

CROSS A T CO
Form DEF 14A
March 26, 2009

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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
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

A. T. Cross Company
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than 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
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1) Amount Previously Paid:

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD APRIL 23, 2009**

TO THE SHAREHOLDERS OF A.T. CROSS COMPANY:

Notice is hereby given that the annual meeting of shareholders of A.T. Cross Company (the Company) will be held on Thursday, April 23, 2009 at 10:00 a.m. at the offices of the Company, One Albion Road, Lincoln, Rhode Island 02865, for the following purposes:

1. Fixing the number of directors at nine, of which three shall be Class A directors and six shall be Class B directors (by holders of Class A and Class B common stock voting together as a single class).
2. Electing three Class A directors (by holders of Class A common stock only) and six Class B directors (by holders of Class B common stock only) to hold office until the next annual meeting of shareholders or until their successors are duly elected and qualified.
3. Transacting such other and further business as may properly come before said meeting upon which the holders of Class A common stock or Class B common stock, respectively, are entitled to vote.

The stock transfer books will not be closed. The close of business on February 26, 2009 has been fixed as the record date for determining shareholders entitled to vote at the annual meeting or any adjournments or postponements thereof, and only holders of record of Class A common stock or Class B common stock as of that time are entitled to receive notice of and to vote at said meeting or any adjournments or postponements thereof.

By order of the Board of Directors

Tina C. Benik
Vice President, Legal and Human Resources
Corporate Secretary

March 26, 2009

PLEASE COMPLETE, SIGN AND DATE THE ENCLOSED PROXY AND MAIL IT AS PROMPTLY AS POSSIBLE. IF YOU ATTEND THE MEETING AND VOTE IN PERSON, THE PROXY WILL NOT BE USED.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
ANNUAL
MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 23, 2009.**

**The Company's Proxy Statement and Annual Report are available at:
<http://www.edocumentview.com/ATX>.**

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**ONE ALBION ROAD
LINCOLN, RHODE ISLAND 02865**

**PROXY STATEMENT
FOR ANNUAL SHAREHOLDERS MEETING
APRIL 23, 2009**

This statement is furnished in connection with the accompanying proxy which is solicited by the Board of Directors of A.T. Cross Company (the Company) from holders of Class A common stock of the Company for use at the annual meeting to be held April 23, 2009 at 10:00 a.m. at the offices of the Company, One Albion Road, Lincoln, Rhode Island 02865. Any shareholder giving a proxy may revoke the same prior to its exercise by filing a later proxy with the Company, by attending the meeting and voting in person, or by giving notice in writing or in person to the Corporate Secretary. If not revoked, the persons named in the accompanying proxy will vote such proxy in the manner specified therein and, in the discretion of the persons named, for or against any matter upon which holders of Class A common stock are entitled to vote which properly comes before the meeting and which has been omitted from the proxy and proxy statement. The cost of solicitation of proxies, including the cost of reimbursing brokerage houses and other custodians, nominees or fiduciaries for forwarding proxies and proxy statements to their principals, will be borne by the Company. Solicitation may be made in person or by telephone or telegraph by officers or other employees of the Company, who will not receive additional compensation. In addition, the Company has retained Georgeson Shareholder Communications Inc., New York, N.Y., to aid in the solicitation of proxies. The charges of such firm, estimated at \$6,500, plus expenses, will be paid by the Company. This proxy statement and the enclosed form of proxy are expected to be sent to shareholders on or about March 26, 2009.

A copy of the Company's annual report for the year 2008 containing financial statements for the year ended January 3, 2009 is also enclosed, but is not to be considered a part of the proxy soliciting material.

As of February 26, 2009 the Company had outstanding 13,451,592 shares of Class A common stock and 1,804,800 shares of Class B common stock. Only shareholders of record at the close of business on that date are entitled to vote at the annual meeting. Shareholders shall be entitled to one vote for each share held on the foregoing record date with respect to matters on which shares of that class are eligible to vote.

SHAREHOLDERS PROPOSALS

Any proposal of a shareholder intended to be presented at the next annual meeting of the Company, scheduled to be held April 22, 2010, must be received by the Company's Corporate Secretary not later than November 26, 2009 for inclusion in the proxy statement and form of proxy relating to that meeting. Any shareholder proposal intended to be presented at the next annual meeting of the Company without being included in the proxy statement and form of proxy relating to such meeting must be received by the Company's Corporate Secretary not later than February 9, 2010.

VOTING RIGHTS

Holders of Class A common stock have the right to elect one-third of the number of directors from time to time fixed by the holders of Class A and Class B common stock voting together as a single class; provided, however, that if the total number of directors is not evenly divisible by three, then the holders of Class A common stock have the right to elect that number of directors which is the nearest whole number when the total number of directors is divided by three. Holders of Class B common stock have the right to elect the remaining directors. It is proposed that the number of directors for the ensuing year be fixed at nine (see Election of Directors on page 4), and if this proposal is adopted,

holders of Class A common stock will have the right to elect three directors.

In addition, holders of Class A and Class B common stock vote together as a single class:

- a) For the reservation in the future of shares to be issued pursuant to options granted or to be granted to directors, officers or employees; and
- b) With respect to the acquisition of assets or shares of any other company if:

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- (1) An officer, director or holder of ten percent or more of either Class A or Class B common stock has an interest in the transaction;
- (2) The transaction would, in the reasonable judgment of the Board of Directors, presently or potentially increase by nineteen and one-half percent or more the aggregate of the Class A or Class B common stock outstanding immediately prior to such transaction; or
- (3) The transaction would involve the issuance of any Class A or Class B common stock and in the reasonable judgment of the Board of Directors the value of the consideration furnished by the Company is nineteen and one-half percent or more of the aggregate market value of all Class A and Class B common stock outstanding immediately prior to such transaction.

If the consummation of any transaction described above would, with respect to either the Class A common stock or the Class B common stock, result in a change in the designations, preferences, limitations or relative rights of the shares of such class or have certain other effects as specified in the Company's articles, the holders of Class A and Class B common stock vote as separate classes on such transaction.

Except as stated above or otherwise required by law or applicable stock exchange listing standards, all voting power is vested in the holders of Class B common stock so long as any shares of Class B common stock are outstanding.

VOTING PROCEDURES

The numbers of Class A and Class B directors will be fixed by vote of the holders of a majority of the Class A and Class B shares present at the annual meeting in person or represented by proxy, voting as a single class. The Class A directors will be elected in each case by vote of the holders of a majority of the Class A shares present or represented at the meeting, and the Class B directors will be similarly elected by the holders of a majority of the Class B shares.

Shares represented by proxies which are marked "abstain" with respect to fixing the number of directors or "withheld" with respect to the election of any particular nominee for director, will be counted as shares present and entitled to vote, and accordingly any such marking of a proxy will have the same effect as a vote against the proposal to which it relates. The Board of Directors does not know of any matters which will be brought before the meeting other than those specifically set forth in the accompanying Notice of Annual Meeting. If any other matters are presented to the meeting, the persons named in the enclosed proxy have discretionary authority to vote and will vote all proxies with respect to such matters in accordance with their judgment.

Brokers who hold Class A shares in street name have the authority to vote such shares on certain items, including fixing the number of and electing directors, unless they have received instructions from the beneficial owners to the contrary, in which case the shares are to be voted or the votes relating thereto withheld, as directed by the beneficial owners. Such rules also provide that brokers may not vote shares held in street name on certain other matters without specific instructions from their customers. Shares subject to such "broker non-votes" will not be treated as shares entitled to vote on the matters to which they relate and will have no effect on the outcome of the voting on such matters.

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The following table sets forth as of February 26, 2009 (except as otherwise noted) certain information concerning the ownership of shares of Class A or Class B common stock of the Company by (i) each person or group known by the Company to beneficially own more than 5% of the outstanding Class A or Class B common stock, (ii) each director and nominee for director, (iii) each executive officer named in the Summary Compensation Table on page 14, and (iv) all directors and executive officers as a group. Except as otherwise indicated, each person named has sole investment and voting power with respect to the securities shown.

Name	Number of Shares		Percent of Class	
	Class A	Class B ⁽¹⁾	Class A	Class B
Marjorie B. Boss ⁽²⁾	850,931 ⁽³⁾⁽⁵⁾	902,400 ⁽⁵⁾	6.33%	50%
Paul A. Silver ⁽⁸⁾	831,000 ⁽⁵⁾	902,400 ⁽⁵⁾	6.18%	50%
Edward P. Pieroni ⁽⁹⁾	726,000 ⁽⁴⁾	902,400 ⁽⁴⁾	5.40%	50%
Geoffrey M. Boss ⁽¹⁰⁾	726,000 ⁽⁴⁾	902,400 ⁽⁴⁾	5.40%	50%
Andrew T. Boss ⁽¹⁰⁾	728,000 ⁽⁴⁾	902,400 ⁽⁴⁾	5.41%	50%
Dimensional Fund Advisors LP ⁽¹¹⁾	841,286		6.25%	
Hodges Capital Management, Inc. ⁽¹²⁾	1,520,119		11.30%	
FMR LLC ⁽¹⁵⁾	786,539		5.85%	
Bradford R. Boss ⁽¹³⁾	191,231 ⁽⁶⁾		1.42%	
Russell A. Boss ⁽⁷⁾	178,623 ⁽³⁾		1.33%	
Bernard V. Buonanno, Jr.	27,221 ⁽⁶⁾		*	
Edward J. Cooney	7,273		*	
Galal P. Doss ⁽¹⁴⁾	4,262,993 ⁽⁶⁾		31.66%	
Harlan M. Kent	7,775		*	
Andrew J. Parsons	30,028 ⁽⁶⁾		*	
James C. Tappan	25,134 ⁽⁶⁾		*	
David G. Whalen ⁽¹⁶⁾	1,112,548 ⁽⁶⁾⁽¹⁷⁾		7.83%	
Kevin F. Mahoney	113,900 ⁽⁶⁾⁽¹⁷⁾		*	
Charles R. MacDonald	125,634 ⁽¹⁷⁾		*	
Charles S. Mellen	119,001 ⁽¹⁷⁾		*	
Stephen Perreault	105,698 ⁽¹⁷⁾		*	
All directors and executive officers as a group (17 persons)	6,478,565 ⁽¹⁸⁾	1,804,800	44.55%	100%

- (1) The Class B common stock is convertible share for share into Class A common stock at any time at the option of the holder. If all of the Class B shares were converted into Class A shares, Mrs. M. Boss, Mr. Silver, Mr. Pieroni, Mr. G. Boss and Mr. A. Boss would be the beneficial owners of 12.21%, 12.08%, 11.34%, 11.34%, and 11.36%, respectively, of the outstanding Class A common shares.
- (2) Mrs. M. Boss's address is One Albion Road, Lincoln, Rhode Island 02865.
- (3) Excludes shares beneficially owned by spouse.
- (4) Mr. G. Boss, Mr. A. Boss and Mr. Pieroni are co-trustees of the W. Russell Boss, Jr. Trust A. The co-trustees jointly exercise investment and voting powers with respect to the assets of the trust. The 726,000 shares of Class A common stock and 902,400 shares of Class B common stock held by such trust are included in the amounts above for each of the co-trustees.
- (5) Mrs. M. Boss (the wife of Mr. R. Boss) and Mr. Silver are co-trustees of the W. Russell Boss, Jr. Trust B. The co-trustees jointly exercise investment and voting powers with respect to the assets of the trust. The 831,000

shares of Class A common stock and 902,400 shares of Class B common stock held by such trust are included in the amounts above for each of the co-trustees.

- (6) Includes the following Class A shares subject to options exercisable within 60 days: Mr. B. Boss 20,394; Mr. Buonanno 20,394; Mr. Doss 12,000; Mr. Parsons 12,000; Mr. Tappan 20,394; Mr. Whalen 759,351; Mr. Mahoney 60,000; and Mr. Perreault 73,000.
- (7) Mr. R. Boss's address is One Albion Road, Lincoln, Rhode Island 02865.
- (8) Mr. Silver's address is 1500 Fleet Center, Providence, Rhode Island 02903.
- (9) Mr. Pieroni's address is One State Street, Suite 200, Providence, Rhode Island 02908.
- (10) Mr. G. Boss's and Mr. A. Boss's address is One Albion Road, Lincoln, RI 02865
- (11) Information based on its Schedule 13G filed with the SEC on February 9, 2009, which reported ownership as of December 31, 2008. The address of Dimensional Fund Advisors LP is 1299 Ocean Avenue, 11th Floor, Santa Monica, California 90401.
- (12) Donald W. Hodges has shared voting power with respect to 631,300 shares and shared dispositive power with respect to 824,250 shares. First Dallas Holdings, Inc. has shared voting power with respect to 631,300 shares and shared dispositive power with respect to 824,250 shares. First Dallas Securities, Inc. has shared dispositive power with respect to 67,950 shares. Hodges Capital Management, Inc. has shared voting power with respect to 631,300 shares and shared dispositive power with respect to 125,000 shares. Hodges Fund has shared voting and dispositive power with respect to 611,300 shares. Hodges Small Cap Fund has shared voting and dispositive power with respect to 20,000 shares. Information based on Hodges Capital Management, Inc.'s Schedule 13G filed with the SEC on December 30, 2008 reporting ownership as of October 31, 2008. The address of Hodges Capital Management, Inc. is 2905 Maple Avenue, Dallas, TX 75201.
- (13) Mr. B. Boss's address is One Albion Road, Lincoln, Rhode Island 02865.
- (14) Mr. Doss's address is One Albion Road, Lincoln, Rhode Island 02865.
- (15) Information based on its Schedule 13G filed with the SEC on February 13, 2009, which reported ownership as of December 31, 2008. FMR LLC's address is 82 Devonshire Street, Boston, MA 02109.
- (16) Mr. Whalen's address is One Albion Road, Lincoln, Rhode Island 02865.
- (17) Includes the following restricted Class A shares as to which the holder has sole voting power but no investment power during the restricted period: Mr. Whalen 93,334; Mr. Mahoney 46,668; Mr. MacDonald 56,668; Mr. Mellen 55,000; Mr. Perreault 17,778.
- (18) Includes 1,091,633 shares subject to options exercisable within 60 days and 316,116 shares of restricted stock as to which there is sole voting power but no investment power during the restricted period.

* Less than 1%.

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It is proposed to fix the number of directors at nine, of which three will be designated Class A Directors and six will be designated Class B Directors. It is also proposed to elect three Class A directors (by holders of Class A common stock only) and six Class B directors (by holders of Class B common stock only) to hold office until the next annual meeting of shareholders or until their successors are duly elected and qualified. Proxies will be voted for the nominees set forth below unless authorization to do so is withheld. All nominees are currently members of the Board of Directors with the exception of Susan M. Gianinno. Should any nominee become unavailable for any reason to accept nomination or election as a director, the persons named in the proxy will vote for the election of such other person or persons as management may recommend unless the shareholders vote to reduce the authorized number of directors. The terms of all directors will expire when their successors are duly elected at the annual meeting of shareholders scheduled to be held April 22, 2010. The following tables reflect information as of January 1, 2009.

Nominee	Age	Principal Occupation During Past Five Years	Director Since	Other Directorships⁽¹⁾
CLASS A DIRECTORS				
Galal P. Doss	54	Private investor.	2000	
Andrew J. Parsons	65	Senior Partner and Director, McKinsey & Company (global strategic management consulting firm) to December 2000; thereafter Member, McKinsey Advisory Council to June 2004; thereafter Director Emeritus, McKinsey & Company; Chairman and Chief Executive Officer, Gulliver Growth Partners LLC (management advisory firm). ^{(2) (3)}	2001	UST Inc.
James C. Tappan	73	President, Tappan Capital Partners (equity investment firm). ^{(2) (3)}	1994	
CLASS B DIRECTORS				
Russell A. Boss	70	President and Chief Operating Officer to April 1993; thereafter President and Chief Executive Officer to November 14, 1999; thereafter Chairman of the Board. ^{(4) (5)}	1962	
Bernard V. Buonanno, Jr.	70	Senior Partner, Edwards Angell Palmer & Dodge, LLP, Providence, RI	1986	Old Stone Corporation

		(attorneys-at-law); Partner, Riparian Partners, Ltd., Providence, RI (investment banking firm). ^{(5) (6) (7)}		
Edward J. Cooney	61	Executive Vice President Sales and Marketing, Amtrol, Inc., (producer and marketer of water storage, treatment, heating, expansion, flow control and related products) (1998-2000); thereafter Chief Financial Officer, Speidel, Inc., (worldwide distributor of watchbands and watchband attachments) to August 2001; thereafter Vice President and Treasurer, Nortek, Inc., (international designer, manufacturer and marketer of building products). ^{(3) (7)}	2004	
Susan M. Gianinno	60	Chairman & CEO, Publicis Worldwide in the USA (advertising and digital communication company).		
Harlan M. Kent	45	President and Chief Operating Officer, Yankee Candle Company (2001 to present). ⁽²⁾	2008	Yankee Candle Company
David G. Whalen	51	President and Chief Executive Officer. ⁽⁴⁾	1999	

(1) Includes only companies with a class of securities registered pursuant to Section 12 or subject to the requirements of Section 15(d) of the Securities Exchange Act of 1934 and any company registered as an investment company under the Investment Company Act of 1940.

(2) Member of Nominating and Corporate Governance Committee.

(3) Member of Audit Committee.

(4) Member of Executive Committee.

(5) Russell A. Boss and Bernard V. Buonanno, Jr. are cousins by marriage.

(6) Edwards Angell Palmer & Dodge, LLP performed legal services for the Company in 2008 and is expected to perform legal services for the Company in 2009.

(7) Member of Compensation Committee.

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Corporate Governance

Board of Director and Shareholder Meetings: The Board of Directors met 7 times during the fiscal year ended January 3, 2009 (fiscal year 2008). All directors attended at least 75% of the Board of Directors meetings and applicable committee meetings in fiscal year 2008. The Company has adopted a policy that requires members of the Board of Directors to make every effort to attend the Company s Annual Meeting. All members of the Board of Directors attended the Company s 2008 Annual Meeting.

Board of Director Independence: The Board of Directors has reviewed the relationship that each current and nominee director has with the Company and with other parties. Only those directors who do not have any of the categorical relationships that preclude them from being independent within the meaning of applicable NASDAQ rules (NASDAQ Rules) and who the Board of Directors affirmatively determines have no relationships that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, are considered to be independent directors. The Board of Directors has reviewed a number of factors to evaluate the independence of each of its members and prospective members. These factors include those persons current and historic relationships with the Company and its competitors, suppliers and customers; their relationships with management and other directors; the relationships their current and former employers have with the Company; and the relationships between the Company and other companies of which the Board members are directors or executive officers. Specifically, the Board considered that Bernard V. Buonanno and Russell A. Boss are cousins by marriage and that Mr. Buonanno is Senior Partner in a law firm that performs legal work for the Company. After evaluating these factors, the Board of Directors has determined that the following directors are independent directors within the meaning of applicable NASDAQ Rules: Bernard V. Buonanno, Jr; Edward J. Cooney; Galal P. Doss; Harlan M. Kent; Andrew J. Parsons; and James C. Tappan.

Independent members of the Board of Directors are scheduled to meet at least twice per year in executive session without management, but will meet as often as is deemed necessary.

Shareholder Communications: The Company s shareholders may communicate directly with the members of the Board of Directors or the individual chairmen of standing Board of Directors committees by writing directly to those individuals at the following address: One Albion Road, Lincoln, RI 02865. The Company s general policy is to forward, and not to intentionally screen, any mail received at the Company s corporate offices that is sent directly to an individual unless the Company believes the communication may pose a security risk.

Code of Ethics: The Board of Directors originally adopted a Code of Business Conduct and Ethics (the Code of Ethics) in 1996 which has been periodically updated and amended. This Code of Ethics applies to all of the Company s (and its subsidiaries) employees, officers and directors, including its principal financial officers. A link to the Code of Ethics is on the Company s website at www.cross.com under the Company s Investor Relations section.

Committees of the Board of Directors

The Board of Directors has standing Audit, Compensation, Nominating and Corporate Governance, and Executive Committees.

Audit Committee. The members of the Audit Committee are Edward J. Cooney, who serves as Chairman, James C. Tappan and Andrew Parsons. The Board has determined that the members of the Audit Committee are independent within the meaning of applicable NASDAQ Rules and Section 10A(m)(3) of the Securities Exchange Act of 1934 (the Exchange Act). The Board of Directors has determined that Edward J. Cooney is an audit committee financial expert as defined in Item 407(d)(5) of Regulation S-K. The Audit Committee meets on an as needed basis and met five times

during fiscal year 2008.

The Audit Committee has oversight responsibility for the establishment and maintenance of an effective financial controls environment, for overseeing the procedures for evaluating the system of internal accounting controls and for evaluating audit performance. In addition to the responsibilities listed above, the Audit Committee has responsibilities and authority necessary to comply with Rule 10A-3(b) (2), (3), (4), and (5) under the Exchange Act. These and other aspects of the Audit Committee's authority are more particularly described in the Audit Committee Charter adopted by the Board of Directors in 2000, as amended. A current copy of the Charter is available on the Company's website, www.cross.com, in the Investor Relations section. See also the Report of the Audit Committee on page 28.

Compensation Committee. The members of the Compensation Committee are Mr. Buonanno, who serves as Chairman, and Mr. Cooney. The Board has determined that the members of the Compensation Committee are independent within the meaning of applicable NASDAQ Rules. The Compensation Committee met five times during fiscal year 2008. The Compensation Committee has responsibility for developing, overseeing and implementing the overall compensation policy for the Company including the

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implementation of an incentive compensation plan for the Company. The Compensation Committee also determines, and/or makes recommendations to the Board of Directors concerning compensation, including incentive compensation, of the Chief Executive Officer and all other executive officers. The Compensation Committee administers the Company's equity incentive plan. See Compensation Discussion and Analysis beginning on page 8. The Compensation Committee has a charter which was adopted by the Board in February 2008. That charter is available on the Company's website, www.cross.com, in the Investor Relations section. The Compensation Committee may not delegate its authority for the responsibilities described in this paragraph.

Executive Committee. The members of the Executive Committee are Russell A. Boss, Bradford R. Boss and David G. Whalen. The Executive Committee meets on an as needed basis and met once during fiscal year 2008. The Executive Committee has the authority in certain circumstances to act in the stead of the Board between regular Board meetings.

Nominating and Corporate Governance Committee. The members of the Nominating and Corporate Governance Committee are Mr. Parsons, who serves as Chairman, Mr. Kent and Mr. Tappan. The Board has determined that the members of the Nominating and Corporate Governance Committee are independent within the meaning of the applicable NASDAQ rules. The Nominating and Corporate Governance Committee met six times during fiscal year 2008.

The Nominating and Corporate Governance Committee has adopted a charter which was approved by the Board of Directors in February 2007 (the NCGC Charter). The NCGC Charter is available on the Company's website, www.cross.com, in the Investor Relations section.

The Nominating and Corporate Governance Committee is responsible for identifying, evaluating and recommending individuals for election or reelection to the Board of Directors, including those recommendations submitted by the Class A and Class B shareholders, and is also responsible for determining, with input from the Board, the desired criteria and attributes for Board members that will best meet the current and future needs of the Company. The Committee is also responsible for overseeing the Chief Executive Officer succession process by evaluating potential successors and selecting candidates for the Chief Executive Officer for recommendation to the Board, and for overseeing management succession plans generally.

It is the policy of the Nominating and Corporate Governance Committee that candidates for director possess the highest personal and professional ethics and integrity, have demonstrated effectiveness and sound business judgement, and possess skills and experience relevant to the business needs and objectives of the Company and to best serve the interests of the Company and its shareholders.

The Nominating and Corporate Governance Committee's process for identifying and evaluating nominees is as follows:

(1) in the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, any change of status and any related party transactions with the Company during the applicable time period; and

(2) in the case of new director candidates, the Nominating and Corporate Governance Committee conducts such inquiries into the backgrounds and qualifications of possible candidates as the Nominating and Corporate Governance Committee deems necessary or appropriate after considering the composition of the Board of Directors and needs of the Company.

The Nominating and Corporate Governance Committee discusses and considers such candidates' qualifications, including whether the nominee is independent for purposes of Exchange Act Rule 10A-3(b) and the NASDAQ Rules, and selects candidates for recommendation to the Board of Directors by majority vote of the committee. In seeking potential nominees, the Nominating and Corporate Governance Committee uses its network of contacts to identify potential candidates, but may also engage, if it deems appropriate, a professional search firm, at the Company's expense.

The Committee utilized its network of contacts to identify a candidate for the open position created by Mr. Bradford Boss's retirement from the Board.

The Nominating and Corporate Governance Committee is authorized to adopt and implement such additional procedures and processes to discharge its responsibilities as it deems appropriate.

The Nominating and Corporate Governance Committee considers director candidates recommended by shareholders provided the shareholders follow the procedures set forth below. The Nominating and Corporate Governance Committee does not intend to alter the manner in which it evaluates candidates, including the criteria set forth above, based on whether the candidate was recommended by a shareholder or otherwise.

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The Nominating and Corporate Governance Committee considers all bona fide candidates for Class A director positions recommended by Class A shareholders holding Class A common stock of the Company. The Nominating and Corporate Governance Committee considers all bona fide candidates for Class B director positions recommended by Class B shareholders holding Class B common stock of the Company. The Nominating and Corporate Governance Committee considers such Class A and Class B candidates using the same screening criteria as are applied to all other potential nominees for election based on the considerations set forth above. Third parties wishing to recommend candidates for consideration by the Nominating and Corporate Governance Committee may do so in writing by providing the recommended candidate's name, biographical data, qualifications and a statement describing the basis for the recommendation, together with the recommended candidate's consent to serve if nominated, to the Chairman of the Nominating and Corporate Governance Committee.

In addition, the Company's by-laws also permit shareholders entitled to vote in the election of directors for the class of shares that they hold to nominate candidates for election as Class A directors or Class B directors, as the case may be. For nominees for election to the Board of Directors proposed by shareholders under the by-laws to be considered, the following information concerning each nominee must be timely submitted in accordance with the required procedures: (1) the nominee's name, age, business address, residence address, principal occupation or employment, the class and number of shares of the Company's capital stock the nominee beneficially owns, the nominee's qualifications to serve as a director of the Company and any other information relating to the nominee that is required to be disclosed in solicitations for proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations thereunder; and (2) as to the shareholder proposing such nominee, that shareholder's name and address, the class and number of shares of the Company's capital stock that the shareholder beneficially owns, a description of all arrangements and understandings between the shareholder and the nominee or any other person or persons (including their names) pursuant to which the nomination is made, a representation that the shareholder intends to appear in person or by proxy at the meeting to nominate the person named in its notice and any other information relating to the shareholder that is required to be disclosed in solicitations for proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations thereunder. The notice must also be accompanied by a written consent of the proposed nominee to being named as a nominee and to serve as a director if elected.

**COMPENSATION COMMITTEE
INTERLOCKS AND INSIDER
PARTICIPATION**

As indicated under "Compensation Discussion and Analysis" beginning on page 8, the 2008 compensation of David G. Whalen, a member of the Board of Directors of the Company, was established by the Compensation Committee and submitted to the Board of Directors for approval. The Compensation Committee is comprised of Bernard V. Buonanno, Jr. and Edward J. Cooney. The compensation of the remaining executive officers of the Company was similarly reviewed and approved by the Compensation Committee and submitted to the Board of Directors for approval.

There are no Compensation Committee interlocks.

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

The Compensation Committee of the Company's Board of Directors has responsibility for developing, overseeing and implementing the overall compensation philosophy of the Company. It recommends for the approval of the full Board both the incentive compensation plans that apply to all levels of management within the Company and the specific elements of compensation that make up the total compensation of the Company's Chief Executive Officer and other named executive officers.

In this analysis, the term "named executive officers" refers to the Company's Chief Executive Officer, Chief Financial Officer, and the other executive officers included in the Summary Compensation Table on page 14.

Compensation Philosophy and Objectives

In general, the Company's executive compensation program is designed to attract, motivate, reward and retain high caliber executives to enable the Company to achieve its strategic and operating objectives. The program is designed to compensate executives at a level that is commensurate with both corporate and individual performance achievement with the ultimate goal of increasing shareholder value. The Compensation Committee's objective is to design a compensation package that is fair to both the executives and shareholders in relation to corporate performance and contributions to shareholder value, that is competitive in relation to companies of similar size and complexity of operations, that is balanced appropriately between fixed and variable components, and that is balanced appropriately between cash and equity-based compensation. As part of this compensation package, the Committee includes incentive-based compensation designed to reward the executive for both short and long-term company success. Short-term performance is measured each fiscal year and is typically rewarded through cash incentive payments. Long-term performance is typically targeted through equity awards granted from time to time. These awards are designed to align the executives' interests with those of other shareholders of the Company.

Overview of Compensation and Process

The Compensation Committee oversees the executive compensation program and typically makes the recommendations of compensation elements and amounts for the named executive officers to the Board of Directors for approval.

The Compensation Committee makes recommendations relating to compensation levels of executive officers, including the named executive officers, and also makes recommendations relating to the elements of compensation generally for Company management, which in each case is presented to the Board for approval. In making such recommendations, the Committee relies on the support from, and recommendations of, the Company's Human Resources Department and, except with respect to his own compensation, the Company's Chief Executive Officer. The Company's Human Resources Department formulates a proposal with respect to the Chief Executive Officer's compensation package that is submitted to the Committee for consideration. This recommendation is based in significant part on third-party data as described below. The Chief Executive Officer participates in formulating the compensation proposal for the other executive officers. The Compensation Committee can exercise discretion to increase or decrease any recommended compensation levels, adjustments or awards to executives not otherwise

earned under the annual incentive plan described below.

The Compensation Committee has not directly engaged a compensation consultant in connection with the structuring of compensation programs or the setting of individual compensation or performance targets. However, the Chief Executive Officer and the Human Resources Department rely on materials and data provided by Towers Perrin, a global human resource and executive compensation consulting firm, in formulating their recommendations to the Committee. First, the Company regularly engages Towers Perrin to do regression analyses on certain of the named executive officers every year. In any year, for those named executive officers for which it does not commission regression analyses, the Company utilizes regression analyses done in the past 12 to 24 months which are then aged to reflect the marketplace. The Company uses regression analyses to obtain more accurate benchmark data since most of the readily available survey information reflects companies that are significantly larger in revenue size than the Company. Second, the Company seeks specific advice from Towers Perrin from time to time regarding the elements of its compensation program. For example, Towers Perrin has been engaged in the past to review and analyze the structure of the Company's annual incentive plan described on page 9. Towers Perrin is not consulted every year, however, and is not

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necessarily consulted with respect to every component of the executive management team's total compensation. The Compensation Committee has not directly retained or obtained guidance from Towers Perrin in this respect, but it has access to Towers Perrin personnel in considering the proposals put forth by management. The Compensation Committee has the authority, to the extent it deems necessary, to retain its own advisors in developing its recommendations.

The Company does not have a formal policy relating to the allocation of compensation between cash and non-cash elements such as equity awards. In the recent past, the Company has utilized both cash and non-cash awards for variable compensation programs. Since the Company's adoption of the accounting rules for share-based payments under FASB SFAS No. 123(R) for fiscal year 2006, the Company has limited the use of equity grants as a form of incentive compensation. While equity grants have not been part of a regularized or annual program in the recent past, unless financial conditions otherwise dictate, the Company is expecting to make long term equity grants on a more periodic basis to a limited group of executives. The purpose of instituting periodic grants is to provide a more effective retention vehicle for senior executives and to continually align their interests with the longer-term interests of the Company's shareholders.

When structuring incentive compensation programs, the Company will determine the appropriate form of grant—cash or equity—depending on the objective of that particular program. The Company generally uses cash incentive awards to drive shorter term (i.e. one year) performance on a broader basis, and equity based grants to provide recognition or to drive longer term performance (i.e. from one to three years) on a more limited basis.

In addition to the equity awards made from time to time to senior management, equity grants are also made as appropriate as a means of attracting highly qualified new executives and more closely aligning their interests with those of the Company's shareholders. Equity grants are also made on an ad hoc basis to reward or incent specific individual performance.

The Company has no formal stock ownership guidelines for officers or for directors, although directors are required to receive a portion of their annual retainer in the form of equity, as described in the Director Compensation discussion on page 26.

Elements of the 2008 Compensation

There were four primary components of the compensation package of the named executive officers for 2008. Those components are:

base salary;

cash awards under the Company's annual incentive plan and discretionary bonuses;

equity-based awards; and

retirement benefits.

In addition, each executive receives standard health and life insurance benefits. The Company does not currently grant perquisites or other personal benefits.

Base Salary

The Company provides named executive officers, like its other employees, a fixed base salary in order to compensate them for the services that they provide to the Company over the course of the year for sustained performance. Base pay is generally based on the responsibilities of the position, the skills and experience required for the job, the individual performance of the employee, business performance, labor market conditions and by reference to market median salary levels. Specifically for CEO compensation, as one element of the analysis, the Human Resources Department benchmarks other companies' CEO's compensation as it formulates its recommendation to the Compensation Committee. Companies were chosen as benchmarks based on their revenue size and the industry in which they operate. Specifically, companies that manufacture or distribute consumer products, that had the revenue closest in size to the Company, and for which publicly available information was available, were chosen. Following are the benchmarked companies: Tiffany & Company; Oakley; Movado Group; Coach, Inc.; Tandy Brands; Callaway Golf; and Swank. In reviewing this data, the Company's CEO compensation falls within the lower range of these benchmarked companies' CEOs' compensation, as does the Company's revenue size.

For all employees, salaries are typically evaluated and adjusted annually. Salary increases typically take effect in April of each year, unless business circumstances dictate differently. Like the other elements of compensation, these adjustments are recommended to the Compensation Committee by the Human Resources Department for the salary of the Chief Executive Officer, and by the Chief Executive Officer and the Human Resources Department together for other named executives.

Cash Incentive Programs

At the beginning of each year, following a proposal of the Human Resources Department, the Compensation Committee recommends performance-based annual incentive plans to the Board of Directors for its approval for that year which generally covers management and other exempt employees other than the CEO. The CEO's plan is set by the Compensation

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Committee and the Board, with input from the CEO. The annual incentive plans are designed to be the primary compensation element to drive and recognize performance against established business objectives and to reward accomplishments within any given year. The Plan for 2008 was designed primarily to reward corporate segment success in generating operating income and to a lesser extent, individual achievement. Target award levels are generally set by reference to a percentage of the employee's base salary. For 2008, the Annual Incentive Plan provided that, generally, annual incentive payments would be made to participants upon the achievement of applicable corporate or divisional segment operating income before taxes (OIBT) objectives for the year. The Company believes that achieving increasing OIBT levels is key to enhancing shareholder value and utilizes that as the key criterion for Company performance. For the purposes of determining incentive compensation, OIBT is defined as operating income before taxes but excluding extraordinary or non-recurring items. The award made to participants is then adjusted depending on the achievement of other previously identified individual objectives.

In addition to OIBT, the CEO is measured against other performance metrics that drive shareholder value; revenue growth, cash flow and business development.

During 2008, the named executive officers (the NEO's), other than the CEO, had the opportunity under the applicable annual incentive plan to earn a target bonus of between 35% and 45% if OIBT targets were met. The NEO's, other than the CEO, have a maximum bonus opportunity equal to 150% of their target, with the exception of Charles MacDonald who has a maximum opportunity of 200%. The CEO has a target bonus opportunity of 75% of his base salary, and a maximum opportunity of 100%.

The Chief Executive Officer earned a bonus for 2008 by achieving against the objectives previously determined by the Compensation Committee. Following is a chart outlining the fiscal 2008 performance measures for CEO performance and the results against which an award was paid:

Measure of Company Performance	Needed for Target	Weight	Result
Revenue	\$ 164MM	20%	\$ 160MM
OIBT	\$ 11.5MM	40%	\$ 10MM
Cash Flow	\$ 8.9MM	25%	\$ 14MM
Business Development	Complete acquisition	15%	Native Acquisition

Based on the foregoing, Mr. Whalen earned 87% of his target bonus (\$435,000) resulting in a potential bonus award of \$382,000. Responding to a request from Mr. Whalen to reduce his earned bonus payment so as to free up monies for bonus payments to other participants, the Compensation Committee determined to award Mr. Whalen a bonus of \$340,000 for 2008 performance.

The Compensation Committee determined to award bonuses to named executive officers other than the CEO based on their performance on individual objectives as well as the results of the consolidated entity or the individual divisions as applicable. The bonuses provided to the Corporate and Accessory Division executives while based on performance vs. objectives were discretionary (i.e. not earned under the Plan). The basis for this direction was the performance of the Company in an extremely challenged financial market. Elements that the Compensation Committee considered in awarding the bonuses were segment OIBT, operating cash flow, inventory management, revenue generation and the completion of an acquisition. The discretionary bonus provided Mr. MacDonald related to his work on the acquisition and integration of Native Eyewear.

Equity-based Awards

The Company does not make equity awards every year. However, the Compensation Committee considers equity-based performance awards to be an important tool in 1) retaining talent for long term growth and 2) rewarding and incenting executive performance that will have a long term impact on shareholder value.

Equity-based awards, including restricted stock awards, may be made by the Compensation Committee in its sole discretion, though in practice the Committee recommends such awards to the full Board for approval. At the time an award of restricted stock is made, if the award is performance based, the Committee establishes a restricted period and prescribes conditions for the lapse of restrictions during the restricted period, including the lapse of restrictions upon the attainment of certain objectives designed to drive shareholder value and, for retention purposes, upon the passage of time. Upon the grant of restricted stock, shares equal to the number of shares of restricted stock granted to an employee are registered in the employee's name but is held in custody by the Company for the employee's account. The shares are valued at the fair market value of the common stock on the date of the grant.

On October 19, 2005, the Board of Directors of Company approved a long term incentive plan under which the named executive officers (other than the Chief Executive Officer) and certain other members of the senior management team each received a restricted stock grant of 40,000 shares on the first business day

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of 2006. Restrictions on the shares would have lapsed in the event that enhanced operating income targets established and approved by the Board were met for 2007 and for 2008. The attainment of such targets would evidence a significant improvement in the Company's financial performance. In the event that less than 100% of the 2007 or 2008 targets are met, but at least 75% of such targets are met, restrictions on a corresponding percent of the shares will lapse. The enhanced targets were not met for 2007 or 2008 with the exception of the Cross Optical Group. As a result, restrictions on shares held by Charles MacDonald lapsed both at the end of 2007 and 2008.

The Company granted options to the named executive officers other than the CEO, in December 2008. These options were designed to incent and reward these executive officers particularly in light of the plan not to implement a general merit increase in 2009 as the Company customarily does. The Company's process for granting options are prescribed in the Company's Omnibus Incentive Plan, as amended, which is administered by the Compensation Committee. The Committee follows this practice in setting the exercise price of nonqualified stock options as well. The Committee has on occasion authorized the grant of options to occur in the future, with an exercise price equal to the fair market value as of the effective date of the grant. The Committee has never granted options with a grant date that preceded the Committee's authorization of the grant, nor has it granted stock options with an exercise price of less than the fair market value on the date of grant.

Retirement-related Benefits

401(k) plan. The 401(k) plan is a tax-qualified retirement savings plan pursuant to which all of the Company's U.S. based employees, including the named executive officers, are able to contribute the lesser of 25% of their annual salary or the limit prescribed by the Internal Revenue Service to the plan on a before-tax basis. The Company matches the participants' contributions based on the following schedule:

Participant contribution	Company match
1%	1.0%
2%	2.0%
3%	2.5%
4%	3.0%
5%	3.5%
6% or more	4.0%

In addition to the Company match, all participants qualify for an annual core contribution of 2% of pay.

For the years 2006 through 2008, certain participants also qualified for transition benefits related to the qualified pension plan freeze described below, as follows:

Age at date of freeze	Additional Contribution
55	1.0%
56	2.0%
57	3.0%
58	3.0%
59	4.0%
60	5.0%
61	6.0%

62	7.0%
63 or older	8.0%

The vesting schedule for all Company contributions to the 401(k) plan is 20% for each year a participant works 1,000 hours with 100% vesting after five years of working 1,000 hours for each year.

Pension plans. The Company maintains two defined benefit retirement plans, as further described in the Pension Benefits discussion beginning on page 17. The qualified pension plan (the A. T. Cross Company Pension Plan) provides funded, tax-qualified benefits up to the limits on compensation and benefits permitted under the Internal Revenue Code and was designed to provide tax-qualified pension benefits for most employees of the Company, including the named executive officers. Benefits under the qualified pension plan are based on the employee's earnings up to a compensation limit under the Internal Revenue Code (\$230,000 in 2008). In addition, benefits provided under the qualified pension plan may not exceed a benefit limit under the Internal Revenue Code (the limit in 2008 was \$185,000 payable as a single life annuity beginning at any age from age 62 through Social Security normal retirement age). The Company amended its A.T. Cross Company Pension Plan in May 2006 to freeze benefit accruals. As a result of the freeze, any accrued benefits which participants have in that plan as of May 20, 2006 are theirs. However, benefits will no longer grow since compensation and years of service after that date will not be included in calculating pension benefits.

The nonqualified plan (the A.T. Cross Company Unfunded Excess Benefits Plan) provides unfunded, non-qualified benefits in excess of the limits applicable to the A.T. Cross Company Pension Plan and the 401(k) plan.

Nonqualified deferred compensation plan. The Company offers its executives a deferred compensation plan, whereby the executive can elect to defer a portion of his or her future base salary and/or cash bonus. Any amounts deferred and interest or earnings credited on such amounts are exempt from income taxes during the deferral period. The full amount

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credited to the executive's deferred compensation account becomes payable at the earlier of the end of the deferral period elected by the executive or upon the executive's retirement from the Company. Currently, no executive of the Company participates in the deferred compensation plan.

Post-Termination Compensation

In order to attract, motivate, and retain executives, the Company believes that certain severance arrangements for the named executive officers are appropriate and necessary. These severance arrangements were determined using benchmark compensation survey data. Currently, the Company relies on several industry surveys to determine appropriate levels of severance.

In 2005, the Board of Directors approved certain severance arrangements whereby the Chief Executive Officer and the other named executive officers will receive payments in the event that there is a change in control of the Company's Class B stock (i.e., a sale of more than 50% to unaffiliated parties) and a subsequent termination or constructive termination, or in the event that the executive is terminated without cause, provided the executive signs an acceptable release agreement. The terms of these arrangements are discussed in greater detail on pages 22 to 25.

The Board also approved certain gross-up payments to the Chief Executive Officer and the other named executive officers under certain circumstances in the event of change in control payments. Internal Revenue Code Section 4999 imposes a non-deductible 20% excise tax on a recipient for any change in control payments that are in excess of three times his or her average annual taxable compensation over the prior five-year period (the "base amount"). In the event that the change in control payments made to a named executive officer exceed three times such base amount (the "safe harbor amount"), the Company will provide a gross-up to the Chief Executive Officer to provide him or her the after tax benefit he or she would have received had the excise tax not been triggered, and will provide a conditional gross-up to the other named executives in the event that the change in control payments exceed the safe harbor amount by more than a specified amount. The conditional gross-up provides that the change in control payments will be capped to fall below the safe harbor amount if the amount by which the change in control payments exceed such safe harbor amount is \$50,000 or less. If the change in control payments exceed such safe harbor amount by greater than \$50,000, the named executive will receive a gross-up. Any change in control payments that exceed the safe harbor amount (including any gross-up) are not deductible by the Company.

Tax and Accounting Implications

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public corporations for compensation over \$1,000,000 paid for any fiscal year to any of the corporation's chief executive officer and the four other most highly compensated executive officers as of the end of any fiscal year. However, the statute exempts qualifying performance-based compensation from the deduction limit if certain requirements are met. The Board and the Compensation Committee will work to structure performance-based compensation, including equity-based grants and annual bonuses, to executive officers who may be subject to Section 162(m) in a manner that satisfies those requirements. The Board and the Compensation Committee reserve the authority to award non-deductible compensation in certain circumstances as they deem appropriate. Because of ambiguities and uncertainties as to the application and interpretation of Section 162(m) and the regulations issued under it, no assurance can be given, despite the Company's efforts, that compensation intended by the Company to satisfy the requirements for deductibility under Section 162(m) does in fact do so.

Effective January 1, 2006, the Company accounts for equity-based grants, including stock options and restricted stock awards, in accordance with the requirements of SFAS 123(R). The effect of those requirements is considered in structuring equity awards and has weighted recent total compensation in favor of cash with a performance-based stock grant component, where expense is recognized by the Company only to the extent that satisfaction of the performance

conditions is probable, and in certain circumstances, a time-based stock component, where expense is recognized ratably over the life of the time-based grant.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on this review and discussion, the Compensation Committee recommends to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

2008 Compensation Committee

Bernard V. Buonanno, Jr., Chairman
Edward J. Cooney

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FISCAL YEAR 2008**

The following table sets forth certain information with respect to the Company's Chief Executive Officer and the four other most highly compensated executive officers during 2008 (collectively, the "named executive officers").

Named Executive Officer	Year	Salary	Bonus(1)	Stock Awards(2)	Option Awards(2)	Non-Equity Incentive Plan Compensation(3)	Change in Pension Value and Nonqualified Deferred Compensation(4)	All Other Compensation(5)	Total Compensation
G. Whalen President and Chief Executive Officer	2008	\$ 583,078		\$ 314,535(6)(10)		\$ 340,000	\$ 28,785	\$ 66,847	1,332,165
	2007	536,540	\$ 24,300	181,068		425,700	(12,926)	45,713	1,200,105
	2006	494,750		181,868		150,000	10,730	36,176	872,524
F. Mahoney President, Chief Financial Officer	2008	270,616	150,000	66,333(10)	\$ 5,164(7)		1,117	29,178	522,298
	2007	243,770	4,680		35,194	85,320	(566)	23,525	392,923
	2006	220,847	55,000		35,292		357	19,390	330,886
S. R. Donald President, Cross Country Group and Del Mar Services, Inc.	2008	304,327	89,000	256,356(8)(10)	1,947	216,000	5,592	43,485	911,707
	2007	221,770	44,078	66,625		255,922	(1,576)	29,802	611,621
	2006	210,846	54,728	81,208		110,272	2,934	26,434	486,012
S. Mellen President, Accessory Division	2008	338,750	40,000	174,783(9)(10)	1,947		1,045	28,049	583,524
	2007	301,509	75,000	159,482			(632)	24,620	555,989
	2006	239,423	55,000	83,712			239	18,820	397,294
M. Perreault President, Operations Information Technology	2008	231,782	70,000		350		23,605	38,739	363,476
	2007								
	2006	211,577	48,000				17,716	27,822	305,115

- (1) Amounts in this column reflect discretionary bonus payments awarded by the Compensation Committee in recognition of the strong performance of the Company in 2008 particularly when considering the impact of the fourth quarter financial crisis. In addition, a portion of the award made to Mr. Perreault was in recognition of the work he did in transitioning Cross's manufacturing overseas.

- (2) These equity awards were made to retain and reward the named executive officer. For additional discussion of the Company's Compensation program, see page 9. A discussion of the assumptions used in calculating these values may be found in Note I (Omnibus Incentive Plan) to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K.
- (3) Amounts in this column reflect 2008 earnings as a result of achievement of pre-established performance targets under the annual incentive plan described on page 9. Mr. Whalen's bonus was granted in recognition of achievement of predetermined quantitative objectives. Mr. MacDonald's bonus was granted in recognition of achievement of several predetermined targets including OIBT, cash flow and key market sales. OIBT for incentive plan compensation purposes includes operating income before taxes excluding extraordinary and non-recurring items.
- (4) Amounts in this column reflect the change in the actuarial values of defined benefit pension plans during 2008. Actuarial value computations are based on FASB Statement No. 87 assumptions discussed in Note 4 (Employee Benefits Plan) to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K. The Company does not provide above-market rates of return in the Unfunded Excess Benefits Plan relating to the 401(k) plan as described on page 18. Effective May 20, 2006, both the Qualified Pension Plan and the Excess Benefit Plan were amended to freeze benefit accruals. Therefore, the named executive officers accrued no pension benefits in 2008.
- (5) Amounts in this column consist of life insurance premium payments made by the Company on behalf of each named executive officer and Company contributions/accruals to the 401(k) plan and/or Unfunded Excess Benefits Plan. The specific components are shown in the table below.

Name	Life Insurance Premium Payment	401(K) Contributions
Mr. Whalen	\$ 4,861	\$ 61,984
Mr. Mahoney	\$ 7,540	\$ 21,636
Mr. MacDonald	\$ 7,224	\$ 36,259
Mr. Mellen	\$ 3,223	\$ 24,825
Mr. Perreault	\$ 11,728	\$ 18,106

- (6) This amount reflects the expense recognized by Cross for accounting purposes calculated in accordance with FASB Statement of Financial Accounting Standards No. 123 (revised 2004) (FASB 123R) with respect to a time-based restricted stock grant to Mr. Whalen. Mr. Whalen received a restricted stock award of 150,000 shares on July 21, 2004 at a fair value of \$803,250. The restrictions lapsed as to all of the shares on December 31, 2008.
- (7) This amount reflects the expense recognized by the Company for accounting purposes calculated in accordance with SFAS 123R with respect to a stock option grant to Mr. Mahoney. Mr. Mahoney received a stock option grant of 60,000 shares on January 1, 2005 at a fair value of \$313,500 in connection with his hiring. The options vested in one-third increments on January 1, 2006, January 1, 2007 and January 1, 2008, respectively.
- (8) This amount reflects the expense recognized by Cross for accounting purposes calculated in accordance with SFAS 123R with respect to time-based and performance-based restricted stock grants to Mr. MacDonald. Mr. MacDonald received a performance-based restricted stock award of 40,000 shares on January 3, 2006 at a fair value of \$166,000. Twenty-five percent of the stock vested at the end of fiscal year 2007, and the remaining 75% vested at the end of fiscal year 2008 upon the attainment of certain performance targets.
- (9) This amount reflects the expense recognized by Cross for accounting purposes calculated in accordance with FASB 123R with respect to time-based restricted stock grants to Mr. Mellen. Mr. Mellen received a time-based restricted stock award of 50,000 shares on January 31, 2005 in connection with his hiring at a fair value of \$261,250. The restrictions lapse as to all of those shares on December 31, 2008. On October 25, 2006, Mr. Mellen received a time-based grant of 25,000 restricted shares at a fair value of \$167,000 in recognition of his promotion to Senior Vice President of Global Marketing and Sales and to serve as a retention vehicle. Restrictions on 8,334 shares lapsed on October 25, 2007 and the balance will lapse in equal increments on

October 25, 2008 and October 25, 2009, respectively.

- (10) These amounts include performance based stock on which the restrictions have lapsed due to achievement of objectives for Mr. MacDonald and time based restricted stock that was granted on January 2, 2008 at a fair market value of \$9.95 for all the named executive officers. Restrictions on the time based shares will lapse on December 31, 2010 if the executive is still employed by the Company.

Table of Contents**GRANTS OF PLAN BASED AWARDS
DURING FISCAL YEAR 2008**

The following table describes awards to the named executive officers during fiscal year 2008 under the Company's performance-based annual incentive plan and its long term incentive plan. Both plans are described in greater detail beginning on page 9.

Grant Date	Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards	All Other Option Awards	Pr O A
		Threshold #	Target #	Maximum #	Threshold #	Target #	Maximum #			
2/17/2008 1/2/2008	2/17/2008 10/23/2007	\$ 0	\$ 437,308	\$ 583,077	0 40,000	80,000	80,000	40,000		
2/17/2008 1/2/2008 2/12/2008	2/17/2008 10/23/2007 12/12/2008	\$ 9,471	94,715	142,073	20,000	40,000	40,000	20,000	100,000	\$
2/17/2008 1/2/2008 2/12/2008	2/17/2008 10/23/2007 12/12/2008	13,694	136,947	273,894	20,000	40,000	40,000	20,000	100,000	\$
2/17/2008 1/2/2008 2/12/2008	2/17/2008 10/23/2007 12/12/2008	15,243	152,437	228,656	20,000	40,000	40,000	20,000	100,000	\$
2/17/2008 1/2/2008 2/12/2008	2/17/2008 10/23/2007 12/12/2008	9,271	92,712	139,069	16,666	20,000	20,000	0	18,000	\$

(1) This grant was made under the annual incentive plan discussed on page 9.

All named executive officers have a maximum possible incentive plan award of one hundred fifty percent of the target bonus opportunity with the exception of Mr. MacDonald, whose annual incentive plan formula for 2008 had a maximum of two hundred percent of the target bonus opportunity, and Mr. Whalen, whose maximum bonus opportunity is equal to 100% of his base salary earnings.

Table of Contents**OUTSTANDING EQUITY AWARDS AT THE END OF FISCAL YEAR 2008**

Name	OPTION AWARDS				STOCK AWARDS			
	Number of Securities Underlying Unexercised Options Exercisable	Number of Securities Underlying Unexercised Options Unexercisable	Option Exercise Price	Option Expiration Date	Number of Shares of Stock That have Not Vested	Market Value of Stock That have Not Vested	Equity Incentive Plan Awards: Number of Unearned Shares That have Not Vested	Equity Incentive Plan Awards: Market Value of Unearned Shares That have Not Vested
David G. Whalen	500,000	0	4.56250	11/15/2009	40,000(a)	\$ 107,000	53,334(b)	\$ 142,668
	1,600	0	4.75000	11/16/2009				
	2,000	0	5.75000	11/23/2009				
	1,400	0	5.68750	11/23/2009				
	16,600	0	5.87500	11/23/2009				
	4,000	0	4.75000	2/25/2010				
	770	0	5.44670	3/31/2010				
	2,200	0	5.75000	5/22/2010				
	562	0	5.57160	6/30/2010				
	566	0	5.25830	9/29/2010				
	653	0	5.25500	10/2/2010				
	4,000	0	4.68750	10/31/2010				
	100,000	0	7.62500	7/25/2011				
	125,000	0	7.11000	7/24/2012				
Kevin F. Mahoney	60,000	0	5.22500	1/31/2015				
	0	100,000	3.49500	12/12/2018				
Stephen A. Perreault	30,000	0	5.09375	7/27/2010			17,778(d)	\$ 47,556
	18,000	0	7.62500	7/25/2011				
	25,000	0	7.11000	7/24/2012				
	0	18,000	3.49500	12/12/2018				
Charles R. MacDonald	0	100,000	3.49500	12/12/2018	20,000(a)	\$ 53,500	26,668(b)	\$ 71,337
					10,000(e)	\$ 26,750		
Charles S. Mellen	0	100,000	3.49500	12/12/2018	20,000(a)	\$ 53,500	26,668(b)	\$ 71,337
					8,332(c)	\$ 22,288		

- (a) Restrictions on all shares held by Mr. Whalen, Mr. Mahoney, Mr. MacDonald and Mr. Mellen will terminate on December 31, 2010.
- (b) Restrictions on the equity incentive awards held by Mr. Whalen, Mr. Mahoney, Mr. MacDonald and Mr. Mellen terminate at the end of fiscal years 2009 and 2010 if certain performance targets are met.
- (c) Restrictions on Mr. Mellen's 8,332 shares will lapse on October 25, 2009.
- (d) Restrictions on the equity incentive awards held by Mr. Perreault terminate at the end of fiscal years 2009 and 2010 if certain performance targets are met.
- (e) Restrictions on Mr. MacDonald's 10,000 shares will lapse in February 2011.

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DURING FISCAL YEAR 2008**

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
David G. Whalen	0	\$ 0	150,000	\$ 391,500
Kevin F. Mahoney	0	0	0	0
Charles R. MacDonald	0	0	10,000	67,400
Charles S. Mellen	0	0	58,334	167,332
Stephen Perreault	0	0	0	0

PENSION BENEFITS

In the United States, A.T. Cross Company maintains two defined benefit plans. One is the A.T. Cross Company Pension Plan, which provides funded, tax-qualified benefits up to the limits on compensation and benefits under the Internal Revenue Code (referred to as the *Qualified Pension Plan*). The other is the A.T. Cross Company Unfunded Excess Benefits Plan, which provides unfunded, non-qualified benefits in excess of the limits applicable to the *Qualified Pension Plan* and the 401(k) plan (referred to as the *Excess Plan* or the *Nonqualified Excess Plan*). The Excess Plan benefits and provisions described here and shown in the Pension Benefits Table on page 18 pertain solely to the excess pension benefits attributable to the *Qualified Pension Plan*. The Excess Plan benefits attributable to benefits in excess of the limits applicable to the 401(k) plan are shown in the *Nonqualified Deferred Compensation Table* on page 20.

The *Present Value of Accumulated Benefits* shown in the Pension Benefits Table is the present value as of December 31, 2008 of the annual pension benefit earned as of December 31, 2008 payable under a plan for the executive's life beginning on the named executive officer's normal retirement age. The normal retirement age is defined as age 65 in each of the plans. Certain assumptions were used to determine the present value and to determine the annual pension that is payable beginning at normal retirement age. Those assumptions are described in footnote 1 to the Pension Benefits Table on page 19.

Qualified Pension Plan*General*

The *Qualified Pension Plan* was designed to provide tax-qualified pension benefits for most employees of the Company. Benefits under the *Qualified Pension Plan* are funded by an irrevocable tax-exempt trust. An executive's benefits under the *Qualified Pension Plan* are payable from the assets held by the tax-exempt trust.

Benefits provided under the *Qualified Pension Plan* are based on earnings up to a compensation limit under the Internal Revenue Code (which was \$230,000 in 2008). In addition, benefits provided under the *Qualified Pension Plan* may not exceed a benefit limit under the Internal Revenue Code (which in 2008 was \$185,000 payable as a single life annuity beginning at any age from age 62 through Social Security Normal Retirement Age).

Material terms and conditions

Effective May 20, 2006, both the Qualified Pension Plan and the Excess Plan were amended to freeze benefit accruals.

The accrued benefit under the Qualified Pension Plan is expressed as an annual single life annuity payable from normal retirement age and is determined under the following formula:

40% of Average Earnings less the Social Security Credit, prorated for less than 25 years of credited service. In no event is the accrued benefit less than 20% of Average Earnings, prorated for 25 years of credited service.

The Social Security Credit is equal to the lesser of (i) and (ii), multiplied by (iii):

- (i) the average of the three most recent years of earnings (excluding earnings in excess of the Social Security Wage Base)
- (ii) Social Security covered compensation
- (iii) 18.0% for participants born before 1938
16.8% for participants born between 1938 and 1954
15.6% for participants born after 1954

For purposes of the above formula, Average Earnings is the average of the five consecutive years earnings that produce the highest average and Credited Service of one year is granted for 1,000 or more hours of service during a plan year. No credit is recognized for employment before January 1, 1984. Credited service was frozen as of May 20, 2006.

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If the participant has attained age 62 and 5 years of service, the accrued benefit is reduced by 5/9 of 1% for each month by which the early retirement date precedes the normal retirement date.

If the participant is vested in the Qualified Pension Plan and dies while still employed by the Company, his or her spouse will receive a life annuity equal to 100% of the amount the participant would have received if he or she had elected a 100% Joint & Survivor annuity payment form commencing on his or her earliest retirement date and died the next day. If the participant dies after terminating employment, the benefit is the same as above, except that the spouse's annuity is reduced to 50% of the amount the participant would have received under the above analysis.

Eligibility of the named executive officers for unreduced pensions before normal retirement age

None; the pension benefit under the Qualified Pension Plan is reduced if paid before normal retirement age.

Elements of compensation included in applying the payment and benefit formula

Compensation includes base salary, bonus, overtime, commissions, any deferrals to the Company's 401(k) plan, and other pre-tax contributions to a Section 125, Section 402(e)(3) or Section 402(h) plan.

Company policy with regard to granting extra years of Credited Service

Generally, an eligible employee earns one year of Credited Service for each plan year in which he or she completes 1,000 hours of service. Additional years of Credited Service are generally not granted to participants in this plan and no extra years of service have been granted to the named executives. Their respective years of Credited Service are included in the Pension Benefits Table on page 19.

Form of payment

Lump sum payments are generally only available on de minimis amounts. Based on current benefit levels, the named executives' benefits are only payable in the form of a monthly annuity. Optional annuity forms with the spouse as beneficiary are available which are approximately equal in value.

Excess Plan

General

The Excess Plan provides participants with benefits that may not be provided under the Qualified Pension Plan and the 401(k) plan because of the limits on compensation and benefits. The Excess Plan is unfunded and maintained as a book reserve account. No funds are set aside in a trust or otherwise; participants in the Excess Plan are general creditors of the Company with respect to the payment of their Excess Plan benefits.

Material terms and conditions

The Excess Plan provides a benefit that is equal to the benefit that would be provided under the Qualified Pension Plan and the 401(k) plan if the compensation and benefit limits did not exist, less the benefit actually provided under the Qualified Pension Plan. Due to the benefit freeze under the Qualified Pension Plan, the benefits under this plan as they apply to the Qualified Pension Plan were also frozen effective May 20, 2006.

Eligibility for unreduced pensions before normal retirement age

None; the pension benefit under the Excess Plan is reduced if paid before normal retirement age.

Elements of compensation included in applying the payment and benefit formula

Compensation includes the same elements as under the Qualified Pension Plan, but without regard to Internal Revenue Code 401(a)(17) limits on compensation.

Company policy with regard to granting extra years of Credited Service

The Company's policy with respect to the Excess Plan is identical to the Company's policy with respect to the Qualified Pension Plan, as stated above.

Form of payment

For the named executives, benefits have generally been payable as provided under the Qualified Pension Plan or 401(k) plan, as applicable. Effective January 1, 2007, participants may receive their benefit in the form of a lump sum payment or annuity based upon their election made subject to the requirements of Internal Revenue Code Section 409A.

Table of Contents**PENSION BENEFITS
FOR FISCAL YEAR 2008**

Name	Plan Name	Number of Years of Credited Service	Present	Payments
			Value of Accumulated Benefits at 12/31/2008(1)	During Last Fiscal Year
David G. Whalen	Qualified Pension Plan	6	\$ 73,798	\$ 0
	Nonqualified Excess Plan	6	204,138	0
Kevin F. Mahoney	Qualified Pension Plan	1	10,443	0
	Nonqualified Excess Plan	1		0
	Qualified Pension Plan	3	49,891	0
Charles R. MacDonald	Nonqualified Excess Plan	3	9,182	0
	Qualified Pension Plan	1	9,215	0
	Nonqualified Excess Plan	1		0
Stephen Perreault	Qualified Pension Plan	10	\$ 231,596	0
	Nonqualified Excess Plan	10	\$ 50,830	0

(1) Assumptions for Calculation of Present Value of Accumulated Benefit disclosed in Pension Benefits Table:

Measurement Date	12/31/2008
Interest Rate for Present Value	6.17%
Mortality (Pre Benefit Commencement)	None
Mortality (Post Benefit Commencement)	RP-2000 w/ 5 yr projection
Withdrawal and Disability Rates	None
Retirement Rates prior to Age 65	None
Normal Retirement Age	65
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**NONQUALIFIED DEFERRED COMPENSATION
FOR FISCAL YEAR 2008**

Name	Plan	Executive	Registrant	Aggregate	Aggregate	Aggregate
		Contribution	Contributions	Earnings	Distributions	Balance
		in Last	in Last	in	in Last	at
		Fiscal	Fiscal	Last	Fiscal	Last
		Year(1)	Year(2)	Fiscal	Year	Fiscal
				Year		Year End
David G. Whalen	Nonqualified Excess Plan	\$ 0	\$ 48,185	\$ (20,698)	\$ 0	\$ 75,793
	Deferred Compensation Plan	0	0	0	0	0
Kevin F. Mahoney	Nonqualified Excess Plan	0	7,837	(7,534)	0	6,277
	Deferred Compensation Plan	0	0	0	0	0
Charles R. MacDonald	Nonqualified Excess Plan	0	22,460	(1,376)	0	40,221
	Deferred Compensation Plan	0	0	0	0	0
Charles S. Mellen	Nonqualified Excess Plan	0	11,025	(6,637)	0	15,255
	Deferred Compensation Plan	0	0	0	0	0
Stephen Perreault	Nonqualified Excess Plan	0	6,460	(303)	0	12,593
	Deferred Compensation Plan	0	0	0	0	0

- (1) None of the named executive officers have elected to participate in the Deferred Compensation Plan.
- (2) The amounts in this column are also included in the Summary Compensation Table on page 14, in the All Other Compensation column as a portion of the Company's 401(k) contribution.

The Nonqualified Deferred Compensation Table above shows information about two Company programs: the Excess Plan described on page 18, and the deferred compensation plan described below. The Excess Plan is designed to allow each executive to receive a Company contribution of match, core contribution (2% of eligible compensation), and for participants age 55 or older for 2006, 2007 and 2008, transitional benefits as a result of the pension plan freeze beyond the contribution limits prescribed by the IRS with regard to 401(k) plans. The Excess Plan is administered in the same manner as the Company's 401(k) plan, with the same participation and investment elections.

Executive officers may also defer receipt of all or part of their cash compensation under the Company's deferred compensation plan. Amounts deferred by executives under this program are credited with interest. The participant may elect that amounts credited to his or her account be allocated between two sub-accounts: the Interest Income Account and the Fixed Income Account. The rate of interest to be credited to the Interest Income Account is equal to the six-month treasury bill rate in effect at the time interest is credited. The Fixed Income Account will be credited with income, gains, or losses that would have been earned during that period had such account been invested in the Stable Asset Fund (or such successor fund as offered under the Company's qualified defined contribution plan). Interest is credited each June 30 and December 31. Participants may elect to receive the funds in a lump sum or in up to 10 annual installments following retirement, but may not make withdrawals during their employment, except in the event of hardship as approved by the Company. All deferral elections and associated distribution schedules are irrevocable. Both plans are unfunded and subject to forfeiture in the event of bankruptcy.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The named executive officers of the Company qualify for certain benefits in the event of termination of such executive's employment. The amount of compensation payable to each named executive officer is dependent on the nature of the termination. Payments that may be made in cases of voluntary termination, early retirement, involuntary termination, termination following a change in control and in the event of disability or death of the executive are discussed below. The amounts payable referenced in the discussion assume that such termination was effective as of December 31, 2008, and thus include amounts earned through such time and are estimates of the amounts which would be paid out to the executives upon their termination. Generally, amounts are reported in the tables below only to the extent that they are more favorable to the named executive officer than what is available to the Company's other employees and are in addition to accrued benefits or earned compensation noted elsewhere in this proxy statement. The actual amounts to be paid out upon termination or change in control can only be determined at the time of such executive's separation from the Company.

Payments Made Upon Termination

Regardless of the nature of a named executive officer's termination, he or she may be entitled to receive benefits accrued and compensation earned

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during his or her term of employment. Such amounts may include:

non-equity incentive compensation earned during the fiscal year in the same manner as other employee participants;

vested outstanding equity grants in the same manner as other employee participants;

extension of exercise period for vested stock options if executive is age 62 or older in the same manner as other employee participants;

vested amounts contributed by the Company under the 401(k) plan in the same manner as other employee participants, the related Excess Plan and the nonqualified deferred compensation program;

unused vacation pay in the same manner as other employee participants; and

amounts accrued and vested through the Company Qualified Pension Plan in the same manner as other employee participants, and the related Excess Plan.

Payments Made Upon Retirement

In the event of the retirement of a named executive officer, in addition to the items identified above, the retiring executive officer will have the option to continue medical benefits until age 65 at the full premium cost in the same manner as offered to other employee participants.

Payments Made Upon Death or Disability

In the event of the death or disability of a named executive officer, in addition to the applicable benefits listed under the headings **Payments Made Upon Termination** and **Payments Made Upon Retirement** above, the named executive officer or his or her estate may receive benefits under the Company's disability plan or payments under the Company's life insurance plan, as appropriate and in the same manner as other employee participants.

Payments Made Upon Involuntary Termination Without Cause

In the event of an involuntary termination without cause, in addition to the items identified above under the heading **Payments Made Upon Termination** above, each of the named executive officers other than Mr. Whalen will receive a severance payment equal to 1.0 times the executive's base salary and Mr. Whalen will receive a severance payment equal to 2.0 times his base salary and target bonus under the annual incentive plan (75% of his base salary).

Payments Made Upon a Change in Control

The Company has a Change in Control Severance Program (the **Program**). Pursuant to this Program, if an executive's employment is actually or constructively terminated following a change in control (other than termination by the Company for cause), in addition to the items identified above under the heading **Payments Made Upon Involuntary Termination Without Cause**, the named executives may receive the following payments and benefits:

with the exception of Mr. Whalen, each of the named executive officers actually or constructively terminated in the 24 month period following a change in control will receive:

- o severance payment equal to 1.5 times the executive's base salary;

- o an amount equal to 1.5 times the executive's target bonus under the annual incentive plan;
- o in certain circumstances, an amount as described on page 12 under the heading "Post-Termination Compensation" which represents excise tax charged to the named executive officer as a result of any change in control payments; and
- o any unvested stock options held by the executive will vest and become exercisable, and any restrictions on restricted stock grants held by the executive will lapse.

If actively or constructively terminated following a change in control, Mr. Whalen will receive:

- o a severance payment equal to 3.0 times his base salary;
- o an amount equal to 3.0 times his target bonus under the annual incentive plan (75% of base salary);
- o an amount as described on page 12 under the heading "Post-Termination Compensation" which represents excise tax charged to Mr. Whalen as a result of any change in control payments; and
- o Any unvested stock options held by Mr. Whalen will vest and become exercisable, and any restrictions on restricted stock grants held by Mr. Whalen will lapse.

Generally, pursuant to the Program, a change in control is deemed to occur if (a) there is a change in the beneficial ownership of more than fifty percent of the Class B common stock of the Company, or (b) the

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Company's stockholders approve a consolidation or merger in which the Company will not be the surviving corporation, or approve the sale of substantially all of the Company's assets.

The following tables set forth the estimated value of payments and benefits that the Company's named executive officers would be entitled to receive assuming certain terminations of employment and/or assuming a change in control of the Company, in each case occurring on December 31, 2008.

Mr. Whalen

Executive Benefits and Payments Upon Separation	Involuntary Termination Without Cause (no Change in Control)	Involuntary Termination Without Cause or by Executive for Good Reason (Change in Control)	Disability	Death
Compensation:				
Annual Incentive Plan(1)	\$ 870,000	\$ 1,305,000(4)	\$ 435,000	\$ 435,000
Stock Options(2)	NA	NA	NA	NA
Performance-Based Restricted Stock Awards(3)	0	142,668	142,668	142,668
Benefits & Perquisites:				
Time-Based Restricted Stock Awards(3)	0	107,000	107,000	107,000
Health and Welfare Benefits(5)	23,383	35,075	0	0
Life Insurance Benefits(6)	9,724	14,586		
Cash Severance(7)	1,160,000	1,740,000	0	0
TOTAL	\$ 2,063,107	\$ 3,344,329	\$ 684,668	\$ 684,668

(1) See discussion on page 21 regarding payments to Mr. Whalen pursuant to the annual incentive plan under the headings "Payments Made Upon Involuntary Termination Without Cause" and "Payments Made Upon a Change in Control." Additionally, as noted on page 21, in the event of disability or death Mr. Whalen would receive any earned bonus for that year under the annual incentive plan. The dollar amounts shown above assume that Mr. Whalen achieved his target bonus for 2008.

(2) Mr. Whalen currently has no unvested stock options.

(3) Mr. Whalen has outstanding performance-based and time-based restricted stock award, as described in the Summary Compensation Table on page 14. Unless the Board of Directors in its sole discretion determines otherwise. (a) if an employee's employment with the Company is terminated during the restricted period other than by reason of death, disability or change in control, the employee shall thereupon forfeit all restricted shares, (b) if an employee's employment with the Company is terminated during the restricted period because of death or disability occurring within the twelve month period immediately preceding the end of a restricted period, the restricted period shall terminate with respect to any restricted shares for which the restrictions would have lapsed

in such following twelve month period, and (c) upon a change in control all restricted periods shall end and the restrictions applicable to all outstanding awards of restricted shares shall terminate.

- (4) In the event of a change in control, the executive would receive an amount equal to 3 times his target bonus under the annual incentive plan.
- (5) These amounts represent Company paid premiums toward continued medical and dental coverage for the executive during the severance period.
- (6) These amounts represent Company paid premiums toward continued life insurance coverage during the severance period. As noted on page 21, in the event of disability or death the executive or his or her estate may receive benefits under the Company's life insurance plan in the same manner as other employee participants.
- (7) See discussion on page 21 regarding severance payments to the Chief Executive Officer under the headings Payments Made Upon Involuntary Termination Without Cause and Payments Made Upon a Change in Control.

Table of Contents**Mr. Mahoney**

Executive Benefits and Payments Upon Separation	Involuntary Termination Without Cause (no Change in Control)	Involuntary Termination Without Cause or by Executive for Good Reason (Change in Control)	Disability	Death
Compensation:				
Annual Incentive Plan	\$ NA	\$ 141,750(2)	\$ 94,500(1)	\$ 94,500(1)
Stock Options(3)	NA	NA	NA	NA
Performance-Based Restricted Stock Awards(4)	NA	71,337	71,337	71,337
Benefits & Perquisites:				
Time-Based Restricted Stock Awards(4)	NA	53,500	53,500	53,500
Health and Welfare Benefits(5)	4,509	6,764	0	0
Life Insurance Benefits(6)	7,541	11,311		
Cash Severance(7)	270,000	405,000	0	0
TOTAL	\$ 282,050	\$ 689,662	\$ 219,337	\$ 219,337

- (1) See discussion on page 21 regarding payments to the named executive officers pursuant to the annual incentive plan under the headings Payments Made Upon Involuntary Termination Without Cause and Payments Made Upon Death or Disability. The dollar amounts shown above assume that the executive achieved his target bonus for 2008.
- (2) In the event of a change in control, the executive would receive an amount equal to 1.5 times his target bonus under the annual incentive plan.
- (3) Mr. Mahoney has unvested stock options as described in the Summary Compensation Table on page 14. In the event of change in control while any option remains outstanding, unless the Board of Directors determines or the terms of any award agreement provide otherwise, all options shall become immediately exercisable, and shall expire as of the effective date of the change in control.
- (4) Mr. Mahoney has outstanding performance-based and time-based restricted stock awards as described in the Grants of Plan Based Awards Table on page 15. Unless the Board of Directors in its sole discretion determines otherwise, (a) if an employee's employment with the Company is terminated during the restricted period other than by reason of death, disability or change in control, the employee shall thereupon forfeit all restricted shares, (b) if an employee's employment with the Company is terminated during the restricted period because of death or disability occurring within the twelve month period immediately preceding the end of a restricted period, the restricted period shall terminate with respect to any restricted shares for which the restrictions would have lapsed in such following twelve month period, and (c) upon a change in control all restricted periods shall end and the restrictions applicable to all outstanding awards of restricted shares shall terminate.

- (5) These amounts represent Company paid premiums toward continued medical and dental coverage for the executive during the severance period.
- (6) These amounts represent Company paid premiums toward continued life insurance coverage during the severance period. As noted on page 21, in the event of disability or death the executive or his or her estate may receive benefits under the Company's life insurance plan in the same manner as other employee participants.
- (7) See discussion on page 21 regarding severance payments to the named executive officers under the headings Payments Made Upon Involuntary Termination Without Cause and Payments Made Upon a Change in Control.

Mr. MacDonald

Executive Benefits and Payments Upon Separation	Involuntary Termination Without Cause (no Change in Control)	Involuntary Termination Without Cause or by Executive for Good Reason (Change in Control)	Disability	Death
Compensation:				
Annual Incentive Plan	\$ NA	\$ 202,500(2)	\$ 135,000(1)	\$ 135,000(1)
Stock Options(3)	NA	NA	NA	NA
Performance-Based Restricted Stock Awards(4)	NA	71,337	71,337	71,337
Benefits & Perquisites:				
Time-Based Restricted Stock Awards(4)	NA	80,250	80,250	80,250
Health and Welfare Benefits(5)	10,263	15,395	0	0
Life Insurance Benefits(6)	7,225	10,837		
Cash Severance(7)	300,000	450,000	0	0
TOTAL	\$ 317,488	\$ 830,319	\$ 286,587	\$ 286,587

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- (1) See discussion on page 21 regarding payments to the named executive officers pursuant to the annual incentive plan under the headings **Payments Made Upon Involuntary Termination Without Cause** and **Payments Made Upon Death or Disability**. The dollar amounts shown above assume that the executive achieved his target bonus for 2008.
- (2) In the event of a change in control, the executive would receive an amount equal to 1.5 times his target bonus under the annual incentive plan.
- (3) Mr. MacDonald has unvested stock options as described in the Summary Compensation Table on page 14. In the event of a change in control while any option remains outstanding, unless the Board of Directors determines or the terms of any award agreement provide otherwise, all options shall become immediately exercisable, and shall expire as of the effective date of the change in control.
- (4) Mr. MacDonald has outstanding performance-based and time based restricted stock awards as described in the Summary Compensation Table on page 14. Unless the Board of Directors in its sole discretion determines otherwise, (a) if an employee's employment with the Company is terminated during the restricted period other than by reason of death, disability or change in control, the employee shall thereupon forfeit all restricted shares, (b) if an employee's employment with the Company is terminated during the restricted period because of death or disability occurring within the twelve month period immediately preceding the end of a restricted period, the restricted period shall terminate with respect to any restricted shares for which the restrictions would have lapsed in such following twelve month period, and (c) upon a change in control all restricted periods shall end and the restrictions applicable to all outstanding awards of restricted shares shall terminate.
- (5) These amounts represent Company paid premiums toward continued medical and dental coverage for the executive during the severance period.
- (6) These amounts represent Company paid premiums toward continued life insurance coverage during the severance period. As noted on page 21, in the event of disability or death the executive or his or her estate may receive benefits under the Company's life insurance plan in the same manner as other employee participants.
- (7) See discussion on page 21 regarding severance payments to the named executive officers under the headings **Payments Made Upon Involuntary Termination Without Cause** and **Payments Made Upon a Change in Control**.

Mr. Mellen

Executive Benefits and Payments Upon Separation	Involuntary Termination Without Cause (no Change in Control)	Involuntary Termination Without Cause or by Executive for Good Reason (Change in Control)	Disability	Death
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Compensation:

Annual Incentive Plan	\$	NA	\$ 226,125(2)	\$ 150,750(1)	\$ 150,750(1)
Stock Options(3)		NA	NA	NA	NA
Performance-Based Restricted Stock Awards(4)		NA	71,337	71,337	71,337

Benefits & Perquisites:

Time-Based Restricted Stock Awards(4)		NA	75,788	75,788	75,788
Health and Welfare Benefits(5)		10,263	15,395	0	0
Life Insurance Benefits(6)		3,224	4,836		
Cash Severance(7)		335,000	502,500	0	0
TOTAL	\$	348,487	\$ 895,981	\$ 297,875	\$ 297,875

- (1) See discussion on page 21 regarding payments to the named executive officers pursuant to the annual incentive plan under the headings *Payments Made Upon Involuntary Termination Without Cause* and *Payments Made Upon Death or Disability*. The dollar amounts shown above assume that the executive achieved his target bonus for 2008.
- (2) In the event of a change in control, the executive would receive an amount equal to 1.5 times his target bonus under the annual incentive plan.
- (3) Mr. Mellen has unvested stock options as described in the Summary Compensation Table on page 14. In the event of a change in control while any option remains outstanding, unless the Board of Directors determines or the terms of any award agreement provide otherwise, all options shall become immediately exercisable, and shall expire as of the effective date of the change in control.
- (4) Mr Mellen has outstanding performance- and time-based restricted stock awards as described in the Summary Compensation Table on page 14. Unless the Board of Directors in its sole discretion determines otherwise, (a) if an employee's employment with the Company is terminated during the restricted period other than by reason of death, disability or change in control, the employee shall thereupon forfeit all restricted shares, (b) if an employee's employment with the Company is terminated during the restricted period because of death or disability occurring within the twelve month period immediately preceding the end of a restricted period, the restricted period shall terminate with respect to any restricted shares for which the restrictions would have lapsed in such following twelve month period, and (c) upon a change in control all restricted periods shall end and the restrictions applicable to all outstanding awards of restricted shares shall terminate.
- (5) These amounts represent Company paid premiums toward continued medical and dental coverage for the executive during the severance period.
- (6) These amounts represent Company paid premiums toward continued life insurance coverage during the severance period. As noted on page 21, in the event of disability or death the executive or his or her estate may receive benefits under the Company's life insurance plan in the same manner as other employee participants.
- (7) See discussion on page 21 regarding severance payments to the named executive officers under the headings *Payments Made Upon Involuntary Termination Without Cause* and *Payments Made Upon a Change in Control*.

Table of Contents**Mr. Perreault**

Executive Benefits and Payments Upon Separation	Involuntary Termination Without Cause (no Change in Control)	Involuntary Termination or by Executive for Good Reason (Change in Control)	Disability	Death
Compensation:				
Annual Incentive Plan	NA	\$ 137,610(2)	\$ 91,740(1)	\$ 91,740(1)
Stock Options(3)	NA	NA	NA	NA
Performance-Based Restricted Stock Awards(4)	NA	47,556	47,556	47,556
Benefits & Perquisites:				
Time-Based Restricted Stock Awards(4)	NA	NA	NA	NA
Health and Welfare Benefits(5)	10,263	15,395	0	0
Life Insurance Benefits(6)	11,729	17,593		
Cash Severance(7)	229,350	344,025	0	0
TOTAL	\$ 251,342	\$ 562,179	\$ 139,296	\$ 139,296

- (1) See discussion on page 21 regarding payments to the named executive officers pursuant to the annual incentive plan under the headings Payments Made Upon Involuntary Termination Without Cause and Payments Made Upon Death or Disability. The dollar amounts shown above assume that the executive achieved his target bonus for 2008.
- (2) In the event of a change in control, the executive would receive an amount equal to 1.5 times his target bonus under the annual incentive plan.
- (3) Mr. Perreault has unvested stock options as described in the Summary Compensation Table on page 14. In the event of a change in control while any option remains outstanding, unless the Board of Directors determines or the terms of any award agreement provide otherwise, all options shall become immediately exercisable, and shall expire as of the effective date of the change in control.
- (4) Mr. Perreault has outstanding performance-based restricted stock awards as described in the Summary Compensation Table on page 14. Unless the Board of Directors in its sole discretion determines otherwise, (a) if an employee's employment with the Company is terminated during the restricted period other than by reason of death, disability or change in control, the employee shall thereupon forfeit all restricted shares, (b) if an employee's employment with the Company is terminated during the restricted period because of death or disability occurring within the twelve month period immediately preceding the end of a restricted period, the restricted period shall terminate with respect to any restricted shares for which the restrictions would have lapsed in such following twelve month period, and (c) upon a change in control all restricted periods shall end and the

restrictions applicable to all outstanding awards of restricted shares shall terminate.

- (5) These amounts represent Company paid premiums toward continued medical and dental coverage for the executive during the severance period.
- (6) These amounts represent Company paid premiums toward continued life insurance coverage during the severance period. As noted on page 21, in the event of disability or death the executive or his or her estate may receive benefits under the Company's life insurance plan in the same manner as other employee participants.
- (7) See discussion on page 21 regarding severance payments to the named executive officers under the headings Payments Made Upon Involuntary Termination Without Cause and Payments Made Upon a Change in Control.

Table of Contents**DIRECTOR COMPENSATION**

As of April 2008, Members of the Company's Board of Directors who are not employees of the Company were compensated for their services during 2008 at the rate of \$40,000 per annum (the Retainer), plus \$1,000 for each Board meeting attended. During 2008, the Board of Directors held seven meetings. In addition, non-employee members of the Compensation, Nominating and Corporate Governance, and Executive Committees received \$1,500 (\$2,000 in the case of the committee chair) for each committee meeting attended. Members of the Audit Committee received \$2,000 (\$3,000 in the case of the committee chair) for each committee meeting attended. Board and Committee members receive \$500 for participation in special (i.e., not regularly scheduled) telephonic meetings.

Sixty percent of the Retainer paid to non-employee directors is paid in Class A common stock of the Company (the Mandatory Shares). Non-employee directors may elect to receive the balance of the Retainer and any supplemental Board and committee meeting fees in Class A common stock. The Retainer is paid in quarterly increments on the date of the first Board meeting in each quarter. The number of shares of Class A common stock awarded as Mandatory Shares or as shares which the director has elected to receive in lieu of cash is determined by dividing the dollar amount of the compensation payable by the fair market value of those shares on the payment date. Non-employee directors also have the option of deferring any or all of their compensation. If they elect to defer stock payments, they receive phantom stock units, the cash value of which is calculated and paid to them at the end of the election period they specify. Said election period must be at least three years. All deferred compensation is paid out at the end of the election period or when the individual ceases to serve as a director, whichever occurs first. The director can elect to receive the deferred compensation in a lump sum or in up to ten annual installments.

2008 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash(1)	Stock Awards	Option Awards	Change in Pension Value and Non-Equity Nonqualified Incentive Deferred Compensation			All Other Compensation	Total
				Plan Compensation	Earnings			
Bradford R. Boss	\$ 44,232	\$ 0	\$ 0(a)	\$ 0	\$ 0	\$ 0	\$ 44,232	
Russell A. Boss	44,232	0	0(b)	0	0	0	44,232	
Bernard V. Buonnano	52,232	0	0(c)	0	0	0	52,232	
Edward J. Cooney	67,732	0	0(d)	0	0	0	67,732	
Galal P. Doss	41,728	0	0(e)	0	0	0	41,728	
Harlan M. Kent	37,486	0	0(f)	0	0	0	37,486	
Andrew J. Parsons	64,232	0	0(g)	0	0	0	64,232	
James C. Tappan	61,250	0	0(h)	0	0	0	61,250	

- (1) Includes a combination cash and Company stock mandatorily issued pursuant to the directors' compensation program in lieu of cash.

At January 3, 2009:

- (a) Mr. B. Boss has option awards outstanding of 20,394 shares
- (b) Mr. R. Boss has no option awards outstanding
- (c) Mr. Buonanno has option awards outstanding of 20,394 shares
- (d) Mr. Cooney has no option awards outstanding
- (e) Mr. Doss has option awards outstanding of 12,000 shares
- (f) Mr. Kent has no option awards outstanding
- (g) Mr. Parsons has option awards outstanding of 12,000 shares
- (h) Mr. Tappan has option awards outstanding of 20,394 shares

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TAX CONSEQUENCES OF OPTION AWARDS

There will be no federal income tax consequences to either the optionee or the Company on the grant of a non-qualified option. Upon the exercise of a non-qualified option, the optionee has taxable ordinary income equal to the excess of the fair market value of the shares of stock received on the exercise date (or the date on which any substantial risk of forfeiture lapses) over the option price of the shares. The Company will be entitled to a federal income tax deduction in an amount equal to such excess. Upon a subsequent sale or taxable exchange of shares acquired upon exercise of an option, an optionee will recognize long-term or short-term capital gain or loss equal to the difference between the amount realized on the sale and the tax basis of such shares.

Currently the Omnibus Incentive Plan does not provide for the grant of Incentive Stock Options.

Table of Contents**APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS**

The Audit Committee reappointed Deloitte & Touche LLP to serve as the Company's independent auditors for 2008. Representatives of Deloitte & Touche LLP will be present at the annual meeting to answer appropriate questions. They will also have the opportunity to make a statement if they desire to do so.

PRINCIPAL ACCOUNTING FIRM FEES

Aggregate fees billed to the Company for the fiscal years ending January 3, 2009 and December 29, 2007 by the Company's principal accounting firm, Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, "Deloitte"):

	2008		2007
<i>Audit Fees</i>	\$ 1,461,585*	\$	1,258,725
<i>Audit Related Fees</i>	\$ 9,631		
<i>Tax Fees</i>			
Transfer Pricing Study	0	\$	56,346
International Tax Consultation	\$ 120,885	\$	116,904
Other Tax Consultation	\$ 28,800	\$	0
<i>All Other</i>			
Mergers & Acquisitions	\$ 92,225	\$	60,785

* Includes \$101,000 in fees billed in 2008 related to the 2007 audit.

The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the principal accountant's independence.

The Audit Committee's policies and procedures regarding pre-approval of non-audit and non-tax services provided by the Company's independent accountants require pre-approval of all services, regardless of de minimis exceptions, by the full Audit Committee. The Audit Committee has delegated such pre-approval authority to the Audit Committee Chair. During 2008, all non-audit and non-tax services were pre-approved by the Audit Committee Chair.

REPORT OF THE AUDIT COMMITTEE

The audit functions of the Audit Committee are focused on three areas:

the adequacy of the Company's internal controls and financial reporting process and the quality and integrity of the Company's financial statements.

the independence and performance of the Company's internal auditor and independent auditors.

the Company's compliance with legal and regulatory requirements and adherence to business ethics.

In fiscal 2008, the Audit Committee met with management to consider the adequacy of the Company's internal controls and the objectivity of its financial reporting. We discuss these matters with the Company's independent

auditors and with appropriate Company financial personnel and the internal auditor.

We regularly meet privately with both the independent auditors and the internal auditor, each of whom has unrestricted access to the Committee.

We also have the sole authority to retain and dismiss the independent auditors and review periodically their performance and independence from management.

Management has primary responsibility for the Company's financial statements and the overall reporting process, including the Company's system of internal controls.

The independent auditors audit the annual financial statements prepared by management, express an opinion as to whether those financial statements fairly present the financial position, results of operations and cash flows of the Company in conformity with generally accepted accounting principles and discuss with us any issues they believe should be raised with us.

This year, we reviewed the Company's audited financial statements and met with both management and the independent auditors to discuss those financial statements. Management has represented to us that the financial statements were prepared in accordance with accounting principles generally accepted in the United States.

In the performance of its oversight function, the Audit Committee has reviewed and discussed with management, the internal auditors and the independent auditors the consolidated financial statements for the fiscal year ended January 3, 2009. Management represented to the Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles. The Committee discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, relating to communication with audit committees. In addition, the Committee has received from the independent auditors the written disclosures and letter required by the Public Company Accounting Oversight Board Ethics and Independence Rule 3526 relating to independence discussions with audit committees, has discussed with the independent auditors their independence from the Company and its management and has considered whether the independent auditors' provision of non-audit services to the Company is compatible with maintaining the auditor's independence.

Based on these reviews and discussions, we recommended to the Board that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended January 3, 2009.

2008 Audit Committee

Edward J. Cooney, Chairman
James C. Tappan
Andrew J. Parsons

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons who own more than 10 percent of the Company's Class A common stock ("Insiders"), to file with the Securities and Exchange Commission and the NASDAQ reports of ownership and changes in ownership of such stock. Insiders are required by Securities and Exchange Commission regulations to furnish the Company with copies of all Section 16(a) reports they file. Based solely on a review of the copies of such reports furnished to the Company, the Company believes that during 2008 its Insiders complied with all applicable Section 16(a) filing requirements except that Charles S. Mellen inadvertently failed to file a Form 4 on a timely basis relating to a sale of stock in October 2008.

OTHER MATTERS

As of the date of this proxy statement, the Company knows of no business that will be presented for consideration at the annual meeting other than the items referred to above. However, if other business upon which holders of Class A common stock are entitled to vote shall properly come before the meeting, proxies in the enclosed form returned as instructed will be voted in accordance with the recommendation of the Board of Directors, or in the absence of such a recommendation, in accordance with the judgement of the proxy holder.

IMPORTANT

NO MATTER HOW SMALL YOUR HOLDINGS, YOU ARE RESPECTFULLY REQUESTED TO SIGN, DATE, AND RETURN THE ENCLOSED PROXY IN THE ENCLOSED, PREPAID ENVELOPE AT YOUR EARLIEST CONVENIENCE.

Tina C. Benik
Vice President, Legal and
Human Resources
Corporate Secretary

Dated: March 26, 2009

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002-CS17870

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**Electronic Voting Instructions
You can vote by Internet or telephone!
Available 24 hours a day, 7 days a week!**

Instead of mailing your proxy, you may choose one of the two voting methods outlined below to vote your proxy.

VALIDATION DETAILS ARE LOCATED BELOW IN THE TITLE BAR.

Proxies submitted by the Internet or telephone must be received by 1:00 a.m., Central Time, on April 23, 2009.

Vote by Internet

Log on to the Internet and go to **www.envisionreports.com/ATX**

Follow the steps outlined on the secured website.

Vote by telephone

Call toll free 1-800-652-VOTE (8683) within the United States, Canada & Puerto Rico any time on a touch tone telephone. There is **NO CHARGE** to you for the call.

Follow the instructions provided by the recorded message.

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

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proposals

This Proxy when properly executed will be voted in the manner directed herein by the undersigned. If no direction is made, this proxy will be voted FOR proposals 1 & 2.

The Board of Directors recommends a vote FOR the following proposals.

	For	Against	Abstain
1. NUMBER OF DIRECTORS: Fixing the number of Class A directors at three and Class B directors at six.	o	o	o

+

2.
ELECTION
OF
CLASS A
DIRECTORS:

	For	Withhold		For	Withhold		For	Withhold
01 - Galal P. Doss	o	o	02 - Andrew J. Parsons	o	o	03 - James C. Tappan	o	o

3. OTHER BUSINESS:

In their discretion, the proxies are authorized to vote upon such other business as may properly come before said meeting or any adjournment thereof upon which Class A common shareholders are entitled to vote.

B Non-Voting Items

Change of Address Please print new address below.

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

Please date, sign and mail promptly in the enclosed envelope. This proxy will not be used if you attend the meeting in person and so request.

Important: Please sign exactly as your name or names appear on this proxy card. When signing as attorney, executor, administrator, trustee, guardian, or in any other representative capacity, give full title as such. Corporate shareholders sign with full corporate name by a duly authorized officer. If a partnership, sign in partnership name by authorized person.

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

/ /

Signature 1 Please keep signature within the box.

Signature 2 Please keep signature within the box.

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 23, 2009.

The Company's Proxy Statement and Annual Report are available at:

<http://www.envisionreports.com/ATX>

IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE.

Proxy A.T. Cross Company

THIS PROXY IS BEING SOLICITED ON BEHALF OF THE COMPANY'S BOARD OF DIRECTORS

The undersigned holder of Class A common stock of A.T. Cross Company does hereby constitute and appoint Bradford R. Boss, Russell A. Boss, and David G. Whalen, or any one of them, as attorneys and proxies of the undersigned, with full power of substitution for, and in the name and stead of, the undersigned to appear and vote all shares of Class A common stock of A.T. Cross Company held of record in the name of the undersigned at the annual meeting of A.T. Cross Company to be held at the offices of the Company, One Albion Road, Lincoln, Rhode Island 02865 on Thursday, April 23, 2009 at 10:00 A.M. and at any and all adjournments thereof as designated.

(Continued and to be voted on reverse side.)