of public companies. For the last 16 years, Mr. Mealy has served in various positions in which he analyzed financial statements in connection with the refinance, recapitalization and restructure of debt and equity securities and the evaluation of mergers and acquisitions. Our board of directors has determined that Manuel Perez de la Mesa also is an audit committee financial expert as defined by the applicable rules of the SEC and NYSE as a result of his education and experience actively supervising a principal financial officer and controller. Our board of directors also has determined that Mr. Scocimara is an audit committee financial expert as



defined by the applicable rules of the SEC and NYSE, as a result of his substantial familiarity and experience with the use and analysis of financial statements of public companies. For more than 36 years Mr. Scocimara has served in various positions in which he analyzed financial statements in connection with corporate management, financial consulting, acquisition and development of manufacturing companies, and operational restructuring. Mr. Scocimara has also served as audit committee chair for Roper Industries, Inc., Carlisle Companies Incorporated, and Quaker Fabric Corporation, publicly-owned companies.

The Audit Committee met eight times in 2007.

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### **Compensation Committee**

The Compensation Committee is governed by the Compensation Committee Charter, which can be found in the Corporate Governance Section under Investor Relations on our website, *www.e-arc.com*, and is available in print, at no cost, to any stockholder who requests it by contacting Investor Relations at 925-949-5100 or by sending a request by mail to 1981 N. Broadway, Suite 385, Walnut Creek, California 94596, attention David Stickney, Vice President Corporate Communications. The functions of the Compensation Committee are described in the Compensation Committee Charter and include, among other things, evaluating and approving director and officer compensation, benefit and perquisite plans, policies and programs and producing a compensation committee report on executive officer compensation.

The board has affirmatively determined that all of the members of its Compensation Committee meet the definition of an independent director as established by the NYSE.

The Compensation Committee met five times in 2007.

### **Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee is governed by the Nominating and Corporate Governance Committee Charter, which can be found in the Corporate Governance Section under Investor Relations on our website, *www.e-arc.com*, and is available in print, at no cost, to any stockholder who requests it by contacting Investor Relations at 925-949-5100 or by sending a request by mail to 1981 N. Broadway, Suite 385, Walnut Creek, California 94596, attention David Stickney, Vice President Corporate Communications.

The functions of the Nominating and Corporate Governance Committee are described in the Nominating and Corporate Governance Committee Charter and include, among other things, identifying individuals qualified to become members of the board, selecting or recommending to the board the nominees to stand for election as directors, developing and recommending to the board a set of corporate governance principles and overseeing the evaluation of the board and management.

The Board has affirmatively determined that all of the members of its Nominating and Corporate Governance Committee meet the definition of an independent director as established by the NYSE.

The Nominating and Corporate Governance Committee met three times in 2007.

### **Stockholder Communications with Directors**

Stockholders seeking to communicate with the board should submit their written comments to the Secretary, American Reprographics Company, 700 North Central Avenue, Suite 550, Glendale, California 91203. The Secretary will forward all such communications (excluding routine advertisements and business solicitations and communications which the Secretary, in his or her sole discretion, deems to be a security risk or for harassment purposes) to each member of the board, or if applicable, to the individual director(s) named in the correspondence.

ARC reserves the right to screen materials sent to its directors for potential security risks and/or harassment purposes, and ARC also reserves the right to verify ownership status before forwarding stockholder communications to the board.

The Secretary will determine the appropriate timing for forwarding stockholder communications to the directors. The Secretary will consider each communication to determine whether it should be forwarded promptly or compiled and

sent with other communications and other board materials in advance of the next scheduled board meeting.

If a stockholder or other interested person seeks to communicate exclusively with the non-employee directors, such communication should be sent directly to the Secretary who will forward any such communication directly to the Chair of the Nominating and Corporate Governance Committee. The Secretary will first consult with and receive the approval of the Chair of the Nominating and Corporate Governance Committee before disclosing or otherwise discussing the communication with members of management or directors who are members of management.

**Table of Contents****EXECUTIVE OFFICERS**

Our executive officers are appointed by our board of directors and serve at the discretion of our board of directors. The names, ages and positions of all of our executive officers as of March 30, 2008 are listed below:

<b>Name</b>	<b>Age</b>	<b>Position</b>
Kumarakulasingam Suriyakumar	55	President; Chief Executive Officer; Director
Jonathan R. Mather	57	Chief Financial Officer; Secretary
Rahul K. Roy	48	Chief Technology Officer

The following is a brief description of the business experience of each of our executive officers during the past five years and their other affiliations. Biographical information for Mr. Suriyakumar is provided above under Board of Directors.

*Jonathan R. Mather* joined American Reprographics Company as its Chief Financial Officer in December 2006. From 2001 to 2006, Mr. Mather was employed at NETGEAR, a manufacturer of computer networking products, as its Executive Vice President and Chief Financial Officer. Before NETGEAR, from July 1995 to March 2001, Mr. Mather worked at Applause Inc., a consumer products company, where he served as President and Chief Executive Officer from 1998 to 2001, as Chief Financial Officer and Chief Operating Officer from 1997 to 1998 and as Chief Financial Officer from 1995 to 1997. From 1985 to 1995, Mr. Mather was employed with Home Fashions Inc., a consumer products company, where he served as Chief Financial Officer from 1992 to 1995, and as Vice President, Finance of an operating division, Louverdrape, from 1988 to 1992. Prior to that, he spent more than two years at the semiconductor division of Harris Corporation, a communications equipment company, where he served as the Finance Manager of the offshore manufacturing division. He has also worked in public accounting for four years with Coopers & Lybrand (now part of PricewaterhouseCoopers LLP) and for two years with Ernst & Young. Mr. Mather has an M.B.A from Cornell University. He is a Certified Management Accountant (C.M.A.) and a Fellow Chartered Accountant (F.C.A.).

*Rahul K. Roy* joined Holdings as its Chief Technology Officer in September 2000. Prior to joining the Company, Mr. Roy was the founder, President and Chief Executive Officer of MirrorPlus Technologies, Inc., which developed software for the reprographics industry, from August 1993 until it was acquired by us in 1999. Mr. Roy also served as the Chief Operating Officer of InPrint, a provider of printing, software, duplication, packaging, assembly and distribution services to technology companies, from 1993 until it was acquired by us in 1999.

**AUDIT COMMITTEE REPORT AND DISCLOSURES**

All of the members of the Audit Committee of the board (the Audit Committee ) are independent directors as required by and in compliance with the listing standards of the NYSE. The Audit Committee operates pursuant to a written charter adopted by the board.

The Audit Committee is responsible for overseeing the Company's financial reporting process on behalf of the board. Management of the Company has the primary responsibility for the Company's financial reporting process, principles and internal controls as well as preparation of its financial statements. The Company's independent auditors are responsible for performing an audit of the Company's financial statements and expressing an opinion as to the conformity of such financial statements with accounting principles generally accepted in the United States.

The Audit Committee has reviewed and discussed the Company's audited financial statements as of and for the year ended December 31, 2007 with management and the independent auditors. The Audit Committee has discussed with the independent auditors the matters required to be discussed under standards established by the Public Company Accounting Oversight Board (United States), including those matters set forth in Statement on Auditing Standards No. 61 (Communication with Audit Committees), as currently in effect. The independent auditors have provided to the Audit Committee the written disclosures and the letter required by Independence

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Standards Board Standard No. 1 (Independence Discussions with Audit Committees), as currently in effect, and the Audit Committee has discussed with the auditors their independence from the Company. The Audit Committee has also considered whether the independent auditors' provision of information technology and other non-audit services to the Company is compatible with maintaining the auditors' independence. The Audit Committee has concluded that the independent auditors are independent from the Company and its management.

Based on the reports and discussions described above, the Audit Committee has recommended to the board that the Company's audited financial statements be included in its Annual Report on Form 10-K for the year ended December 31, 2007 for filing with the SEC.

Submitted by the members of the Audit Committee of the Company's Board of Directors.

Mark W. Mealy (Chairman)  
Manuel Perez de la Mesa  
Eriberto R. Scocimara

**Table of Contents****BENEFICIAL OWNERSHIP OF VOTING SECURITIES**

The following table sets forth information, as of March 20, 2008, regarding the beneficial ownership of our common stock by:

each person who is known to us to own beneficially more than 5% of our common stock;

all directors and Named Executive Officers as a group; and

each of our directors and each of our executive officers named in the Summary Compensation Table on page 22.

The table includes all shares of common stock issuable within 60 days of March 20, 2008 upon the exercise of options and other rights beneficially owned by the indicated stockholders on that date. Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power with respect to shares. The applicable percentage of ownership for each stockholder is based on 45,114,119 shares of common stock outstanding as of March 20, 2008, together with applicable options for that stockholder. Shares of common stock issuable upon exercise of options and other rights beneficially owned were deemed outstanding for the purpose of computing the percentage ownership of the person holding these options and other rights, but are not deemed outstanding for computing the percentage ownership of any other person. To our knowledge, except under applicable community property laws or as otherwise indicated in the footnotes to this table, beneficial ownership is direct and the persons named in the table below have sole voting and sole investment control regarding all shares beneficially owned.

<b>Name and Address of Beneficial Owner</b>	<b>Shares Beneficially Owned</b>	
	<b>Number</b>	<b>Percent</b>
<b>Principal Stockholders:</b>		
Micro Device, Inc.	5,684,842	12.6%
Columbia Wanger Asset Management, L.P.(1) 227 West Monroe St., Ste 3000, Chicago, IL 60606	4,219,000	9.4%
FMR LLC(2) 82 Devonshire Street, Boston, MA 02109	3,889,306	8.6%
Times Square Capital Management, LLC(3) 1177 Avenue of the Americas 39th Floor New York, NY 10036	2,899,714	6.4%
Kayne Anderson Rudnick Investment Management, LLC(4) 1800 Avenue of the Stars, 2nd Floor Los Angeles, CA 90067	2,836,796	6.3%
T. Rowe Price Associates, Inc.(5) 100 E. Pratt Street, Baltimore, MD 21202	2,595,800	5.8%
<b>Directors and Named Executive Officers:</b>		
Sathiyamurthy Chandramohan(6)(7)(8)	7,065,167	15.7%
Kumarakulasingam Suriyakumar(6)(7)(8)(9)	7,738,956	17.2%
Thomas J. Formolo(10)(11)(12)	74,316	**
Jonathan Mather(13)	53,125	**
Dewitt Kerry McCluggage (12)(14)	5,963	**

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Mark W. Mealy (11)(12)(15)	65,817	**
Manuel Perez de la Mesa (12)(16)	61,317	**
Rahul K. Roy(17)	438,253	1.0%
Eriberto R. Scocimara (12)(14)	5,963	**
All directors and Named Executive Officers as a group (nine persons)	9,133,598	20.0%

\* Except as otherwise noted, the address of each person listed in the table is c/o American Reprographics Company, 1981 N. Broadway, Suite 385, Walnut Creek, California 94596.

\*\* Less than one percent of the outstanding shares of common stock.



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- (1) We have obtained this information concerning the common stock beneficially owned by Columbia Wanger Asset Management, L.P. as of December 31, 2007 based solely on a Schedule 13G filed by Columbia Wanger Asset Management, L.P. on January 22, 2008. According to the Schedule 13G, Columbia Wanger Asset Management, L.P. has sole voting power with respect to 3,973,000 shares, shared voting power with respect to 246,000 shares and sole dispositive power with respect to 4,219,000 shares.
- (2) We have obtained this information concerning the common stock beneficially owned by FMR LLC as of December 31, 2007 based solely on a Schedule 13G amendment filed by FMR LLC on February 14, 2008. According to the Schedule 13G amendment, FMR LLC has sole voting power with respect to 1,000 shares, and sole dispositive power with respect to 3,889,306 shares.
- (3) We have obtained this information concerning the common stock beneficially owned by Times Square Capital Management, LLC as of December 31, 2006 based solely on a Schedule 13G filed by Times Square Capital Management, LLC on February 9, 2007. According to the Schedule 13G, Times Square Capital Management, LLC has sole voting power with respect to 2,488,814 shares and sole dispositive power with respect to 2,899,714 shares.
- (4) We have obtained this information concerning the common stock beneficially owned by Kayne Anderson Rudnick Investment Management, LLC as of December 31, 2007 based solely on a Schedule 13G filed by Kayne Anderson Rudnick Investment Management, LLC on February 11, 2008. According to the Schedule 13G, Kayne Anderson Rudnick Investment Management, LLC has sole voting power and sole dispositive power with respect to 2,836,796 shares.
- (5) We have obtained this information concerning the common stock beneficially owned by T. Rowe Price Associates, Inc. as of December 31, 2007 based solely on a Schedule 13G filed by T. Rowe Price Associates, Inc. on February 13, 2008. According to the Schedule 13G, T. Rowe Price Associates, Inc. has sole voting power with respect to 431,500 shares and sole dispositive power with respect to 2,595,800 shares.
- (6) Includes 5,684,842 shares held by Micro Device, Inc. As Messrs. Chandramohan and Suriyakumar have ownership interests of 56% and 44%, respectively, in Micro Device, Inc. and serve on its board of directors, each could be deemed to have beneficial ownership of all these shares. Messrs. Chandramohan and Suriyakumar each disclaim beneficial ownership of these shares except to the extent of each of their pecuniary interests therein.
- (7) Includes 690,437 shares held by Dieterich Post Company. As Messrs. Chandramohan and Suriyakumar have ownership interests of 47.6% and 37.4%, respectively, in Dieterich Post Company and serve on its board of directors, each could be deemed to have beneficial ownership of all these shares. Messrs. Chandramohan and Suriyakumar each disclaim beneficial ownership of these shares except to the extent of each of their pecuniary interests therein.
- (8) Includes 15,504 shares which remain subject to a repurchase option in favor of the company which lapses on March 27, 2012.
- (9) Includes 725,693 shares held by the Suriyakumar Family Trust. Mr. Suriyakumar and his spouse, as trustees of the Suriyakumar Family Trust, share voting and investment power over these shares.
- (10) Includes 12,740 shares held by Danish-Italian Investors, L.P., Series A. Mr. Formolo could be deemed to have beneficial ownership of all of these shares but disclaims beneficial ownership except to the extent of his

pecuniary interest therein.

- (11) Includes 13,851 shares issuable upon exercise of outstanding stock options exercisable within 60 days of March 20, 2008.
- (12) Includes 1,966 shares which remain subject to a repurchase option in favor of the company which lapses at the rate of 1/12 per month beginning on May 22, 2007 and which will fully lapse on May 22, 2008.
- (13) Includes 53,125 shares issuable upon exercise of outstanding stock options exercisable within 60 days of March 20, 2008.
- (14) Includes 3,997 shares issuable upon exercise of outstanding stock options exercisable within 60 days of March 20, 2008.

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- (15) Includes 50,000 shares held by Eastover Group LLC. Mr. Mealy has controlling voting and investment power over these shares.
- (16) Includes 39,351 shares issuable upon exercise of outstanding stock options exercisable within 60 days of March 20, 2008. Also includes 6,000 shares held by Mr. Perez's children.
- (17) Includes 410,000 shares issuable upon exercise of outstanding stock options exercisable within 60 days of March 20, 2008. Includes 28,253 shares which remain subject to a reacquisition option in favor of the company for failure to satisfactorily maintain and enhance our Sub-Hub software product, which reacquisition option lapses on November 10, 2011.

**EQUITY COMPENSATION PLAN INFORMATION**

The following table sets forth information as of December 31, 2007 regarding all compensation plans previously approved by our security holders and all compensations plans not previously approved by our security holders.

<b>Plan Category</b>	<b>(a)</b> <b>Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights</b>	<b>(b)</b> <b>Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights</b>	<b>(c)</b> <b>Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))</b>
Equity compensation plans approved by stockholders			
2005 Stock Plan	2,057,796(1)	\$ 20.26	2,590,389(2)
2005 Employee Stock Purchase Plan	4,600	\$ 21.65	373,621
Equity compensation plans not approved by stockholders		\$	
<b>Total</b>	<b>2,062,396</b>	<b>\$</b>	<b>2,964,010</b>

(1) Represents outstanding options granted under the 2005 Stock Plan to acquire common stock.

(2) The total shares of common stock currently reserved and authorized for issuance under the 2005 Stock Plan equals 5,000,000 shares of common stock. This authorization automatically increases annually on the first day of our fiscal year, through and including 2010, by the lesser of (i) 1.0% of the outstanding shares on the date of the increase; (ii) 300,000 shares; or (iii) such smaller number of shares determined by our board of directors.

The board may elect to increase, with stockholder approval, or reduce the number of additional shares authorized in any given year.

**EXECUTIVE COMPENSATION AND RELATED INFORMATION**

**Compensation Discussion and Analysis**

The Compensation Committee of the board of directors, which is comprised solely of independent directors, administers the company's stock plan and reviews and makes recommendations to the board of directors regarding compensation and benefits of executive officers. After consideration of the Compensation Committee's recommendations, the entire board of directors reviews and approves the salaries, bonuses and benefit programs for the company's executive officers. The Compensation Committee has the authority to engage the services of outside consultants to assist it. Additionally, the Compensation Committee relies upon data, analysis and recommendations from the Chief Executive Officer in determining the compensation of the company's other executive officers.

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### **Executive Compensation Philosophy**

Our executive compensation program is designed to attract, retain and motivate our executive officers in a manner that is tied directly to achievement of our overall operating and financial goals, and in turn increase stockholder value over the long term. We believe it is in the best interests of our stockholders and our executive officers that our compensation program, and each of its elements, reflect our assessment of Company and individual performance, and be easy to administer. We intend that this simplicity reduce the time and cost involved in setting and implementing our compensation policies and calculating payments under such policies, and increase the transparency of our compensation policies. With this in mind, our compensation program provides our executive officers with the incentive to increase our revenues and earnings per share, to develop and enhance our industry-leading technology, to execute the Company's long term strategic plan, and allows us a framework for measuring and rewarding such performance.

Specifically, our executive compensation program for 2007 consisted of three primary elements: base salary, annual incentive bonuses (which are discussed more specifically below, and are disclosed in the Summary Compensation Table), and restricted stock awards to our former Chief Executive Officer, and our current Chief Executive Officer and President. None of the Company's other executive officers received stock option grants or other equity-based compensation in 2007.

### **Objectives**

The Company's compensation objective is to link compensation to continuous improvements in corporate and individual performance; increases in stockholder value; and attracting and retaining key talent. As an employee's level of responsibility increases so does the percentage of compensation that is based upon this objective. The Company's executive compensation program goals include the following:

To establish pay levels that attract, retain and motivate highly qualified executive officers while considering the overall market competitiveness for such executive talent and balancing the relationship between total stockholder return and direct compensation;

To align executive officer remuneration with the interests of the stockholders;

To recognize superior individual performance;

To balance base and incentive compensation to complement the company's annual and longer term business objectives and strategies and encourage the fulfillment of those objectives and strategies through individual performance;

To provide compensation opportunities based on the company's performance; and

To provide long term incentives and encourage equity participation by executive officers.

The Compensation Committee believes these goals are equally appropriate for the company's non-executive senior management, and has established that annual incentive bonuses and stock option grants be included as fundamental elements of their compensation. Therefore, the Compensation Committee has established that commencing in 2008 and beyond the Company's non-executive senior management compensation include an element directly tied to the Company's achievement of its forecasted annual pre-tax earnings per share on a fully-diluted basis (EPS).

### **Elements of Executive Compensation**

Executive officer compensation consists of the following elements:

*Base Salary.* Base salaries for our executive officers are established based on the scope of their responsibilities, taking into account competitive market compensation paid by similarly sized companies for similar positions. We intend for base salaries for fixed-term periods to attract exceptionally talented executive officers, and to provide them with a reasonable and secure standard of living, based on the executive officer's position within the organization and geographical location.

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Prior to entering into employment agreements with our executive officers in February 2005, under which their base salaries were established, our then governing board of advisors (prior to our reorganization as a Delaware corporation) engaged Mercer Human Resource Consulting ( Mercer ) to provide competitive compensation benchmarking data regarding base salary, annual incentive bonuses, long-term incentive compensation, and other elements of executive remuneration for each of our executive officer positions, and recommendations for contracts between us and our executive officers. Based on Mercer s survey data and recommendations, the company entered into employment agreements with three-year initial terms through February 9, 2008 with each of our executive officers setting their base salaries within approximately 10% of the salaries proposed by Mercer for Mr. Chandramohan, our Chairman and former Chief Executive Officer, Mr. Suriyakumar, then our President and Chief Operating Officer (now our Chief Executive Officer and President), and our Chief Technology Officer, Mr. Roy.

In connection with the hiring of Mr. Mather as our Chief Financial Officer in December 2006, we entered into an employment agreement with a three-year initial term that fixes Mr. Mather s salary, upon the recommendation of the Compensation Committee. In determining Mr. Mather s base salary, we considered the growth in our current revenues since the date of Mercer s report, as well as then-existing market competitive factors to recruit a Chief Financial Officer with experience comparable to Mr. Mather, who served as NETGEAR s Chief Financial Officer until he joined the Company.

We did not adjust the base salaries for Messrs. Chandramohan, Suriyakumar, and Roy during the initial three-year terms of their employment agreements. In connection with Mr. Chandramohan s June 1, 2007 retirement as Chief Executive Officer, the Company agreed to continue to pay his base salary through the end of 2007 in consideration of his prior service to the Company. We subsequently entered into an amendment of Mr. Suriyakumar s employment agreement extending its term by three years and appointing him as the Company s Chief Executive Officer and President, but Mr. Suriyakumar s base salary was not increased from that fixed under his original February 2005 agreement, because we believe a key element of the Chief Executive Officer s annual compensation is an incentive bonus based on the Company s earnings, as described below.

The original term of Mr. Roy s employment agreement expired February 9, 2008, and the agreement provides that it is extended year-to-year thereafter, absent a notice of intention to terminate the agreement. Neither Mr. Roy nor the Company terminated the agreement, and the Company intends to enter into an amendment of the employment agreement to extend its term.

*Annual Incentive Bonus.* We utilize annual bonuses payable in cash or, at an executive officer s election, in shares of our common stock, to focus corporate behavior on achievement of goals for improved financial performance, and achievement of specific annual objectives. Our annual incentive bonuses, as opposed to our stock option and restricted stock grants described below, are designed to reward our executive officers for their performance during the most recent fiscal year. We believe that the immediacy of these annual bonuses, in contrast to equity grants vesting over greater time, provides significantly greater incentive to our executive officers to drive the company s financial performance and meet their respective individual objectives. We intend for our annual incentive bonuses to be an important motivating factor for our executive officers, and we thus apportion a substantial percentage of their total annual compensation to these bonuses.

### **Chief Executive Officer and President**

We adopted the recommendation of Mercer to base the annual incentive bonuses for our Chief Executive Officer and our President solely on year-over-year growth of our EPS. We did so based on our belief that the majority of the Chief Executive Officer s and President s anticipated annual compensation should be directly tied to driving earnings the most important measure of the company s performance and that aligning the interests of Mr. Suriyakumar (and formerly, Mr. Chandramohan) in maximizing annual compensation with the interests of our stockholders in this

manner is appropriate, especially since Messrs. Chandramohan and Suriyakumar are our founders and remain among the company's largest stockholders.

Pursuant to our employment agreement with Mr. Suriyakumar (and the employment agreement with Mr. Chandramohan in effect until his retirement as our Chief Executive Officer), they are each entitled to receive



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an incentive bonus in an amount equal to \$60,000 for each full percentage point by which our EPS for the applicable fiscal year exceeds by more than 10% the EPS for the immediately preceding fiscal year, after taking into account the amounts of the incentive bonuses earned by both of them. Thus, for example, if the EPS for an immediately preceding fiscal year was \$1.00, an incentive bonus of \$60,000 would be due for the succeeding fiscal year if the EPS that year exceeds \$1.11, but is less than \$1.12. Under their employment agreements, Messrs. Chandramohan and Suriyakumar can elect to receive such incentive bonus in cash or in shares of our common stock.

As the Company's EPS for the fiscal year ended December 31, 2007 did not exceed our EPS for the fiscal year ended December 31, 2006 by more than 10%, no incentive bonus was paid to Mr. Chandramohan or Mr. Suriyakumar for the year ended December 31, 2007.

**Other Executive Officers**

As recommended by Mercer, and in contrast to the annual incentive bonuses available to our Chief Executive Officer and President, our Chief Financial Officer and Chief Technology Officer are eligible to earn annual incentive bonuses by successfully completing individual performance criteria during the fiscal year. We intend for these goal-oriented awards to be responsive to changing internal and external business conditions and objectives from year to year. Based on the accomplishments of the company's Chief Financial Officer and Chief Technology Officer in past years, we continue to believe that carefully crafted objectives-based annual bonuses will drive operational and technological success. Accordingly, at the beginning of each year objectives are established for these executive officers against which their actual performance is subsequently measured at year-end.

The incentive bonus objectives for our Chief Technology Officer and our Chief Financial Officer are proposed to us annually by our Chief Executive Officer, and we review and refine the objectives with the Chief Executive Officer, and periodically evaluate actual performance with the Chief Executive Officer throughout the year. Following the applicable year-end, we conduct a final review of these executive officers' performance with the Chief Executive Officer, and approve any annual incentive bonuses payable to them. For the year ended December 31, 2007, the respective objectives were required to be met, in full, by our Chief Financial Officer and Chief Technology Officer, in order for the respective incentive bonuses to be due and payable.

For our fiscal year ended December 31, 2007, we believed Mr. Mather's objectives were appropriately focused on continuing the Company's growth through acquisitions, which acquisition activity Mr. Mather led, and implementing and successfully managing the company's budgeting and expenses, including expenses incurred in connection with a secondary offering of the Company's common stock and the successful closing of a new credit facility in December 2007 in the face of a challenging credit market. We determined that each of Mr. Mather's objectives, which are summarized below, had been fully satisfied and that he was therefore entitled to the full amount of his incentive bonus:

Cash collected from the Company's operating divisions equal to at least 95% of the Company's EBITDA for the 12 months ended December 31, 2007;

Meeting \$42.5 million target for revenues generated from acquisitions the Company closed in 2007;

Successfully managing the company's corporate expenses, including secondary offering expenses and corporate employee bonuses, not to exceed \$17.565 million; and

Implementing new budgeting and variance reporting processes at all of the Company's operating divisions.

(EBITDA is a supplemental measure of the Company's performance that is not required by or presented in accordance with GAAP. EBITDA represents net income before interest, taxes, depreciation and amortization. EBITDA margin is a non-GAAP measure calculated by dividing EBITDA by net sales.)

For the fiscal year ended December 31, 2007, we determined that Mr. Roy's objectives must be directly tied to enhancement of the Company's existing PlanWell internet-based planroom and its additional document management and reprographics software, and the design and development of wholly new printing functionality for facilities management customers using PlanWell. As in previous years, we believed it to be essential for the Company's long-term success that it continue to develop and enhance its industry-leading suite of software products for internal use and licensing to third parties. The Compensation Committee established, and reviewed and updated quarterly,

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Mr. Roy's objectives for enhancements and workflow improvements to the Company's PlanWell, BidCaster, OneView, Sub-Hub, MetaPrint, and Abacus products, and development of the Company's new EasyFM print engine, throughout the year ended December 31, 2007. We determined that each of Mr. Roy's objectives had been satisfied.

*2005 Stock Plan.* We believe that equity grants provide our executive officers and other management-level employees with a strong link to our long-term performance, create an ownership culture, and closely align the interests of our executive officers and other employees, and our stockholders. It is intended to encourage a long-term view and to reward achievements with respect to the Company's strategic goals and financial performance priorities, as well as individual performance.

Our Chief Financial Officer, Chief Technology Officer, and all management-level employees are eligible to receive stock options pursuant to the American Reprographics Company 2005 Stock Plan ( *2005 Stock Plan* ). We did not grant Mr. Mather or Mr. Roy stock options (or other equity compensation) in 2007. The individual option grant levels for all other management-level employees in 2007 were based on each respective employee's scope of responsibility.

We have reviewed other forms of long-term equity compensation. Considering the impact of alignment with stockholder interests, accounting costs, perceived value, and cash cost to the company, we believe that long-term equity incentive primarily in the form of stock options, in limited instances in the form of restricted stock, is the best alternative for the Company.

Stock options granted to non-executive senior management in 2007 vest at the rate of 20% annually over five years, or 25% annually over four years. We have designed our vesting schedules for long-term incentive awards to encourage focus on long-term success, stock ownership by our employees, and as a means of motivating and retaining them. Nevertheless, there are no specific guidelines regarding employee ownership of the Company's stock.

All stock options granted in 2007 were nonstatutory stock options, and our current expectation is that the Company will grant only nonstatutory stock options in future years, given the more favorable tax accounting for them compared to incentive stock options.

*Restricted Stock Awards.* In addition to stock options, the 2005 Stock Plan authorizes us to grant restricted shares of our stock. We believe such a grant of restricted stock rewards exceptional performance that drives significant business objectives and is consistent with our executive compensation philosophy. Equity awards foster an ownership culture and help motivate our executive officers to perform at peak levels across economic and business cycles because the value of these awards is linked to the Company's long-term performance. The Company determines the performance-based conditions for an award of restricted stock, and the conditions for vesting of restricted shares, as we determine to be appropriate from time to time.

In 2007 the Company awarded a restricted stock bonus of 15,504 shares of the Company's common stock each to Mr. Chandramohan and Mr. Suriyakumar. The restricted stock vests, in full, only upon completion of five years of continuous service to the company as an employee, director, or consultant from the date of grant. We intended to reward Messrs. Chandramohan and Suriyakumar for their performances on behalf of the Company, and to provide incentive for their continued service for an additional five-year period.

We did not make any other restricted stock awards in 2007.

*Employee Stock Purchase Plan.* We offer all of our employees, including our executive officers, the opportunity to purchase our common stock through a tax-qualified employee stock purchase plan ( *ESPP* ). Under the ESPP, employees may elect to purchase annually, at a 5% discount (applied to the closing price of our common stock on the NYSE on the date of purchases up to the lesser of (a) 400 shares of our common stock, or (b) that number of shares of

our common stock having an aggregate fair market value of \$25,000.

*Other Compensation.* Our executive officers are entitled to participate in our health, life and disability insurance plans, and our 401(k) plan to the same extent that our other employees are entitled to participate. Our employment agreements with Messrs. Chandramohan, Suriyakumar, and Roy also provide for payment of certain perquisites, including without limitation, automobile leasing and club membership dues. The Company believes

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these benefits are desirable to retain talent and remain competitive in the marketplace and are generally consistent with the practices of our peers.

*Change in Control and Severance Arrangements.* We grant change in control and severance arrangements to our executive officers, including salary and health benefits continuation through specific post-termination periods and accelerated vesting of restricted stock and stock options, as we believe that granting these arrangements is an important element in retaining our executive officers by providing security against arbitrary termination, and that they are appropriate elements of competitive market compensation. Currently, Messrs. Suriyakumar, Roy, and Mather have change in control and severance arrangements, which are described in the Employment Contracts, Termination of Employment and Change in Control Arrangements section below.

**Summary**

After its review of all existing programs, consideration of current market and competitive conditions, and alignment with the Company's overall compensation objectives and philosophy, our Compensation Committee believes that the total compensation program for our executive officers is focused on increasing value for stockholders and enhancing the Company's performance. The Compensation Committee currently believes that a significant portion of compensation of executive officers is properly tied to stock appreciation or stockholder value through stock options, restricted stock awards, and annual incentive bonus measures. Our Compensation Committee believes that our executive compensation levels are competitive with the compensation programs offered by other companies with which we compete for executive talent.

**Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis set forth above with management and, based upon such review and discussions, the Compensation Committee has recommended that the Compensation Discussion and Analysis be included in this proxy statement.

**THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS**

**Manuel Perez de la Mesa**  
**Dewitt Kerry McCluggage**  
**Thomas J. Formolo**

**Table of Contents****Executive Compensation**

The following table provides information regarding the compensation earned during the fiscal year ended December 31, 2007 by our current Chief Executive Officer and President, our former Chief Executive Officer, and our additional two executive officers who were employed by us as of December 31, 2007.

**Summary Compensation Table**

Principal Position(1)	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards(2) (\$)	Change in Pension Value and Non-Qualified Deferred Incentive Plan Compensation		All Other Compensation (\$)
						Compensation (\$)	Earnings (\$)	
ngam Suriyakumar	2007	650,000		500,004(3)				
ve & President	2006	650,000	(4)					
y Chandramohan,	2007	650,000(5)		500,004(6)				
Executive Officer	2006	650,000	(7)					
ather	2007	360,000	300,000					
al Officer	2006	27,692(8)			1,888,500(9)			
	2007	400,000	350,000					22,293(10)
ogy Officer	2006	400,000		1,000,000(11)	147,150	300,000		18,291(12)

(1) In addition to our principal executive officer, our principal financial officer, and our former principal executive officer, our only other executive officer (as defined in Rule 3b-7 of the Exchange Act) was our Chief Technology Officer, Mr. Roy.

(2) The amounts were computed in accordance with FAS 123R.

(3) On March 27, 2007, we granted Mr. Suriyakumar, then our President and Chief Operating Officer, a bonus of 15,504 restricted shares of our common stock with an aggregate value of \$500,004. 100% of these shares of restricted common stock awarded to Mr. Suriyakumar will vest at the end of five years of continuous service to the Company as an employee, director, or consultant.

(4) Given the significant expected savings to the Company resulting from the financial restructuring of our debt in December 2005, the company and Mr. Suriyakumar agreed to waive the annual incentive bonus that would have been earned by him for the year ended December 31, 2006 based on year-over-year growth of our EPS because our reduced interest costs would have resulted in an incentive bonus to Mr. Suriyakumar greater than originally contemplated.

(5)

We agreed to continue to pay Mr. Chandramohan's base salary from his June 1, 2007 retirement as the Company's Chief Executive Officer through the end of 2007 in consideration of Mr. Chandramohan's prior service to the Company.

- (6) On March 27, 2007, we granted Mr. Chandramohan, then our Chief Executive Officer, a bonus of 15,504 restricted shares of our common stock with an aggregate value of \$500,004. 100% of these shares of restricted common stock awarded to Mr. Chandramohan will vest at the end of five years of continuous service to the Company as an employee, director, or consultant.
- (7) Given the significant expected savings to the Company resulting from the financial restructuring of our debt in December 2005, the Company and Mr. Chandramohan agreed to waive the annual incentive bonus that would have been earned by him for the year ended December 31, 2006 based on year-over-year growth of our EPS because our reduced interest costs would have resulted in an incentive bonus to Mr. Chandramohan greater than originally contemplated.
- (8) Mr. Mather commenced employment with us December 4, 2006. Mr. Mather's annual base salary under his employment agreement is \$360,000.
- (9) Mr. Mather was granted an option to purchase 150,000 shares of our common stock under the 2005 Stock Plan, at an exercise price equal to \$33.10 the closing price of our common stock on the NYSE on his first day of employment.

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- (10) Consists of club membership dues of \$3,383, auto lease payments of \$17,884, \$123 401(k) matching contribution, and life and disability insurance premiums of \$903.
- (11) Pursuant to a December 7, 2004 Agreement to Grant Stock with Mr. Roy, we granted him 28,253 restricted shares of our common stock with an aggregate value of \$1,000,000 upon successful completion of software for our Sub-Hub product. As of November 10, 2006, such software had been completed pursuant to our specifications, and Mr. Roy was granted 28,253 shares (determined by the average NYSE closing price for the 10 days immediately preceding the fifth day prior to grant). Such shares remain subject to a reacquisition option in favor of the Company for failure to satisfactorily maintain and enhance our Sub-Hub software product, which reacquisition option lapses on November 10, 2011.
- (12) Consists of club membership dues of \$2,448, auto lease payments of \$13,308, \$1,632 401(k) matching contribution, and life and disability insurance premiums of \$903.

**Grants of Plan-Based Awards**

We did not grant any plan-based stock option awards to our executive officers in our fiscal year ended December 31, 2007.

The only grants of plan-based restricted stock to our executive officers in the fiscal year ended December 31, 2007 were the restricted stock grants to each of Mr. Suriyakumar and Mr. Chandramohan on March 27, 2007. We granted to each of Mr. Suriyakumar, then our President and Chief Operating Officer, and Mr. Chandramohan, then our Chief Executive Officer, a bonus of 15,504 restricted shares of our common stock on March 27, 2007. The aggregate value of each grant was \$500,004, based on the grant price of \$32.25, which was the NYSE closing price of our common stock on the last market trading day before the grant date. Under the 2005 Stock Plan in effect on March 27, 2007, the grant price for a restricted stock grant was the NYSE closing price of our common stock on the last market trading day before the grant date. Our 2005 Stock Plan was amended in May 2007 to provide that the grant price for a restricted stock grant is the NYSE closing price for our common stock on the grant date. The restricted stock grant on March 27, 2007 to each of Mr. Suriyakumar and Mr. Chandramohan will vest at the end of five years of continuous service to the Company as an employee, director, or consultant.

All plan-based awards were granted under the 2005 Stock Plan.

**Grants of Plan-Based Awards  
For Fiscal Year Ended December 31, 2007**

Estimated Future Payouts Under Non-Equity	Estimated Future Payouts Under Equity Incentive	All Other Stock Awards; Number of Shares of Stock	All Other Option Awards; Number or Base Price of Underlying Option	Exercise Grant Date	Fair Value of Stock
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Name	Grant Date	Incentive Plan Awards		Plan Awards			Units	Options	and Awards Option	
		Threshold (\$)	Maximum (\$)	Threshold (#)	Maximum (#)	Maximum (#)			(\$/Sh)	Awards(1)
Kumarakulasingam Suriyakumar	3/27/07						15,504(2)			32.25
Sathiyamurthy Chandramohan	3/27/07						15,504(3)			32.25

- (1) Under the 2005 Stock Plan in effect on March 27, 2007, the grant price for a restricted stock grant was the NYSE closing price of our common stock on the last market trading day before the grant date. Our 2005 Stock Plan was amended in May 2007 to provide that the grant price for a restricted stock grant was the NYSE closing price of our common stock on the grant date.
- (2) On March 27, 2007, we granted Mr. Suriyakumar, then our President and Chief Operating Officer, a bonus of 15,504 restricted shares of our common stock with an aggregate value of \$500,004. 100% of these shares of restricted common stock awarded to Mr. Suriyakumar will vest at the end of five years of continuous service to the Company as an employee, director, or consultant.
- (3) On March 27, 2007, we granted Mr. Chandramohan, then our Chief Executive Officer, a bonus of 15,504 restricted shares of our common stock with an aggregate value of \$500,004. 100% of these shares of restricted common stock awarded to Mr. Chandramohan will vest at the end of five years of continuous service to the Company as an employee, director, or consultant.

Table of Contents**Outstanding Equity Awards at Fiscal Year-End**

The following table presents the outstanding equity awards held by each of the named executive officers as of the fiscal year ended December 31, 2007, including the value of the stock awards.

**Outstanding Equity Awards at 2007 Fiscal Year-End**

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Equity Incentive Plan Awards; Number of Securities Underlying Unearned Options	Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested	Market Value of Shares or Units of Stock that Have Not Vested	Unearned Shares or Units of Stock that Have Not Vested	Equity Incentive Plan Awards; Number of Shares or Units of Stock that Have Not Vested
Kumarakulasingam Suriyakumar						15,504(1)	255,506		
Sathiyamurthy Chandramohan						15,504(2)	255,506		
Jonathan R. Mather	37,500	112,500(3)		33.10	12/4/2016				
Rahul K. Roy	24,000			5.25	5/10/2012	28,253(4)	465,609		
	300,000			5.25	5/10/2012				
	60,000	40,000(5)		5.85	5/30/2014				
	3,000	12,000(5)		25.95	2/21/2016				

(1) Restricted shares remain subject to a reacquisition option in favor of the company in the event Mr. Suriyakumar's continuous service to the Company is terminated, which reacquisition option lapses on March 27, 2012.

(2) Restricted shares remain subject to a reacquisition option in favor of the company in the event Mr. Chandramohan's continuous service to the Company is terminated, which reacquisition option lapses on March 27, 2012.

- (3) The option vests at the rate of 25% upon the first anniversary of the December 4, 2006 commencement of Mr. Mather's employment, and 1/48th each month thereafter.
- (4) Restricted shares remain subject to a reacquisition option in favor of the Company for failure to satisfactorily maintain and enhance our Sub-Hub software product, which reacquisition option lapses on November 10, 2011.
- (5) Option vests 20% annually over 5 years.

**Option Exercises and Stock Vested at Fiscal Year-End**

The following table presents certain information concerning the exercise of options by each of the named executive officers and the vesting of restricted stock of each of the named executive officers during the fiscal year ended December 31, 2007.

**Option Exercises and Stock Vested  
For Fiscal Year Ended December 31, 2007**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Kumarakulasingam Suriyakumar				
Sathiyamurthy Chandramohan				
Jonathan R. Mather				
Rahul K. Roy	100,000	2,708,880		

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### **Pension Benefits**

None of our executive officers participates in, or has account balances in, qualified or non-qualified defined benefit plans sponsored by us.

### **Nonqualified Deferred Compensation**

None of our executive officers participate in or have account balances in non-qualified defined contribution plans or other deferred compensation plans maintained by us.

### **Employment Contracts, Termination of Employment and Change in Control Arrangements**

On February 3, 2005, we entered into employment agreements with Messrs. Suriyakumar and Roy, and on July 27, 2007 we amended Mr. Suriyakumar's agreement to extend his term of employment through February 9, 2011. Mr. Roy's employment agreement provides that it is automatically extended on a year-to-year basis upon expiration of the initial three-year term, subject to notice of non-renewal by the Company or Mr. Roy.

On December 4, 2006, we entered into an employment agreement with Mr. Mather, which includes an initial 3-year term and automatic year-to-year renewal thereafter, subject to notice of non-renewal by the Company or Mr. Mather.

Bonus provisions under the employment agreements are described in the "Annual Incentive Bonus" section above. The employment agreements also provide for payment of group medical, disability and life insurance premiums for our executive officers and their eligible dependents. In addition, the employment agreements with Messrs. Suriyakumar and Roy provide for payment of certain perquisites, including without limitation, automobile leasing and club membership dues. Our employment agreement with Mr. Mather provided for the grant of an option to purchase 150,000 shares of our common stock at an exercise price of \$33.10 per share (the closing price of our common stock on the NYSE on December 4, 2006, the date Mr. Mather's employment commenced).

*Change in Control and Severance Arrangements.* The employment agreements between us and Messrs. Suriyakumar, Roy and Mather each include change in control and severance arrangements, which provide as follows:

For Mr. Suriyakumar, if terminated without cause or his employment terminates for "good reason" (as discussed below), he is entitled to receive: (a) his base salary through the February 9, 2011 expiration of the employment agreement term; (b) continued payment of premiums for him and his eligible dependants to remain covered by our group medical insurance programs, until the earlier of (i) medical insurance coverage being available through another employer, (ii) termination of eligibility for his children under our policies and applicable laws, or (iii) qualification of him and his spouse, in each instance, for Medicare coverage; (c) continued payment of employer-paid benefits, including without limitation, the lease of automobiles, through the February 9, 2011 expiration of the employment agreement term; and (d) immediate vesting of any unvested stock options, restricted stock or similar rights granted to him as of the effective date of termination. As of December 31, 2007, payment of all the foregoing in connection with termination of Mr. Suriyakumar's employment without cause or for good reason would have totaled approximately \$2,670,879. Accelerated vesting of Mr. Suriyakumar's restricted stock would have resulted in vesting of 15,504 shares of common stock that was unvested as of December 31, 2007 with an aggregate fair market value of \$255,506 based on the NYSE closing price on that date.

For Mr. Roy, if terminated without cause or employment terminates for "good reason" (as discussed below), he is entitled to receive: (a) his then base salary through the February 9, 2009 expiration of his current, extended employment agreement term, provided that in the event such termination occurs for good reason because of a

change of control, such payment of base salary shall continue for the greater of (i) the then remaining term of the agreement, or (ii) 12 months; (b) continued payment of premiums for him and his eligible dependants to remain covered by our group medical insurance programs for the period in which he is entitled to continue to receive his base salary; (c) continued payment of employer-paid benefits, including without limitation, automobile leasing, for the period in which he is entitled to continue to receive his base salary; and (d) immediate vesting of all unvested stock options, restricted stock or similar rights granted to

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him as of the effective date of termination. As of December 31, 2007, payment of all the foregoing in connection with termination of Mr. Roy's employment without cause or for good reason would have totaled approximately \$878,356. Accelerated vesting of Mr. Roy's outstanding stock options would have resulted in vesting of 52,000 shares of common stock subject to unvested options as of December 31, 2007 with an aggregate fair market value of \$856,960 (and an aggregate option exercise price of \$545,400), and vesting of 28,253 shares of restricted common stock as of December 31, 2007 with an aggregate fair market value of \$465,609, based on the NYSE closing price on that date.

For Mr. Mather, if terminated without cause or employment terminates for good reason (as discussed below), he is entitled to receive: (a) his base salary for nine months following the effective date of termination; (b) continued payment of premiums for Mr. Mather and his eligible dependants to remain covered by our group medical insurance programs for nine months following the effective date of termination; and (c) immediate vesting of all unvested stock options, restricted stock or similar rights granted to him as of the effective date of termination; and (d) a pro-rated incentive bonus based on the number of days Mr. Mather is employed with us during the fiscal year in which his employment is terminated. As of December 31, 2007, payment of all of the foregoing in connection with termination of Mr. Mather's employment without cause or for good reason would have totaled approximately \$496,481. Accelerated vesting of Mr. Mather's outstanding stock options would have resulted in vesting of 112,500 shares of common stock subject to unvested options as of December 31, 2007, with an aggregate fair market value of \$1,854,000 based on the NYSE closing price on that date (and an aggregate option exercise price of \$3,723,570).

The severance payments and benefits described above are only payable if the executive officer executes and delivers to us an agreement releasing us and our related parties for all claims and liabilities that the executive officer may have against us and our related parties.

Under each of our employment agreements with Messrs. Suriyakumar, Roy, and Mather, cause is defined to include a willful refusal to perform the duties set forth in the agreement or as delegated to him, gross negligence, self dealing or willful misconduct injurious to the Company, fraud or misappropriation of our business and assets, habitual insobriety or use of illegal drugs, any felony conviction or guilty plea that harms the reputation or business of the Company, or material breach of the employment agreement or material policy of the Company.

Each employment agreement with Messrs. Suriyakumar, Roy, and Mather provides that termination of employment by the executive officer for good reason means a material change in his respective duties and responsibilities set forth in the employment agreement, without his written consent, a reduction in his compensation, other than as expressly provided in the employment agreement, a material breach by the Company of any other material terms of the employment agreement, or a change of control, as a result of which he is not offered the same or comparable position in the surviving company, or 12 months after accepting such position, he is terminated without cause, or he terminates his employment for good reason, as provided in the employment agreement. In addition, under Mr. Mather's agreement, termination for good reason includes a termination resulting from relocation of his principal office to a site greater than 50 miles from Glendale, California.

Under each employment agreement between us and Messrs. Suriyakumar, Roy, and Mather, a change of control means: (a) our being merged with any other corporation, as a result of which we are not the surviving company or our shares are not exchanged for or converted into more than 50% of the voting securities of the merged company; (b) our sale or transfer of all or substantially all of our assets; or (c) any third party becoming the beneficial owner in one transaction or a series of transactions within 12 months, of at least 50% of our voting securities.

*Proprietary Information and Invention Assignment Agreements.* Each of our executive officer's employment agreements also includes customary covenants with respect to proprietary information and inventions. Among other

things, the agreements obligate each named executive officer to refrain from disclosing any of our proprietary information received during the course of employment and, subject to an exception under the California Labor Code, to assign to us any inventions conceived or developed during the course of employment.

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**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

The members of our Compensation Committee from January 2007 to December 2007 were Messrs. Perez de la Mesa, Formolo, and McCluggage. No member of our Compensation Committee during the last fiscal year (i) was, during the last fiscal year, an officer or employee, (ii) was formerly an officer, or (iii) had any relationship requiring disclosure under Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended.

During the year ended December 31, 2007, no executive officer of the Company served as a director, or as a member of any compensation committee, of any other for profit entity that had an executive officer who served on the board of directors or Compensation Committee of the Company.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Certain of our directors, executive officers, 5% beneficial owners and their affiliates have engaged in transactions with us in the ordinary course of business. We believe these transactions involved terms comparable to terms that would be obtained from an unaffiliated third party at the times the transactions were consummated. The following is a description of these transactions during our fiscal year ended December 31, 2007.

**Related Party Leases and Purchases**

During our fiscal year ended December 31, 2007, we were a party to leases with entities owned by our Chairman of the Board, Mr. Chandramohan, and our President and Chief Executive Officer, Mr. Suriyakumar, for eight of our facilities located in Los Angeles, California, San Jose, California, Irvine, California, Sacramento, California, Oakland, California, Gaithersburg, Maryland, Costa Mesa, California and Monterey Park, California. These facilities are leased to us under written lease agreements between us and Sumo Holdings LA, LLC, Sumo Holdings San Jose, LLC, Sumo Holdings Irvine, LLC, Sumo Holdings Sacramento, LLC (for both Sacramento and Oakland, California facilities), Sumo Holdings Maryland, LLC, Sumo Holdings Costa Mesa, LLC, and Dieterich-Post Company, respectively.

Messrs. Chandramohan and Suriyakumar are the only members of each of these limited liability companies, and collectively own 85% of the outstanding shares of Dieterich-Post Company.

Under these leases, we paid these entities rent in the aggregate amount of \$1,585,716 in 2007. We were also obligated to reimburse these entities for certain real property taxes and the actual costs incurred by these entities for insurance and maintenance on a triple net basis.

The eight leases described above expire between March 31, 2009 and July 31, 2019.

**Consulting Agreement**

On February 28, 2007, we entered into a written consulting agreement with Legg Consulting LLC, which is controlled by our former Chief Financial Officer, Mark Legg, effective March 1, 2007 upon Mr. Legg's resignation as our full-time employee. The term of the consulting agreement is one year.

Pursuant to the consulting agreement, we engaged Mr. Legg to provide professional services related to merger and acquisition strategic planning and due diligence, transition assistance to our current Chief Financial Officer, pending accounting matters, and such other matters as we may request. We pay Legg Consulting LLC the sum of \$24,250 per month during the term of the agreement.



**Policies and Procedures Regarding Related Persons Transactions**

The real property leases described above were originally entered into by us between November 17, 1997 and September 23, 2003. Our board of directors determined that as of the February 2005 closing of our initial public offering, we would not enter into any arrangements to lease any additional facilities from Messrs. Chandramohan and Suriyakumar or their affiliates. Our board of directors requires that any extensions of the existing real property leases will not be approved if the proposed base rent exceeds the then-existing fair market rate in the applicable geographic market. Our Chief Financial Officer reviews relevant market data to ensure that lease term base rent for

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any extension term does not exceed the fair market rate and is authorized to consult with and retain the services of professionals, as necessary, to determine prevailing market rental rates.

In addition to these guidelines regarding real property leasing, written guidelines adopted by our board of directors require that the board review and approve any proposed transaction with any principal stockholder, director, or executive officer, including their affiliates and other related persons. Pursuant to these guidelines, our Board of Directors reviewed and approved the compensation under the consulting agreement with Legg Consulting LLC described above.

## **Indemnification Agreements**

We have entered into indemnification agreements with each of our directors and executive officers that provide indemnification under certain circumstances for acts and omissions that may not be covered by any directors and officers liability insurance. The indemnification agreements may require us, among other things, to indemnify our officers and directors against certain liabilities that may arise by reason of their status or service as officers and directors (other than liabilities arising from willful misconduct of a culpable nature), to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified, and to obtain officers and directors insurance if available on reasonable terms.

## **Registration Rights Agreement**

On April 10, 2000, we entered into a registration rights agreement with Messrs. Chandramohan and Suriyakumar, and with certain other holders of our common stock and holders of warrants to purchase our common stock, including entities affiliated with our director, Mr. Formolo, and our former director, Mr. Code, which registration rights agreement was amended as of December 29, 2004. Currently the registration rights agreement is only in effect with respect to Messrs. Chandramohan and Suriyakumar (or entities in which they control a majority of voting shares). As of March 20, 2008, holders of 8,428,844 shares of common stock are entitled to certain rights with respect to the registration of such shares under the Securities Act of 1933, as amended ( Securities Act ). These registration rights are described below.

*Demand Registrations.* At any time following six months after the February 9, 2005 closing of our initial public offering, the holders of a majority of the registrable securities held by ARC Acquisition Co., L.L.C., an entity affiliated with our director, Mr. Formolo, and our former director, Mr. Code, and the holders of a majority of the registrable securities held by Messrs. Chandramohan and Suriyakumar (or entities in which they control a majority of the voting shares) each are entitled (as a group) to request up to two registrations on Form S-1 or similar long-form registration statements, respectively, and two short-form registrations on Form S-2, S-3 or any similar short-form registration statements, respectively. The holders of a majority of all other registrable securities under the registration rights agreement are entitled to request one short-form registration.

*Piggyback Rights.* The holders of registrable securities other than those originally requesting registration pursuant to a demand registration can request to participate in, or piggyback on, any demand registration.

*Piggyback Registrations.* If we propose to register any of our equity securities under the Securities Act (other than pursuant to a demand registration of registrable securities or a registration on Form S-4 or Form S-8) for us or for holders of securities other than the registrable securities, we will offer the holders of registrable securities the opportunity to register their registrable securities.

*Conditions and Limitations; Expenses.* The registration rights are subject to conditions and limitations, including the right of the underwriters to limit the number of shares to be included in a registration and our right to delay or

withdraw a registration statement under specified circumstances. We will pay the registration expenses of the holders of registrable securities in demand registrations and piggyback registrations in connection with the registration rights agreement.

**Table of Contents****SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires directors and certain officers of the company and persons who own more than 10% of our common stock to file with the SEC initial reports of beneficial ownership (Form 3) and reports of subsequent changes in their beneficial ownership (Form 4 or Form 5) of ARC's common stock. Such directors, officers and greater-than-10% stockholders are required to furnish us with copies of the Section 16(a) reports they file. The SEC has established specific due dates for these reports, and ARC is required to disclose in this report any late filings or failures to file.

Based solely on our review of copies of the Section 16(a) reports received or written representations from such officers, directors and greater-than-10% stockholders, we believe that all Section 16(a) filings applicable to our officers, directors and greater-than-10% stockholders were complied with during the fiscal year ended December 31, 2007.

**PROPOSAL 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS****Appointment of Auditors**

PricewaterhouseCoopers LLP audited ARC's annual financial statements for the fiscal year ended December 31, 2007. The Audit Committee has appointed PricewaterhouseCoopers LLP to be ARC's independent auditors for the fiscal year ending December 31, 2008. The stockholders are asked to ratify this appointment at the annual meeting. A representative of PricewaterhouseCoopers LLP will be present at the meeting to respond to appropriate questions and to make a statement if they so desire.

**Auditor Fees**

A summary of the services provided by PricewaterhouseCoopers LLP for the years ended December 31, 2007 and 2006 are as follows (in thousands):

	<b>2006</b>	<b>2007</b>
Audit fees(a)	\$ 1,690	\$ 2,099
Audit related fees(b)	203	343
Tax fees(c)		54
All other fees(d)	2	4
	<b>\$ 1,895</b>	<b>\$ 2,500</b>

(a) Consists of aggregate fees billed or expected to be billed for professional services rendered for the audit of our annual consolidated financial statements for each of the fiscal years ended December 31, 2007 and December 31, 2006, reviews of financial statements in the company's quarterly reports on Form 10-Q for each of the fiscal years ended December 31, 2006 and December 31, 2007.

(b)

Consists of aggregate fees billed or expected to be billed for assurance and related services reasonably related to the performance of the audit or review of the company's financial statements for the fiscal years ended December 31, 2006 and December 31, 2007 and are not included in the audit fees listed above. This category includes fees related to accounting consultations, consultations concerning financial accounting and reporting standards, and audit services not required by statute or regulation.

- (c) Consists of aggregate fees billed or expected to be billed for tax compliance, tax advice, and tax planning for each of the fiscal years ended December 31, 2006, and December 31, 2007.
- (d) Consists of aggregate fees billed or expected to be billed for all other services not included in the three categories set forth above for each of the fiscal years ended December 31, 2006 and December 31, 2007.

The Audit Committee has adopted a pre-approval policy governing the engagement of the Company's independent registered public accounting firm for all audit and non-audit services. The Audit Committee's pre-approval policy provides that the Audit Committee must pre-approve all audit services and non-audit services to be

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performed for the Company by its independent registered public accounting firm prior to their engagement for such services. The Audit Committee pre-approval policy establishes pre-approved categories of certain non-audit services that may be performed by the Company's independent registered public accounting firm during the fiscal year, subject to dollar limitations that may be set by the Audit Committee. Pre-approved services include certain audit related services, tax services and various non-audit related services. The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee may delegate pre-approval authority to one or more of its members. The member(s) to whom such authority is delegated must report any pre-approval decisions to the Audit Committee at its next meeting. One hundred percent of the services provided by PricewaterhouseCoopers LLP during 2007 and 2006 were approved by the Audit Committee in accordance with the pre-approval procedures described above.

Under Company policy and/or applicable rules and regulations, the independent registered public accounting firm is prohibited from providing the following types of services to the Company: (1) bookkeeping or other services related to the Company's accounting records or financial statements, (2) financial information systems design and implementation, (3) appraisal or valuation services, fairness opinions or contribution-in-kind reports, (4) actuarial services, (5) internal audit outsourcing services, (6) management functions, (7) human resources, (8) broker-dealer, investment advisor or investment banking services, and (9) legal services.

## **Vote Required For Ratification**

The Audit Committee was responsible for selecting ARC's independent auditors for fiscal year 2008 pursuant to the terms of the Audit Committee charter. Accordingly, stockholder approval is not required to appoint PricewaterhouseCoopers LLP as ARC's independent auditors for fiscal year 2008. The board believes, however, that submitting the appointment of PricewaterhouseCoopers LLP to the stockholders for ratification is a matter of good corporate governance. The Audit Committee is solely responsible for selecting ARC's independent auditors. If the stockholders do not ratify the appointment, the Audit Committee will review its future selection of independent auditors.

The ratification of the appointment of PricewaterhouseCoopers LLP as ARC's independent auditors requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.

**YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE  
FOR THE RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS  
INDEPENDENT AUDITOR FOR 2008**

## **OTHER MATTERS**

We know of no other business that will be presented at the meeting. If any other matter properly comes before the stockholders for a vote at the meeting, however, the proxy holders will vote your shares in accordance with their best judgment.

## **ADDITIONAL INFORMATION**

### **Householding of Proxies**

Under rules adopted by the SEC, we are permitted to deliver a single set of any proxy statement, information statement, annual report and prospectus to any household at which two or more stockholders reside if we believe the stockholders are members of the same family. This process, called householding, allows us to reduce the number of copies of these materials we must print and mail. Even if householding is used, each stockholder will continue to

receive a separate proxy card or voting instruction card.

The Company is not householding for those stockholders who hold their shares directly in their own name. If you share the same last name and address with another Company stockholder who also holds his or her shares directly, and you would each like to start householding for the Company's annual reports, proxy statements, information statements

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and prospectuses for your respective accounts, then please contact us at American Reprographics Company, 700 North Central Avenue, Suite 550, Glendale, California 91203, Attention: Jonathan R. Mather, Telephone (818) 500-0225.

This year, some brokers and nominees who hold Company shares on behalf of stockholders may be participating in the practice of householding proxy statements and annual reports for those stockholders. If your household received a single proxy statement and annual report for this year, but you would like to receive your own copy this year, please contact us at, American Reprographics Company, 700 North Central Avenue, Suite 550, Glendale, California 91203, Attention: Jonathan R. Mather, Telephone (818) 500-0225, and we will promptly send you a copy. If a broker or nominee holds Company shares on your behalf and you share the same last name and address with another stockholder for whom a broker or nominee holds Company shares, and together both of you would like to receive only a single set of the Company's disclosure documents, please contact your broker or nominee as described in the voting instruction card or other information you received from your broker or nominee.

If you consent to householding, your election will remain in effect until you revoke it. Should you later revoke your consent, you will be sent separate copies of those documents that are mailed at least 30 days or more after receipt of your revocation.

**Stockholder Proposals and Stockholder Board Nominations**

Our amended and restated bylaws set forth the requirements that must be satisfied in order for a stockholder to recommend a nominee for election to our board of directors at our annual meeting or to bring other business properly before our annual meeting. For nominations or other business to be properly brought before an annual meeting by a stockholder, (i) the stockholder must give timely notice of the nomination in writing to our Secretary, (ii) such other business must be a proper matter for stockholder action, (iii) if the stockholder provides the Company with a Solicitation Notice (as defined below), the stockholder must deliver a proxy statement and form of proxy, in the case of a stockholder proposal of other business, to holders of at least the percentage of the corporation's voting shares required under applicable law to carry any such proposal and, in the case of a nomination, to holders of a percentage of our voting securities reasonably believed by the stockholder to be sufficient to elect the nominee, and must, in either case, have included in such materials the Solicitation Notice, and (iii) if no Solicitation Notice is timely provided, then the stockholder must not have solicited a number of proxies sufficient to have required the delivery of such a solicitation notice.

To be timely, a stockholder's notice must be delivered to our secretary at our principal executive office not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting. If the date of the annual meeting is advanced more than 30 days prior to or delayed by more than 30 days after the anniversary of the preceding year's annual meeting, notice by the stockholder must be delivered not earlier than the close of business on the 120th day prior to the annual meeting and not later than the close of business on the later of the 90th day prior to the annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. Public announcement of an adjournment of our annual meeting will not commence a new time period for the giving of a stockholder's notice.

The stockholder's notice must set forth: (i) as to each person whom the stockholder proposed to nominate for election or reelection as a director, all information relating to the nominee that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act and Rule 14a-4(d) thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and (ii) as to any other business that the stockholder proposes to bring before the meeting, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest in such business of such stockholder and the beneficial owner, if any, on whose



behalf the proposal is made; and (iii) as to the stockholder giving the notice (A) the name and address of the stockholder, as they appear on our books and records, (B) the class and number of shares of our stock that are owned beneficially and of record by the stockholder, and (C) whether the stockholder intends to deliver a proxy statement and form of proxy to holders of, in the case of the stockholder proposal, at least the percentage of the corporation's voting shares required under applicable law to carry the stockholder proposal or, in the case of a nomination, a sufficient number of holders of the corporation's voting shares to elect such nominee or nominees (such an affirmative statement being referred to as a Solicitation Notice ).

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You may contact the Secretary at ARC at our principal executive offices to request a printed copy of the relevant amended and restated bylaws provision regarding the requirements for making stockholder proposals and nominating director candidates.

**IMPORTANT NOTICE REGARDING THE INTERNET AVAILABILITY OF PROXY MATERIALS**

**Stockholders may access, view and download this proxy statement and our Annual Report on Form 10-K, over the internet by going to <http://ww3.ics.adp.com/streetlink/ARP>**

**Additional Information**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document we file with the SEC at the SEC's public reference room at 450 Fifth Street, NW, Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for information on the public reference room. The SEC maintains an internet site that contains annual, quarterly and current reports, proxy and information statements and other information that issuers file electronically with the SEC. The SEC's internet site is [www.sec.gov](http://www.sec.gov).

Our internet address is [www.e-arc.com](http://www.e-arc.com). You can access our Investor Relations webpage through our internet site, [www.e-arc.com](http://www.e-arc.com), by clicking on the Investor Relations link at the top of the page. We make available free of charge, on or through our Investor Relations webpage, our proxy statements, annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to the Exchange Act, as soon as reasonably practicable after such material is electronically filed with, or furnished to, the SEC. We also make available, through our Investor Relations webpage, statements of beneficial ownership of our equity securities filed by our directors, officers, 10% or greater stockholders and others under Section 16 of the Exchange Act. The reference to our website address does not constitute incorporation by reference of the information contained in the website and should not be considered part of this document.

A copy of our Code of Conduct, as defined under Item 406 of Regulation S-K, including any amendments thereto or waivers thereof, Corporate Governance Guidelines, and Board Committee Charters can also be accessed on our website [www.e-arc.com](http://www.e-arc.com), by clicking on the Investor Relations link at the top of the page and then selecting Corporate Governance from the Investor Relations webpage. Our Code of Conduct applies to all directors, officers and employees, including our Chief Executive Officer, our Chief Financial Officer and our Controller. We will post any amendments to the Code of Conduct, and any waivers that are required to be disclosed by the rules of either the SEC or the NYSE, on our internet site.

You can request a printed copy of these documents, excluding exhibits, at no cost, by contacting Investor Relations at 925-949-5100 or by sending a request by mail to 1981 N. Broadway, Suite 385, Walnut Creek, California 94596, attention David Stickney, Vice President Corporate Communications.

**YOUR VOTE AT THIS YEAR'S MEETING IS IMPORTANT, NO MATTER HOW MANY OR HOW FEW SHARES YOU OWN. PLEASE SIGN AND DATE THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED POSTAGE-PAID ENVELOPE PROMPTLY.**

By order of the board of directors,

Jonathan R. Mather  
*Chief Financial Officer and Secretary*

April 2, 2008



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**APPENDIX I**

**AMERICAN REPROGRAPHICS COMPANY**

**AUDIT COMMITTEE CHARTER**

**Purpose**

The Audit Committee (the "Audit Committee") of American Reprographics Company (the "Company") is appointed by the Company's Board of Directors (the "Board") to assist the Board in monitoring (i) the integrity of the Company's financial statements of the Company, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence, and (iv) the performance of the Company's internal audit function and independent auditors.

The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the "Commission") to be included in the Company's annual proxy statement.

**Committee Membership**

The Audit Committee shall consist of no fewer than three members. The members of the Audit Committee shall meet the independence and experience requirements of the New York Stock Exchange, Section 10A(m)(3) of the Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission. At least one member of the Audit Committee shall be an "audit committee financial expert" as defined by the Commission. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies. One member of the Audit Committee will serve as the Chairperson of the Audit Committee. The Committee may also appoint a secretary, who need not be a director, whose primary responsibility will be to keep the minutes of the Audit Committee meetings.

Members of the Committee and the Committee Chairperson shall be appointed by and may be removed by the Board on the recommendation of the Nominating and Corporate Governance Committee.

**Meetings**

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Audit Committee shall meet periodically in separate executive sessions with management (including the chief financial officer and chief accounting officer), the internal auditors and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

**Committee Authority and Resources**

The Audit Committee shall have the sole authority to appoint or replace the independent auditor (subject, if applicable, to stockholder ratification). The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related

work. The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the terms thereof) to be performed for the Company by its independent auditor, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may form and delegate authority to sub-committees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non- audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

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The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Audit Committee.

**Committee Duties and Responsibilities**

The Audit Committee, to the extent it deems necessary or appropriate, shall:

**Financial Statement and Disclosure Matters**

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
4. Review and discuss with management and the independent auditor any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
5. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and the independent auditor's attestation of the report prior to the filing of the Company's Form 10-K.
6. Review and discuss quarterly reports from the independent auditors on:
  - (a) all critical accounting policies and practices to be used;
  - (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
  - (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
7. Discuss with management the Company's earnings press releases, including the use of pro forma or adjusted non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

9. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

10. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

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11. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

**Oversight of the Company's Relationship with the Independent Auditor**

12. Review and evaluate the lead partner of the independent auditor team.

13. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.

14. Ensure the rotation of the audit partners as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.

15. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor.

16. Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.

17. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

**Oversight of the Company's Internal Audit Function**

18. Review the appointment and replacement of the senior internal auditing executive.

19. Review the significant reports to management prepared by the internal auditing department and management's responses.

20. Discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.

**Compliance Oversight Responsibilities**

21. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.

22. Obtain reports from management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Review reports and disclosures of insider and affiliated party transactions. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.



23. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

24. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting policies.

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25. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies and internal controls.

**Other Duties and Responsibilities**

26. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

27. Conduct an annual performance evaluation of the Audit Committee and report the results of this review to the Board.

28. Review and recommend to the Board for approval policies relating to the delegation of authority to the officers and employees of the Company.

29. Perform any other duties or responsibilities expressly delegated to the Audit Committee by the Board from time to time.

**Limitation of Audit Committee's Role**

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

**Reports**

The Audit Committee shall make regular reports to the Board. The Audit Committee will, to the extent it deems appropriate, record its summaries of recommendations to the Board in written form that will be incorporated as a part of the minutes of the Board. The Audit Committee will also prepare and sign a Report of the Audit Committee for inclusion in the Company's proxy statement for its annual meeting of stockholders.

**February 2005**  
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**AMERICAN REPROGRAPHICS COMPANY**

**Audit Committee Pre-Approval Policy**

**I. STATEMENT OF PRINCIPLES**

The Audit Committee must pre-approve the audit and non-audit services performed by the independent auditor in order to assure that the provision of such services does not impair the auditor's independence. Before the Company or any of its subsidiaries engages the independent auditor to render a service, the engagement must be either:

1. specifically approved by the Audit Committee; or
2. entered into pursuant to this Pre-Approval Policy.

The appendices to this Pre-Approval Policy describe in detail the particular audit, audit-related, tax and other services that have the pre-approval of the Audit Committee pursuant to this Pre-Approval Policy.(1) The term of any pre-approval is 12 months from the date of pre-approval, unless the Audit Committee specifically provides for a different period. The Audit Committee shall periodically revise the list of pre-approved services.

**II. DELEGATION**

The Audit Committee may delegate pre-approval authority to one or more of its members. The member or members to whom such authority is delegated shall report any pre-approval decisions to the Audit Committee at its next scheduled meeting. The Audit Committee may not delegate to management the Audit Committee's responsibilities to pre-approve services performed by the independent auditor.

**III. AUDIT SERVICES**

The Audit Committee must specifically pre-approve the terms of the annual audit services engagement. The Audit Committee shall approve, if necessary, any changes in terms resulting from changes in audit scope, Company structure or other matters.

In addition to the annual audit services engagement approved by the Audit Committee, the Audit Committee may grant pre-approval for other audit services, which are those services that only the independent auditor reasonably can provide. The Audit Committee has pre-approved the audit services listed in Appendix A. All other audit services not listed in Appendix A must be specifically pre-approved by the Audit Committee.

**IV. AUDIT-RELATED SERVICES**

Audit-related services, including internal control-related services, are assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and/or the Company's internal control over financial reporting and that are traditionally performed by the independent auditor. The Audit Committee believes that the provision of audit-related services does not impair the independence of the auditor, and has pre-approved the audit-related services listed in Appendix B. All other audit-related services not listed in Appendix B, and all internal control-related services, must be specifically pre-approved by the Audit Committee.

**V. TAX SERVICES**

The Audit Committee believes that the independent auditor can provide tax services to the Company such as tax compliance, tax planning and tax advice without impairing the auditor's independence. However, the Audit Committee shall scrutinize carefully the retention of the independent auditor in connection with any tax-related transaction initially recommended by the independent auditor. The Audit Committee has pre-approved the tax services listed in Appendix C. All tax services not listed in Appendix C must be specifically pre-approved by the Audit Committee.

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**VI. OTHER SERVICES**

The Audit Committee may grant pre-approval to those permissible non-audit services classified as other services that it believes would not impair the independence of the auditor, including those that are routine and recurring services. The Audit Committee has pre-approved the other services listed in Appendix D. Permissible other services not listed in Appendix D must be specifically pre-approved by the Audit Committee.

A list of the non-audit services prohibited under the rules of the Securities and Exchange Commission (the Commission ) is attached to this Pre-Approval Policy as Exhibit 1. The rules of the Commission and the Public Company Accounting Oversight Board (the PCAOB ) and relevant guidance should be consulted to determine the precise definitions of these services and the applicability of exceptions to certain of the prohibitions.

**VII. PRE-APPROVAL FEE LEVELS**

The Audit Committee may consider the amount or range of estimated fees as a factor in determining whether a proposed service would impair the auditor's independence. Where the Audit Committee has approved an estimated fee for a service, the pre-approval applies to all services described in the approval. However, in the event the invoice in respect of any such service is materially in excess of the estimated amount or range, the Audit Committee must approve such excess amount prior to payment of the invoice. The Audit Committee expects that any requests to pay invoices in excess of the estimated amounts will include an explanation as to the reason for the overage. The Company's independent auditor will be informed of this policy.

**VIII. SUPPORTING DOCUMENTATION**

With respect to each proposed pre-approved service, the independent auditor must provide the Audit Committee with detailed back-up documentation regarding the specific services to be provided.

**IX. PROCEDURES**

The Company's management shall inform the Audit Committee of each service performed by the independent auditor pursuant to this Pre-Approval Policy.

Requests or applications to provide services that require separate approval by the Audit Committee shall be submitted to the Audit Committee by both the independent auditor and the Chief Financial Officer, and must include a joint statement as to whether, in their view, the request or application is consistent with the rules of the Commission and the PCAOB on auditor independence.

**February 2005**  
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**Appendix A**

**Form used for:  
Pre-Approved Audit Services for Fiscal Year 2005**

Dated: [       ]

**Service**

**Estimated Range of Fees**

Statutory audits or financial audits for subsidiaries or affiliates of the Company  
Services associated with registration statements, periodic reports and other documents  
filed with the Commission or other documents issued in connection with securities  
offerings (e.g., comfort letters, consents), and assistance in responding to Commission  
comment letters

Consultations by the Company's management as to the accounting or disclosure  
treatment of transactions or events and/or the actual or potential impact of final or  
proposed rules, standards or interpretations by the Commission, PCAOB, FASB, or  
other regulatory or standard-setting bodies (Note: Under Commission rules, some  
consultations may be audit-related services rather than audit services)

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**Appendix B**

**Form used for:  
Pre-Approved Audit-Related Services for Fiscal Year 2005**

Dated: [       ]

**Service**

**Estimated Range of Fees**

Due diligence services pertaining to potential business acquisitions/dispositions  
Financial statement audits of employee benefit plans  
Agreed-upon or expanded audit procedures related to accounting and/or billing records  
required to respond to or comply with financial, accounting or regulatory reporting  
matters  
Consultations by the Company's management as to the accounting or disclosure  
treatment of transactions or events and/or the actual or potential impact of final or  
proposed rules, standards or interpretations by the Commission, PCAOB, FASB, or  
other regulatory or standard-setting bodies (Note: Under the rules of the Commission,  
some consultations may be audit services rather than audit-related services)  
Attest services not required by statute or regulation

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**Appendix C**

**Form used for:  
Pre-Approved Tax Services for Fiscal Year 2005**

Dated: [       ]

**Service**

**Estimated Range of Fees**

U.S. federal, state and local tax planning and advice

U.S. federal, state and local tax compliance

International tax planning and advice

International tax compliance

Review of federal, state, local and international income, franchise and other tax returns

Licensing or purchase of income tax preparation software from the independent auditor,  
provided the functionality is limited to preparation of tax returns

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**Appendix D**

**Form used for:  
Pre-Approved Other Services for Fiscal Year 2005**

Dated: [       ]

<b>Service</b>	<b>Estimated Range of Fees</b>
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**Exhibit 1**

**Prohibited Non-Audit Services**

Bookkeeping or other services related to the accounting records or financial statements of the audit client

Financial information systems design and implementation

Appraisal or valuation services, fairness opinions or contribution-in-kind reports

Actuarial services

Internal audit outsourcing services

Management functions

Human resources

Broker-dealer, investment adviser or investment banking services

Legal services

Expert services unrelated to the audit

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PROXY AMERICAN REPROGRAPHICS COMPANY Proxy for Annual Meeting of Stockholders to be held May 2, 2008 The undersigned hereby appoints Jonathan R. Mather, Chief Financial Officer and Secretary of ARC, and Kumarakula singam Suriyakumar, the President, Chief Executive Officer and a director of ARC, and each of them, with full power of substitution, proxies of the undersigned to vote all shares of Common Stock of American Reprographics Company held by the undersigned on March 20, 2008, at the annual meeting of stockholders to be held at the Diablo Country Club, 1700 Clubhouse Road, Diablo, California 94528 on Friday, May 2, 2008, at 9:00 a.m. PDT, and at any postponements or adjournments thereof. Without limiting the authority granted herein, the above named proxies are expressly authorized to vote as directed by the undersigned as to those matters set forth on the reverse side hereof. If no directions are given, this Proxy will be voted for all of the director nominees named on the reverse side and for Item 2. The above named proxies will vote in their discretion on all other matters that are properly brought before the annual meeting. The undersigned hereby revokes any proxy heretofore given to vote at such meeting. (CONTINUED, AND TO BE SIGNED ON THE OTHER SIDE) Address Change/Comments (Mark the corresponding box on the reverse side) FOLD AND DETACH HERE

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THIS PROXY WILL BE VOTED AS DIRECTED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED FOR THE PROPOSALS. Mark Here THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS. for Address Change or Comments PLEASE SEE REVERSE SIDE FOR WITHHOLD ALL FOR AGAINST ABSTAIN I T E M 1 Election of seven Directors T I E M 2 Ratify the appointment of PricewaterhouseCoopers LLP Nominees: as the Company s independent auditors for 2008. 01 Sathiyamurthy Chandramohan 02 Kumarakulasingam Suriyakumar 03 Thomas J. Formolo I T E M 3 In their discretion, to transact such other business as may properly come before the meeting and any 04 Dewitt Kerry McCluggage adjournments thereof. 05 Mark W. Mealy 06 Manuel Perez de a l Mesa 07 Eriberto R. Scocimara Withheld o f r t h e nominees you li st below: (Write h t at WILL ATTEND If you plan to attend the Annual Meeting, nominee s name n i h t e space provided below.) please mark the WILL ATTEND box \_\_\_Signature Signature Date NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. FOLD AND DETACH HERE WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING, BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK. Internet and telephone voting is available through 11:59 PM Eastern Time the day prior to annual meeting day. Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. INTERNET TELEPHONE <http://www.proxyvoting.com/arp> 1-866-540-5760 Use the Internet to vote your proxy. OR Use any touch-tone telephone to Have your proxy card in hand vote your proxy. Have your proxy when you access the web site. card in hand when you call. If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card. To vote by mail , mark, sign and date your proxy card and return it in the enclosed postage-paid envelope. Choose MLinkSM for fast, easy and secure 24/7 onli ne access to your future proxy materials , n i vestment plan statements, tax documents and more. Simply log on to Investor ServiceDirect® at [www.bnymellon.com/shareowner/isd](http://www.bnymellon.com/shareowner/isd) where step-by-step n i structio ns will prompt you through enrollment. Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 2, 2008. The proxy statement and annual report to security holders are avail able at <<http://ww3.ics.adp.com/streetlink/ARP>>