

SYNALLOY CORP  
Form DEF 14A  
March 29, 2007

**SCHEDULE 14A INFORMATION**

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

Filed by the Registrant  (x)

Filed by a Party other than the Registrant  ( )

Check the appropriate box:

( ) Preliminary Proxy Statement  ( ) Confidential, for Use of the  
Commission Only (as permitted by Rule 14a-6(e)(2))

(x) Definitive Proxy Statement

( ) Definitive Additional Materials

( ) Soliciting Material Pursuant to Rule 14a-11© or Rule 14a-12

**SYNALLOY CORPORATION**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box)

(x) No fee required

( ) \$125 per Exchange Act Rules 0-11©(1)(ii), 14a-6(i)(1), or 14a6(i)(2) or  
Item 22a(2) of Schedule 14A

( ) Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies

2. Aggregate number of securities to which transaction applies:

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

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Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

For, Schedule or Registration Statement No.:

Filing Party:-----

Date Filed:-----



**SYNALLOY CORPORATION**  
**Post Office Box 5627**  
**Spartanburg, South Carolina 29304**

**NOTICE OF ANNUAL MEETING**  
**April 26, 2007**

**TO THE SHAREHOLDERS OF SYNALLOY CORPORATION**

Notice is hereby given that the Annual Meeting of Shareholders of Synalloy Corporation will be held at the Company's corporate offices, 2155 West Croft Circle, Spartanburg, South Carolina on Thursday, April 26, 2007, at 10:00 a.m. local time. The following important matters will be presented for your consideration:

1. To elect six directors to serve until the next Annual Meeting of Shareholders or until their successors are elected and qualified;
2. To act upon such other matters as may properly come before the meeting or any adjournment or adjournments thereof.

All of the above matters are more fully described in the accompanying Proxy Statement.

Only shareholders of record at the close of business on February 27, 2007 are entitled to notice of and to vote at the meeting.

By order of the Board of Directors

/s/ Cheryl C. Carter  
Cheryl C. Carter  
Secretary

Spartanburg, South Carolina  
March 26, 2007

Important: You are cordially invited to attend the meeting, but whether or not you plan to attend, PLEASE FILL IN, DATE, SIGN AND MAIL the enclosed Proxy promptly. If you are a record shareholder and attend the meeting, you may either use your proxy, or withdraw your proxy and vote in person.

**The 2006 Annual Report on Form 10-K is furnished herewith.**

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**SYNALLOY CORPORATION  
CROFT INDUSTRIAL PARK  
POST OFFICE BOX 5627  
SPARTANBURG, SOUTH CAROLINA 29304**

**ANNUAL MEETING OF SHAREHOLDERS  
April 26, 2007**

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Synalloy Corporation (the "Company") of proxies to be voted at the Annual Shareholders' Meeting to be held at the Company's corporate office, 2155 West Croft Circle, Spartanburg, South Carolina, on Thursday, April 26, 2007, at 10:00 a.m. local time, and at all adjournment(s) thereof. On or about March 26, 2007, we will begin mailing these proxy materials to all shareholders of record as of the close of business on February 27, 2007.

**Quorum and Voting.** The presence, in person or by proxy, of a majority of the outstanding shares of Common Stock of the Company is necessary to constitute a quorum at the Annual Meeting. If a share is represented for any purpose at the annual meeting by the presence of the registered owner or a person holding a valid proxy for the registered owner, it is deemed to be present for purposes of establishing a quorum. Therefore, valid proxies which are marked "Abstain" or "Withhold" and shares that are not voted, including proxies submitted by brokers that are the record owners of shares (so-called "broker non-votes"), will be included in determining the number of votes present or represented at the annual meeting. If a quorum is not present or represented at the meeting, the shareholders entitled to vote who are present in person or represented by proxy have the power to adjourn the meeting from time to time. If the meeting is to be reconvened within 30 days, no notice of the reconvened meeting will be given other than an announcement at the adjourned meeting. If the meeting is to be adjourned for 30 days or more, notice of the reconvened meeting will be given as provided in the Bylaws. At any reconvened meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

**Voting Rights.** The securities which can be voted at the Annual Meeting consist of Common Stock of the Company, \$1.00 par value per share. The record date for determining the holders of Common Stock who are entitled to notice of and to vote at the Annual Meeting is February 27, 2007. On February 23, 2007, the Company had outstanding 6,181,258 (excluding 1,818,742 shares held in treasury) shares of Common Stock. Each record shareholder of Common Stock is entitled to one vote per share on each matter to be voted on at the meeting, except that in the election of Directors shareholders have cumulative voting rights.

If a quorum is present at the Annual Meeting, Directors will be elected by a plurality of the votes cast by shares present in person or by proxy and entitled to vote at the meeting. "Plurality" means that, if there were more nominees than positions to be filled, the individuals who received the largest number of votes cast for directors would be elected. Votes that are withheld or shares that are not voted in the election of directors will have no effect on the outcome of election of directors. Each stockholder of Common Stock entitled to vote for the election of Directors has the right to cumulate his votes either (1) by giving to one candidate as many votes as equal the number of shares owned by such holder multiplied by the number of directors to be elected, or (2) by distributing his votes on the same principle among any number of candidates. Any stockholder who intends to cumulatively vote his shares must either (1) give written notice of such intention to the Secretary of the Company not less than forty-eight (48) hours before the time fixed for the Annual Meeting, or (2) announce his intention in such meeting before the voting for Directors commences. If a stockholder gives notice of his intention to cumulate his votes, all shareholders entitled to vote at the meeting will without further notice, be entitled to cumulate their votes.

If a quorum is present, all other matters which may be considered and acted upon by the holders of Common Stock at the Annual Meeting will be approved if a majority of shares present and entitled to vote at the meeting cast their votes in favor of the proposals. Abstentions and broker non-votes will have the effect of a vote against such matters.

**Cost of Solicitation.** The entire cost of soliciting these proxies will be borne by the Company. The Company may make arrangements with brokerage houses, nominees, fiduciaries and other custodians to send proxies and proxy material to beneficial owners of the Company's stock and may reimburse them for their expenses in so doing. Proxies may be solicited personally or by telephone, other electronic means or mail by directors, officers and regular employees of the Company without additional compensation for such

services. Synalloy has engaged the services of W. F. Doring & Company, a firm specializing in proxy solicitation, to solicit proxies and to assist in the distribution and collection of proxy material for a fee estimated at approximately \$2,500 plus reimbursement of out-of-pocket expenses.

**Information About Voting.** Shareholders of record can vote in person at the Annual Meeting or by proxy. Shareholders of record may vote their proxy by mail or by internet following the instructions on the proxy card. If your shares are held in the name of a bank, broker or other nominee, you will receive instructions from the nominee that you must follow in order for your shares to be voted. If your shares are not registered in your own name and you wish to vote your shares in person at the Annual Meeting, you should contact your broker or agent to obtain a broker's proxy card and bring it to the Annual Meeting in order to vote. If you hold shares in the Synalloy Corporation 401(k)/Employee Stock Ownership Plan, your proxy for these shares must be received by 5:00 p.m., local time, on April 19, 2007 to allow sufficient time for voting by the trustees and administrators of the plan.

**Voting by Proxy.** In voting by proxy with regard to the election of directors, shareholders may vote in favor of all nominees, withhold their votes as to all nominees or withhold their votes as to specific nominees. Shareholders should specify their choices on the accompanying proxy card. All properly executed proxy cards delivered by shareholders to the Company and not revoked will be voted at the Annual Meeting in accordance with the directions given. If no specific instructions are given with regard to the matters to be voted upon, the shares represented by a signed proxy card will be voted "FOR" the election of the persons named in this Proxy Statement as the Board of Directors' nominees for the election to the Board of Directors. If any other matters properly come before the Annual Meeting, the persons named as proxies will vote upon such matters according to their judgment.

**Revocability of Proxy.** Any record stockholder delivering a proxy has the power to revoke it at any time before it is voted by giving written notice to the Secretary of the Company at Post Office Box 5627, Spartanburg, South Carolina 29304; by delivering a valid proxy bearing a later date to the Company's offices at 2155 West Croft Circle, Spartanburg, South Carolina; or by attending the meeting and voting in person. Written notice of revocation of a proxy or delivery of a later dated proxy will be effective upon receipt by the Company. Attendance at the annual meeting will not in itself constitute revocation of a proxy. Shareholders who hold their shares in street name with a broker or other nominee may change or revoke their proxy instructions by submitting new voting instructions to the broker or other nominee.

**Householding.** The Securities and Exchange Commission's rules permit us to deliver a single proxy statement and annual report to one address shared by two or more of our shareholders. This delivery method is referred to as "householding" and can result in significant cost savings. In order to take advantage of this opportunity, we have delivered only one proxy statement and annual report to multiple shareholders who share an address, unless we received contrary instructions from impacted shareholders prior to the mailing date. If you prefer to receive separate copies of a proxy statement or annual report, either now or in the future, please call us at 864-585-3605, or send your request in writing to the following address: Secretary of Synalloy Corporation, Post Office Box 5627, Spartanburg, SC 29304. If you are still receiving multiple reports and proxy statements for shareholders who share an address and would prefer to receive a single copy of the annual report and proxy statement in the future, please call or write to use at the above address or telephone number.

#### **ANNUAL REPORT ON FORM 10-K**

The Company's Annual Report to Shareholders including Form 10-K for the year ended December 30, 2006, as filed with the Securities and Exchange Commission, accompanies this Proxy Statement. Copies of exhibits to the Form 10-K will be provided upon written request to Cheryl C. Carter, Secretary, Synalloy Corporation, Post Office Box 5627, Spartanburg, South Carolina 29304 at a charge of \$.10 per page. Copies of the Form 10-K and exhibits may also be downloaded from the Securities and Exchange Commission's website at: <http://www.sec.gov>. Such Annual Report to Shareholders does not form any part of the material for soliciting proxies.



**BENEFICIAL OWNERS OF MORE THAN FIVE (5%) PERCENT OF  
THE COMPANY'S COMMON STOCK**

The table below provides certain information regarding persons known by the Company to be the beneficial owners of more than five (5%) percent of the Company's Common Stock as of February 23, 2007.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Royce & Associates LLC 1414 Avenue of the Americas New York, NY 10019	586,700 <sup>(1)</sup>	9.49
James G. Lane, Jr. PO Box 5627 Spartanburg, SC 29304	359,580 <sup>(2)</sup>	5.82
Dimensional Fund Advisors, Inc. 1299 Ocean Avenue, 11th Floor Santa Monica, CA 90401	327,779 <sup>(3)</sup>	5.30

1. Royce & Associates, Inc. ("Royce") is an investment advisor registered with the Securities & Exchange Commission under the Investment Advisors Act of 1940. This information was obtained from Royce's Schedule 13G dated January 25, 2007, as filed with the Securities and Exchange Commission, and has not been independently verified.
2. The aggregate number of shares of Common Stock owned beneficially by Mr. Lane includes direct ownership of 158,846 shares; 26,984 shares held in an IRA; and 173,750 shares owned by his spouse as to which Mr. Lane disclaims beneficial ownership.
3. According to its Schedule 13G dated February 1, 2007, as filed with the Securities and Exchange Commission, Dimensional Fund Advisors, Inc. ("Dimensional"), an investment advisor under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and separate accounts. These investment companies, trusts and accounts are the "Funds." In its role as investment advisor or manager, Dimensional possesses voting and/or investment power over the securities of the Company described in the Schedule 13G that are owned by the Funds, and, accordingly, may be deemed to be the beneficial owner of the shares of the Company held by the Funds. However, all such securities reported in the Schedule 13G are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, Dimensional has asserted that the filing of its Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by the Schedule 13G for any other purpose than Section 13(d) of the Securities Exchange Act of 1934. The Company has not independently verified the information in the Schedule 13G.



**SECURITY OWNERSHIP OF MANAGEMENT**

The following table sets forth information regarding the ownership of the Company's Common Stock as of February 23, 2007 by each director and nominee for director and each executive officer of the Company for whom compensation information is disclosed under the heading "Executive Compensation."

<b>Name of Beneficial Owner</b>	<b>Common Stock Beneficially Owned as of February 24, Percent 2006 of Class</b>	
James G. Lane, Jr.	359,580 <sup>(1)</sup>	5.82
Murray H. Wright	239,751 <sup>(2)</sup>	3.88
Sibyl N. Fishburn	78,191 <sup>(3)</sup>	1.26
Ronald H. Braam	67,712 <sup>(4)</sup>	1.10
Michael D. Boling	64,222 <sup>(5)</sup>	1.04
Gregory M. Bowie	55,082 <sup>(6)</sup>	*
Cheryl C. Carter	30,681 <sup>(7)</sup>	*
Carroll D. Vinson	30,067 <sup>(8)</sup>	*
Craig C. Bram	23,114 <sup>(9)</sup>	*
All Directors and Executive Officers as a group (9 persons)	948,400 <sup>(10)</sup>	15.34

\*Less than 1%

1. Includes 26,984 shares held by an IRA; and 173,750 shares owned by his spouse, as to which Mr. Lane disclaims beneficial ownership.
2. Includes indirect ownership of 45,580 shares held by an IRA; 4,830 held by spouse; and 6,140 held in custodial accounts for minor children. As of February 23, 2007, 173,953 shares were held in a margin account and may from time-to-time be pledged as collateral.
3. Includes indirect ownership of 7,065 shares by spouse; and exercisable options to purchase 9,000 shares.
4. Includes 40,300 shares which are subject to currently exercisable options; 8,429 shares allocated under the Company's 401(k)/ESOP; 1,309 shares allocated to spouse under the Company's 401(k)/ESOP.
5. Includes 9,711 shares allocated under the Company's 401(k)/ESOP.
6. Includes 20,393 shares which are subject to currently exercisable options; 9,100 shares held by an IRA; 9,132 shares allocated under the Company's 401(k)/ESOP.
7. Includes 20,146 shares which are subject to currently exercisable options; 5,535 shares allocated under the Company's 401(k)/ESOP.
8. Includes indirect ownership of 1,350 held by IRA, 1,350 shares held by spousal IRA.
9. Includes indirect ownership of 3,811 shares held by an IRA; and 2,055 shares held by spouse, of which 2,055 are held in a margin account and may from time-to-time be pledged as collateral.

10. Includes 89,839 shares which are subject to currently exercisable options, and 34,116 shares allocated under the Company's 401(k)/ESOP.

**ELECTION OF DIRECTORS**

The Certificate of Incorporation of the Company provides that the Board of Directors shall consist of not less than three nor more than 15 individuals. Upon recommendation of the Nominating Committee, the Board of Directors has fixed the number of directors constituting the full Board at six members and recommends that the six nominees listed in the table which follows be elected as directors to serve for a term of one year until the next Annual Meeting or until their successors are elected and qualified to serve. Each of the nominees has consented to be named in this Proxy Statement and to serve as a director if elected.

If cumulative voting is not requested, the holders of the Board of Directors' proxies will vote the proxies received by them for the election as directors of the six persons named below. If cumulative voting is requested, the proxy agents named in the Board of Directors' form of proxy that accompanies this proxy statement intend to vote the proxies received by them cumulatively for some or all of the nominees in such manner as may be determined at the time by such proxy agents.

If, at the time of the Annual Meeting of Shareholders, or any adjournment(s) thereof, one or more of the nominees is not available to serve by reason of any unforeseen contingency, the proxy agents intend to vote for such substitute nominee(s) as the Board of Directors recommends.

The Board of Directors recommends that shareholders vote "FOR" the election of the six nominees listed below as directors of the Company.

The following table sets forth the names of nominees for director, their ages, the years in which they were first elected directors, a brief description of their principal occupations and business experience during the last five years. There are no family relationships among any of the directors and executive officers. The Board Committee assignments are as of February 28, 2007.

<b>Name, Age, Principal Occupation, Other Directorships and Other Information</b>	<b>Since</b>
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Sibyl N. Fishburn, age 71	
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Mrs. Fishburn is a graduate of Hollins University, Roanoke, VA. Mrs. Fishburn is a member of the Nominating/Corporate Governance and Compensation & Long-Term Incentive Committees.	1979
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James G. Lane, Jr., age 73	
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Mr. Lane served as Chief Executive Officer of the Company from 1987 until his retirement on January 31, 2002. He has served as Chairman of the Board since 1987 and is a member of the Executive, Compensation & Long-Term Incentive, and the Nominating/Corporate Governance Committees.	1986
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Carroll D. Vinson, age 66	
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Mr. Vinson is Principal and Managing Member of VH, LLC, a private real estate investment company. He is a member of the Audit, Executive and Nominating/Corporate Governance and Compensation & Long-Term Incentive Committees.	1987
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Murray H. Wright, age 61	2001
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Mr. Wright is the founder and managing director of Avitas Capital, LLC, a closely held investment banking firm, founded in 1999, in Richmond, VA. In 1986, he founded, and he recently retired as Chief Executive Officer of, the law firm of Wright, Robinson, Osthimer & Tatum, Richmond, VA. He serves on the Audit, Nominating/Corporate Governance and Compensation & Long-Term Incentive Committees.

Craig C. Bram, age 48

Mr. Bram is the founder and President of Horizon Capital Management, Inc., an investment advisory firm, founded in 1996, in Richmond, VA. Since 1995, he has also been a Managing Director with McCammon Group, a mediation and consulting company based in Richmond, VA. Mr. Bram has also served as the President of Bizport, Ltd., a document management company in Richmond, VA, since 2002. Mr. Bram serves on the Audit, Compensation and Long-Term Incentive and Nominating/Corporate Governance Committees. 2004

Ronald H. Braam, age 63

Mr. Braam has served as Chief Executive Officer of Synalloy Corporation since January 1, 2006. Since December 1999, he has been President of the Company's Specialty Chemicals Group, which is comprised of Manufacturers Chemicals, LLC, Blackman Uhler, LLC and Organic Pigments, LLC, wholly-owned by the Company. Mr. Braam serves on the Executive Committee. 2006

## BOARD OF DIRECTORS AND COMMITTEES

**Director Independence.** The Board of Directors has determined that each of the following directors is independent as such term is defined by the NASDAQ Global Market Rules: Craig Bram, Sibyl Fishburn, James G. Lane, Jr., Carroll Vinson and Murray Wright. The Board has also determined that each of the members of the Audit Committee, the Compensation & Long-Term Incentive Committee and the Nominating Committee is independent within the meaning of the NASDAQ Rules.

**Board and Board Committee Meetings.** During fiscal year 2006, the Board of Directors met four times. All members of the Board attended 75% or more of the aggregate of the total number of meetings of the Board of Directors and of the committees of the Board on which they served. The Company encourages, but does not require, its directors to attend the Annual Meeting of Shareholders. Last year, all directors attended the annual meeting. The Company has standing Executive, Audit, Compensation & Long-Term Incentive and Nominating/Corporate Governance Committees of the Board of Directors.

**Executive Committee.** The members of the Executive Committee are James Lane, Chair, Carroll Vinson and Ronald Braam. This Committee exercises the authority of the Board of Directors in the management of the business of the Company between the meetings of the Board of Directors. However, this Committee does not have, among other powers, the authority to amend the Certificate of Incorporation or Bylaws, to adopt an agreement of merger or consolidation, to recommend to the shareholders the sale, lease or exchange of the Company's property and assets, to declare a dividend, or to authorize the issuance of stock. This Committee did not meet in 2006.

**Audit Committee.** The Company has an Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The Audit Committee members are Carroll Vinson, Chair, Murray Wright and Craig Bram. The Audit Committee acts pursuant to a written charter adopted by the Board of Directors which is available on the Company's website at: [www.synalloy.com](http://www.synalloy.com). Each member of the Audit Committee is independent as defined in the NASDAQ Rules. The Audit Committee held nine meetings during the year. During these meetings, the Audit Committee reviewed and discussed the audited financial statements to be included in the Company's Annual Report on Form 10-K, and the Form 10-Qs for each quarter prior to filing with the SEC with management and the independent auditors, met independently with the independent auditors, interviewed and selected the independent auditors, reviewed the Audit Committee Charter and had oversight of the development and implementation of the Company's Code of Conduct.

**Compensation & Long-Term Incentive Committee.** The Compensation & Long-Term Incentive Committee, is currently comprised of Murray Wright, Chair, Sibyl Fishburn, Craig Bram, James Lane and Carroll Vinson, all of whom are independent as defined in the NASDAQ Rules. This Committee is governed by a charter which is available on the Company's website at: [www.synalloy.com](http://www.synalloy.com). The Committee is responsible for reviewing and approving salaries, bonuses, incentive compensation and benefits for executive officers of the Company, and for administering and making recommendations with respect to the Company's stock option and stock grant programs, including the granting of options and shares thereunder. This Committee met once during the last fiscal year.

The Committee considers recommendations from the Company's Chief Executive Officer in setting compensation for executives officers. The Director of Human Resources supports the Committee in its duties, and the Committee may delegate authority to the Human Resources Department to fulfill administrative duties relating to the Company's compensation programs. The Committee has the authority under its charter to retain and terminate, and approve fees for, compensation consultants and other advisors as it deems appropriate to assist it in the fulfillment of its duties. The Committee did not use the services of a compensation consultant in 2006.

**Nominating/Corporate Governance Committee.** The Nominating/Corporate Governance Committee is comprised of Sibyl Fishburn, Chair, Carroll Vinson, Murray Wright, James Lane and Craig Bram, all of whom are independent as defined in the NASDAQ Rules. This Committee is governed by a charter which is available on the Company's

website at: [www.synalloy.com](http://www.synalloy.com). This Committee is responsible for reviewing and recommending changes in size and composition of the Board of Directors and evaluating and recommending candidates for election to the Company's Board. This Committee also reviews and oversees corporate governance issues and makes recommendations to the Board related to the adoption of policies pursuant to rules of the Securities and Exchange Commission, the NASDAQ, and other governing authorities, and as required by the Sarbanes Oxley Act. This Committee met once in 2006.

**Compensation Committee Interlocks and Insider Participation.** Mr. Murray Wright, Mr. Carroll Vinson, Mr. James Lane, Jr., Mr. Craig Bram and Mrs. Sibyl Fishburn served on the Compensation & Long-Term Incentive Committee. Mr. Lane served as CEO and President of the Company from 1987 until his retirement in January 2002. Mr. Lane joined the Committee in 2005 after becoming an independent director.

**Related Party Transactions.** The Company requires that each executive officer, director and director nominee complete an annual questionnaire and report all transactions with the Company in which such persons (or their immediate family members) had or will have a direct or indirect material interest (except for salaries, directors' fees and dividends on our stock). Management reviews responses to the questionnaires and, if any such transactions are disclosed, they are reviewed by Board of Directors. There were no such transactions during the year ended December 30, 2006.

## CORPORATE GOVERNANCE

**Director Qualifications and Nomination Process.** In recommending and evaluating candidates, the Nominating Committee takes into consideration such factors as it deems appropriate based on the Company's current needs. These factors may include diversity, age, skills such as understanding of appropriate technologies and general finance, decision-making ability, inter-personal skills, experience with businesses and other organizations of comparable size, and the interrelationship between the candidate's experience and business background and other Board members' experience and business background. Additionally, candidates for director should possess the highest personal and professional ethics, and they should be committed to the long-term interests of the shareholders.

The Nominating Committee does not have any specific process for identifying director candidates. Such candidates are routinely identified through personal and business relationships and contacts of the directors and executive officers.

The Nominating Committee will consider as potential Board of Directors' nominees persons recommended by shareholders if the following requirements are met. If a shareholder wishes to recommend a director candidate to the Nominating Committee for consideration as a Board of Directors' nominee, the shareholder must submit in writing to the Nominating Committee the recommended candidate's name, a brief resume setting forth the recommended candidate's business and educational background and qualifications for service, the number of the Company's shares beneficially owned by the person, and a notarized consent signed by the recommended candidate stating the recommended candidate's willingness to be nominated and to serve. Additionally, the recommending shareholder must provide his or her name and address and the number of the Company's shares beneficially owned by such person. This information must be delivered to the Secretary of the Company at Post Office Box 5627, Spartanburg, South Carolina 29304 or Croft Industrial Park, Spartanburg, South Carolina 29302, for transmission to the Nominating Committee, and must be received not less than 90 days nor more than 120 days prior to the Annual Meeting of Shareholders. The Committee may request further information if it determines a potential candidate may be an appropriate nominee. Director candidates recommended by shareholders that comply with these requirements will receive the same consideration that the committee's candidates receive. The Nominating Committee routinely meets at the regular quarterly meeting of the Board of Directors next preceding the Annual Meeting.

Nominations for election as Directors may also be made by shareholders from the floor at the Annual Meeting of Shareholders provided such nominations are received by the Company not less than 30 nor more than 60 days prior to the Annual Meeting, contain the information set forth above, and otherwise are made in accordance with the procedures set forth in the Company's Bylaws.

### Shareholder Communications With Directors

Any shareholder who wishes to send communications to the Board of Directors should mail them addressed to the intended recipient by name or position in care of: Corporate Secretary, Synalloy Corporation, Post Office Box 5627,

Spartanburg, SC 29304. Upon receipt of any such communications, the Corporate Secretary will determine the identity of the intended recipient and whether the communication is an appropriate shareholder communication. The Corporate Secretary will send all appropriate shareholder communications to the intended recipient. An "appropriate shareholder communication" is a communication from a person claiming to be a shareholder in the communication the subject of which relates solely to the sender's interest as a shareholder and not to any other personal or business interest.



In the case of communications addressed to the Board of Directors, the Corporate Secretary will send appropriate shareholder communications to the Chairman of the Board. In the case of communications addressed to the independent or outside directors, the Corporate Secretary will send appropriate shareholder communications to the Chairman of the Audit Committee. In the case of communications addressed to committees of the Board, the Corporate Secretary will send appropriate shareholder communications to the Chairman of such committee.

## EXECUTIVE OFFICERS

Information about Mr. Braam, the Company's Chief Executive Officer, is set forth above under "Election of Directors."

### **Name, Age and Principal Position and Five-Year Business Experience**

Gregory M. Bowie, age 57  
Vice President, Finance since May 1994.

Cheryl C. Carter, age 56  
Corporate Secretary since June 1987.

Michael D. Boling, age 52  
Mr. Boling has been President of Bristol Metals, L. P., a subsidiary of the Company, since October 1, 2005. He served as Vice President of Bristol Metals' Piping Systems unit from 1987 to 2005.

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

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and executive officers, and any persons who own more than 10% of the common stock of the Company to file with the Securities and Exchange Commission reports of beneficial ownership and changes in beneficial ownership of common stock. Officers and directors are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file. Based solely on review of the copies of such reports furnished to the Company or written representations that no other reports were required, the Company believes that, during 2006, all filing requirements applicable to its officers and directors were met.

## COMPENSATION DISCUSSION AND ANALYSIS

The Company's compensation policies are intended to induce senior managers, including executive officers, to maximize value for shareholders over the long term. There are three components of each compensation package: base salary, short-term cash incentive compensation and long-term Incentive compensation.

**Base Compensation.** The Committee determines base salaries by considering market forces in the area, and in the industry applicable to each business unit. Base salaries are set toward the low end of a range defined by our peers of comparable size and in related industries. Given the fact that our manufacturing businesses have, in the past, been cyclical, the Company has attempted to attract and retain the best available talent at the low end of industry base compensation scale. This provides a cushion for the Company in times of reduced profitability.

**Short-Term Incentive Compensation.** In order for the approach to base salaries discussed above to be effective, the Company has maintained a cash incentive program which tends to be somewhat more generous than that of our peers

when profits are robust, and pays the employees nothing unless minimum returns on average shareholders' equity are achieved. The cash incentive program compensates each manager eligible for such incentive compensation pursuant to a formula based upon returns on average equity in his business unit during the year. The intent is to make every senior manager's cash compensation dependent upon measurable performance criteria. Subsidiary senior managers participate in profit sharing pools determined by the performance of their business units, while the Chief Executive Officer's incentive compensation is based on consolidated profitability.

The formula employed with respect to the cash incentive program is to award to the managers of each unit an amount equal to ten percent of profits in excess of a threshold of ten percent return on average shareholders' equity employed in their business units. A minimum of 60% of the incentive will be paid to

designated participants pro rata to their salaries. A maximum of 30% of the incentive pool may be distributed to employees who are not designated participants and a minimum of 10% and a maximum of 40% of the incentive pool may be paid to designated participants in any proportion as recommended by the CEO and approved by the Compensation & Long-Term Incentive Committee. The CFO and Corporate Secretary are eligible for a discretionary bonus based on various considerations, including the Company's financial results, compensation of other executive employees and an evaluation of their job performance.

**Long-Term Incentive Compensation.** The Company also provides to senior managers a long-term incentive component to compensation. In 2004 and prior years, the vehicle for this component was a series of stock option plans. Options have been granted in 2004 and prior years pursuant to incentive stock option plans adopted in 1988 and 1998. For 2005 and future years, the Compensation & Long-Term Incentive Committee of the Board of Directors has recommended and shareholders approved, awarding incentives through grants of restricted stock. This plan is expected to benefit the Company in that it will avoid the complicating issues of accounting for the cost of option grants and reduce the potential dilution to existing shareholders, while exposing the grantees to both the positive and negative aspects of changes in market price of the Company's common stock over time. Pursuant to the restricted stock plan, the Chief Executive Officer and the Compensation & Long-Term Incentive Committee together determine a potential grant pool for the current year. They also agree upon specific milestones, largely comprised of measurable business metrics which can be impacted by management. These goals are established and communicated to managers in February of each year.

Corporate goals for 2006 included both financial and operating targets. Financial targets included, among others, revenue and profit growth, return on invested capital, and cost control. Operating targets included, among others, customer relationship issues, product quality and plant process efficiency.

Awards are made from the available pool based upon performance of the stated goals. No restricted stock grants were made in 2005. Goals for 2006 were established and communicated to plan participants early in 2006. Based on the Company achieving its goals and executive officers achieving their individual goals in 2006, grants were made at the Committee's meeting in February, 2007.

Quarterly reports on progress toward goals were produced by each business unit and senior management, and communicated to the Committee for review. In February of 2007, the Committee, with all members in attendance, evaluated each business unit and senior management with respect to 2006 performance versus goals. As a result of this evaluation process the Committee declared an award of 22,510 restricted shares to plan participants as against a potential grant of 45,000 shares. The Committee also set a grant potential for the 2007 calendar year at shares having a value of \$400,000 as of the date of the 2008 evaluation meeting.

The long-term component of compensation is embodied in the 2005 Stock Awards Plan. The Company's goal in granting restricted stock is to reward desired performance, some of which impacts current year results and some of which relates to longer term objectives. The program intends to reward performance in a prospective fashion whereby management and the Committee set goals prospectively, with awards based on performance. Once grants are awarded under the Plan, the restricted stock vests 20% per year beginning one year after the grant date for five years, so long as the employee remains employed by the Company.

The Compensation Committee understands that the cost of stock grants under the Plan are a tax deductible expense to the Company measured on the date of vesting. Cash compensation is a direct expense to the Company in the time frame dictated by applicable accounting rules.

Executive officers have a role in determining salaries of their subordinates. The Compensation Committee sets the salaries of the CEO, CFO, Corporate Secretary and the head of each business unit.

The Committee reviews all forms of compensation annually and based on long experience with this compensation system, and believes that it is fair to the employees, and the Company, over time. The Committee also believes that the system provides motivation for employees to maximize sales and profits.

The process outlined above describes the mechanics of determining executive compensation at the Company in 2006. The Committee contemplates no major changes in the process for 2007.

## COMPENSATION COMMITTEE REPORT

The Compensation & Long-Term Incentive Committee has reviewed and discussed with management the "Compensation Discussion and Analysis" included in this Proxy Statement. Based on the review and discussion, the Compensation & Long-Term Incentive Committee recommended to our Board of Directors that the "Compensation Discussion and Analysis" be included in our 2007 Annual Report on Form 10-K and in this Proxy Statement.

*Murray H. Wright, Chair*

*Sibyl N. Fishburn*

*Craig C. Bram*

*James G. Lane, Jr.*

*Carroll D. Vinson*

## REMUNERATION OF DIRECTORS AND OFFICERS

The following table sets forth information about compensation paid or accrued by the Company and/or its subsidiaries to or for the account of each of the chief executive officer, the chief financial officer and the only other executive officers of the Company whose compensation for the fiscal year ended December 30, 2006 exceeded \$100,000.

### SUMMARY COMPENSATION TABLE

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Change in Pension Value and Non-Equity Nonqualified Incentive Deferred Plan Compensation (g)			All Other Compensation (i)	Total (\$) (j)
				Non-Equity Nonqualified Incentive Deferred Plan Compensation (g)	Nonqualified Incentive Deferred Plan Compensation (h)	All Other Compensation (i)		
Ronald H. Braam President and CEO	2006	200,000		383,162		13,853	597,015	
Gregory M. Bowie, CFO	2006	165,000	110,000			8,800	283,800	
Michael D. Boling President of Bristol Metals, LLC subsidiary	2006	150,000		350,000		8,800	508,800	
Cheryl C. Carter	2006	80,000	35,000			4,200	119,200	

Corporate  
Secretary

Bonuses - Mr. Bowie and Ms. Carter are paid a discretionary cash bonus based on various considerations, including the Company's financial results, compensation of other executive employees and an evaluation of their job performance. For more information on cash bonus compensation, see the Compensation Discussion and Analysis.

Non-Equity Incentive Plan Compensation - Cash incentive compensation based on a short-term incentive plan that provides for incentive awards to be paid to senior divisional managers in an aggregate amount equal to 10% of the net earnings before income taxes in excess of a predetermined percentage (10% in 2006) of average stockholders' equity for the applicable division or subsidiary. Mr. Boling is eligible for incentive awards under this plan. Messrs. Braam, Bowie and Ms. Carter are not participants in this plan. Mr. Braam is entitled to cash incentive compensation under a written employment contract equal to a percentage (5% for 2006) of net earnings before income taxes in excess of a predetermined percentage

(10% for 2006) of average stockholders' equity. For more information on short-term incentive compensation, see the Compensation Discussion and Analysis.

All Other Compensation - Includes for Messrs. Bowie and Boling and Ms. Carter the Company's contributions pursuant to the 401(k)/Employee Stock Ownership Plan. Includes for Mr. Braam contributions pursuant to the 401(k)/Employee Stock Ownership Plan of \$8,000 in 2006, and the full dollar value of the entire premiums paid by the Company for split dollar life insurance policies of \$5,853 in 2006. Perquisites for each named executive officer were less than \$10,000.

**GRANTS OF PLAN-BASED AWARDS**

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards		Estimated Future Payouts Under Equity Incentive Plan Awards		Target Maximum		All Other Stock Awards of Stock or Units (#)	All Other Option Awards Number of Underlying Securities (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards
		Target (\$)	Maximum (\$)	Target (#)	Maximum (#)	Target Maximum	Target Maximum				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Ronald H. Braam											
Gregory M. Bowie											
Michael D. Boling											
Cheryl C. Carter											

The named executives were participants in the 2005 Stock Awards Plan for 2006 performance. The Plan is administered by the Compensation & Long-Term Incentive Committee. Under the Plan awards of restricted stock were made to key executives based on achievement of pre-determined quantifiable and qualitative goals during 2006. The participants were granted restricted stock under the Plan on February 12, 2007 as follows: Mr. Braam - 3,000 shares, Mr. Bowie - 2,500; Mr. Boling - 4,760 shares and Ms. Carter - 1,250 shares. The shares vest at 20% beginning one year from date of grant, and the unvested shares are forfeited upon termination of employment. See Compensation Discussion and Analysis for more information on long-term incentive compensation.

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END 2006**

The following table sets forth information about stock option awards outstanding at the end of 2006 for each of our named executive officers. No other stock awards were outstanding at the end of 2006.

Name (a)	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Number of Securities Underlying Unexercised Options (#) (c)	Option Awards Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) Unearned Options (d)			Option Exercise Price (\$) (e)	Option Expiration Date (f)
			Number of Securities Underlying Unexercised Options (#) Unexercisable (c)	Number of Securities Underlying Unexercised Options (#) Unearned Options (d)	Option Exercise Price (\$) (e)		
Ronald H. Braam	10,000	0			15.125	4/30/2007	
	7,500	0			7.75	4/29/2009	
	8,000	0			7.282	12/1/2009	
	4,800	0			4.65	4/25/2012	
	7,799	27,201			9.96	2/3/2015	
Gregory M. Bowie	7,500	0			15.125	4/30/2007	
	7,500	0			7.75	4/26/2009	
	4,800	0			4.65	4/25/2012	
	7,799	27,201			9.96	2/3/2015	
Michael D. Boling	5,000	0			15.125	4/30/2007	
	6,000	0			7.75	4/26/2009	
	8,000	0			4.65	4/25/2012	
Cheryl C. Carter	5,000	0			15.125	4/30/2007	
	6,000	0			7.75	4/29/2009	
	5,600	0			4.65	4/25/2012	
	8,546	1,454			9.96	2/3/2015	

Options that expire April 30, 2007 vested as follows: 20% beginning April 20, 1998, 40% at April 20, 1999, 60% at April 20, 2000, 80% at April 20, 2001 and 100% at April 20, 2002. Options expiring April 29, 2009, vested as follows: 20% beginning April 29, 2000, 40% at April 29, 2001, 60% at April 29, 2002, 80% at April 20, 2003 and 100% at April 20, 2004. Stock options expiring April 25, 2012 vested as follows: 20% beginning on April 25, 2003, 40% at April 25, 2004, 60% at April 25, 2005, and the remaining 12,800 shares granted to the named executive officers vested on December 20, 2005 as a result of the Board of Directors' resolution to accelerate the vesting schedules of substantially all outstanding unvested options issued to officers and key employees effective as of the date of the resolution. Options expiring February 3, 2015 which were granted to named executive officers vest as follows: 16,454 options granted vested on December 20, 2005 as a result of a Board of Directors' resolution to accelerate the vesting schedules described above; no options vested in 2006, 12,402 vested on February 3, 2007,



14,000 options will vest on February 3, 2008 and February 3, 2009 and the remaining 15,454 options will vest on February 3, 2010.

**2006 OPTION EXERCISES AND STOCK VESTED**

The following table sets forth information about options exercised by our named executive officers in 2006. No stock vested during 2006.

Name (a)	Option Awards		
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	
	Ronald H. Braam	0	
	Gregory M. Bowie	0	
Michael D. Boling	0		
Cheryl C. Carter	2,400	\$ 20,424	

**DIRECTOR COMPENSATION**

At the February 8, 2007 meeting, The Board approved the Directors' annual compensation for each non-employee director elected by shareholders at the annual meeting in April. Directors will be paid an annual retainer of \$35,000, and each director has the opportunity to elect to receive \$15,000 of the retainer in restricted stock. For 2006 and 2007, each director elected to receive \$15,000 of the annual retainer in restricted stock. The number of restricted shares is determined by the average of the high and low stock price on the day prior to the Annual Meeting of Shareholders. In 2006 each non-employee director received 1,201 shares of restricted stock (an aggregate of 6,005 shares). The shares granted to the directors are not registered under the Securities Act of 1933 and are subject to forfeiture in whole or in part upon the occurrence of certain events. In addition, directors are compensated \$1,500 for each board meeting attended in person; \$1,000 for each telephone Board meeting; and \$1,000 for attendance at committee meetings not held on Board meeting days. The Chairman of the Board and the Audit Committee Chair receive additional annual compensation of \$5,000 each; and the Compensation Committee Chair receives annual compensation of \$2,500. Directors are reimbursed for travel and other expenses related to attendance at meetings. Directors who are employees are not paid extra compensation for service on the Board or any committee of the Board.

The following table sets forth information about compensation paid by the Company to non-employee directors for the year ended December 30, 2006.

Name (a)	Fees		Total (h)
	Earned or Paid in Cash (\$) (b)	Stock Awards (\$) (c)	
James G. Lane, Jr.	24,250	18,271	42,521
Sibyl N. Fishburn	20,500	18,271	38,771
Carroll D. Vinson	29,500	18,271	47,771
Murray H. Wright	26,875	18,271	45,146
Craig C. Bram	25,000	18,271	43,271

**Employment Contracts**

The Company has a written employment agreement with Mr. Braam, effective January 1, 2006, pursuant to his appointment as Chief Executive Officer, that provides for an annual salary of \$200,000. In addition, he is entitled to "bonus-compensation" equal to a percentage (5% for 2006) of net earnings before income taxes (as further defined in the agreement) in excess of a predetermined percent (10% for 2006) of average

stockholders' equity. This agreement also provides certain fringe benefits and contains provisions for salary continuation benefits in the event of Mr. Braam's disability or death, under specified conditions, during the term of his employment with the Company.

The agreement also provides that Mr. Braam will be entitled to participate in all employee benefit plans in accordance with the terms of those plans. In the event of Mr. Braam's permanent disability or death while employed by the Company, he will be entitled to a payment equal to his current base salary at the date of death or disability until the next anniversary date of the agreement, which shall in no event be less than three months, together with his bonus compensation for that fiscal year prorated to the date of termination of his employment as a result of permanent disability or death. If Mr. Braam's employment with the Company had terminated on December 29, 2006, as a result of his permanent disability or death, he would have been entitled to a payment of \$50,000 with respect to his base salary and \$381,062 with respect to his short-term cash incentive compensation. The agreement contains Mr. Braam's covenant not to engage, directly or indirectly, in competition with the Company with respect to the businesses in which it is engaged on the date his employment is terminated for a period of one year after termination of his employment. Mr. Braam also agrees not to disclose, at any time during his employment with the Company or thereafter, any of the Company's confidential information.

## **EQUITY PLANS**

### **Stock Option Plans**

Currently, there are options outstanding under the 1988, 1994 and 1998 Stock Option Plans, and options available for grant under the 1998 Plan. The grant period for the 1988 Plan expired in January 1998, and the grant period for the 1994 Plan expired in April 2004. All of the plans have been approved by shareholders. The 1998 Plan provides for options to be granted to officers and key employees of the Company, its subsidiaries and divisions to provide them with an opportunity to obtain an equity interest in the Company and to increase their stake in the future growth and prosperity of the Company. The 1994 Plan provided for such options to be granted to non-employee directors. The option price for options granted under these plans is 100% of the fair market value of the Company's Common Stock on the date the option was granted. Certain restrictions exist as to the time in which options can be exercised. With regard to the 1988 Plan, approved at the May 26, 1988 Annual Meeting and the 1998 Plan, approved at the April 30, 1998 Annual Meeting, options may be exercised beginning one year after date of grant at a rate of 20% annually on a cumulative basis. In the event that (a) all or substantially all of the assets or Common Stock of the Company (or a subsidiary or division of the Company in which the option holder is employed) is sold to an entity not affiliated with the Company, or (b) a merger or share exchange with an unaffiliated party occurs in which the Company is not the surviving entity, an option holder may exercise in addition to the above, 50% of the options not otherwise exercisable because of the vesting period requirement subject to certain limitations. No options may be exercised under the 1988 and 1998 Plans after 10 years from date of grant. The incentive stock options are not transferable other than by death and can only be exercised during the employee's lifetime by the employee. In no event shall incentive stock options under all Plans having an aggregate fair market value in excess of \$100,000 at the dates the grants become exercisable by an optionee for the first time during a calendar year. Under the 1994 Plan, approved at the April 29, 1994 Annual Meeting, each non-employee director as of his or her election or re-election as a member of the Board automatically received an option for 1,500 common shares. In the event a person ceases to be a non-employee director for reasons other than death, the unexpired options must be exercised within three years not to exceed 10 years after date of grant. On December 20, 2005, the Board of Directors elected to accelerate vesting of 44,144 outstanding unvested stock options under the 1998 Stock Option Plan. At February 23, 2007, there were 198,043 options outstanding under all plans of which 142,187 were exercisable.

At February 23, 2007, 207,100 shares remain available for grant pursuant to the 1998 Stock Option Plan; however, the Compensation Committee has no present plans to grant further options under this plan though it continues to have the right to do so. The Committee currently plans to issue future equity compensation pursuant to the 2005 Stock Awards Plan.

**Stock Awards Plan**

The 2005 Stock Awards Plan, approved by shareholders at the April 28, 2005 Annual Meeting, authorizes issuance of up to 300,000 shares which may be awarded for a period of ten years from the effective date of the plan. Stock awards will vest in 20% increments annually on a cumulative basis, beginning one year after

the date of grant. In order for the awards to vest, the employee must be in the continuous employment of the Company or a subsidiary since the date of the award. Any portion of an award that has not vested will be forfeited upon termination of employment. The Company may also terminate any portion of an award that has not vested upon an employee's failure to comply with all conditions of the award or the plan. Vesting of up to 50% of awards will automatically accelerate in the event of (i) a sale of all or substantially all of the assets of the Company (or a subsidiary or division of the Company in which the employee is employed) to an entity not affiliated with the Company, (ii) a merger or share exchange with an unaffiliated party in which the Company is not the surviving entity, or (iii) a similar sale or exchange transaction that, in the Committee's sole discretion, justifies such vesting. Shares representing awards that have not yet vested will be held in escrow by the Company and an employee will not be entitled to any voting rights with respect to any such shares. Share awards that have not vested will not be transferable. The Board of Directors implemented an equity-based incentive compensation program pursuant to which it reserved 45,000 shares under the 2005 Stock Awards Plan for potential grant to officers for 2006, including the named executive officers in the compensation table, and certain key employees if they achieved pre-determined quantifiable and qualitative goals during 2006. As explained in connection with the Grants of Plan-Based Awards table, awards under this incentive program were made to the named executive officers on February 12, 2007 based on meeting pre-disclosed 2006 goals. At February 12, 2007, 22,510 shares were granted under the Plan.

## **RETIREMENT PLANS**

### **Salary Continuation Agreements**

Mr. Braam has a salary continuation agreement with the Company whereby, if he continues employment until his retirement in 2010, he will receive the cash value proceeds of an insurance policy with a current cash value of approximately \$102,000. If for any reason Mr. Braam ceases employment before retirement, the Company expects to recover the cost of paying premiums paid since he joined the Company through either the cash value or life insurance proceeds. Upon his retirement, the Company forfeits any benefits under the policy.

### **401(k)/ESOP Plan**

The Company sponsors a 401(k)/Employee Stock Ownership Plan (the "Plan"). All employees (except those employees who are entitled to participate in Union-sponsored plans) who are 21 years or older will be automatically enrolled at a pre-determined percentage following 60 days of full-time employment with the Company. Employees may choose to opt out or elect to change the default deferral rate. Employees are eligible to receive a matching contribution on the month following their one-year anniversary.

Employees are permitted to contribute up to 100% of earnings not to exceed a dollar amount set by the Internal Revenue Service on a pretax basis through payroll deduction. Employees are permitted to change the election daily and can revoke the election at any time. Employee contributions are 100% vested at all times. The employee can invest his deferred contribution in any of the investment funds offered; however, employee contributions cannot be invested in Company stock.

Contributions by the Company are made primarily in Company Stock. For each plan year, the Company contributes on behalf of each participant who is eligible to share in matching contributions for the plan year, a discretionary matching contribution equal to a percentage which is determined each year by the Board of Directors subject to a maximum of 4% in 2006 and 2007. The matching contribution is allocated within 15 days of each pay period. In addition to the matching contribution, the Company may make a discretionary contribution which shall be distributed to all eligible participants regardless of whether they contribute to the Plan. No discretionary contributions have been made to the Plan.

Distributions are not permitted before age 59 1/2 except in the event of death, disability, termination of employment or reason of proven financial hardship as defined according to IRS guidelines. The Plan provides for payment of the

participant's account balance upon death, disability or retirement in the form of cash or Company stock or both. If employment terminates for reasons other than retirement, disability or death (e.g. resignation or termination by the Company), the discretionary portion of a participant's account balance will vest as follows: less than three years service - 0% vested; three or more years - 100% vested.

Unvested amounts are forfeited and allocated to participants eligible to participate for a plan year. The Plan permits rollovers from qualified plans at the discretion of the Company. The ESOP is permitted to borrow money to purchase Company stock. All Company stock acquired by the Plan with the proceeds of a loan is maintained in a suspense account and is withdrawn and allocated to participant's accounts as the

loan is paid. While a participant in the Plan, an employee may direct the trustee to vote shares allocated to his or her account in accordance with employees' wishes.

All Plan assets are held by an independent trustee. The trustee invests all assets and makes payment of Plan benefits. The Plan is managed and administered by an independent administrator and a Pension Committee comprised of the corporate officers of the Company. Expenses incurred for the administration of the Plan are paid by the Company. The Plan reserves to the Board of Directors of the Company the right to amend the Plan in any manner or terminate the Plan at any time. The Plan may be amended to preserve the qualification of the Plan under the applicable provisions of the Internal Revenue Code, as amended from time to time. For 2006, the Company's total matching contribution was \$319,000.

#### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Dixon Hughes PLLC was selected to serve as the Company's independent registered public accounting firm for fiscal 2006. Representatives of Dixon Hughes PLLC are expected to be present at the Annual Meeting with an opportunity to make a statement, if they so desire, and to respond to appropriate questions with respect to that firm's audit of the Company's financial statements for the fiscal year ended December 30, 2006.

#### **Fees Paid to Independent Auditors**

The following table sets forth the aggregate fees billed by the Company's independent auditors for audit services rendered in connection with the consolidated financial statements and reports for the fiscal years ended December 30, 2006 (referred to as "fiscal 2006") and December 31, 2005 (referred to as "fiscal 2005") and for other services rendered during fiscal years 2006 and 2005, on behalf of the Company and its subsidiaries, as well as all out-of-pocket costs incurred in connection with these services, which have been billed to the Company.

<b>Fee Category</b>	<b>Fiscal 2006</b>	<b>% of Total</b>	<b>Fiscal 2005</b>	<b>% of Total</b>
Audit Fees				
Dixon Hughes PLLC	\$ 145,600	78%	\$ 106,800	74%
Audit-Related Fees				
Dixon Hughes PLLC	8,100	4%	10,910	7%
Tax Fees:				
Tax compliance/preparation				
Dixon Hughes PLLC	25,000	13%	22,500	16%
Other Tax Services				
Dixon Hughes PLLC	9,575	5%	3,965	3%
All Other Fees	-		-	
Total Fees	\$ 188,275		\$ 144,175	

*Audit Fees:* Audit fees include fees billed for professional services rendered for the audit of the Company's consolidated financial statements and review of the interim condensed consolidated financial statements included in quarterly reports and services that are normally provided by the Company's independent auditor in connection with statutory and regulatory filings or engagements, and attest services, except those not required by statute or regulation.



*Audit-Related Fees:* Audit-related fees include fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's consolidated financial statements and are not reported under "Audit Fees." These services include accounting consultations in connection with acquisitions and divestitures, and consultations concerning financial accounting and reporting standards.

*Tax Fees:* Tax fees include fees for tax compliance/preparation and other tax services. Tax compliance/preparation include fees billed for professional services related to federal, state and international tax compliance, assistance with tax audits and appeals, expatriate tax services, and assistance related to the

impact of mergers, acquisitions and divestitures on tax return preparation. Other tax services include fees billed for other miscellaneous tax consulting and planning.

*All Other Fees:* All other fees would include fees for all other services other than those reported above.

In making its decision to appoint Dixon Hughes PLLC as the Company's independent registered public accounting firm for the fiscal year ending December 30, 2006, the Audit Committee considered whether services other than audit and audit-related services provided by that firm are compatible with maintaining the independence of Dixon Hughes.

#### **Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

The Audit Committee pre-approves all audit and permitted non-audit services (including the fees and terms thereof) provided by the independent registered public accounting firm, subject to limited exceptions for non-audit services described in Section 10A of the Securities Exchange Act of 1934, which are approved by the Audit Committee prior to completion of the audit. The Committee may delegate to one or more designated members of the Committee the authority to pre-approve audit and permissible non-audit services, provided such pre-approval decision is presented to the full Committee at its next scheduled meeting. During 2006, all audit and permitted non-audit services were pre-approved by the Committee.

#### **AUDIT COMMITTEE REPORT**

The Audit Committee of the Board of Directors has reviewed and discussed with management the Company's audited financial statements for the year ended December 30, 2006. The Audit Committee has discussed with the Company's independent auditors, Dixon Hughes PLLC, the matters required to be discussed by SAS 61, as amended (AICPA, Professional Standards, Vol. 1. AU Section 380) as adopted by the Public Company Accounting Oversight Board in Rule 3200T. The Audit Committee has also received the written disclosures and the letter from Dixon Hughes, required by Independence Standards Board Standard No. 1, (Independence Discussions with Audit Committees), as adopted by the Public Company Accounting Oversight Board in Rule 3200T, and has discussed with Dixon Hughes, their independence. Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 30, 2006 for filing with the Securities and Exchange Commission.

*The Audit Committee - Carroll Vinson, Murray Wright and Craig Bram*

#### **SHAREHOLDER' PROPOSALS FOR THE 2008 ANNUAL MEETING OF SHAREHOLDERS**

Any shareholder proposal to be included in the proxy materials for the 2007 Annual Meeting of Shareholders must be submitted in accordance with applicable regulations of the Securities and Exchange Commission and received by the Company at its principal executive offices, Croft Industrial Park, PO Box 5627, Spartanburg, SC 29304, no later than November 26, 2007. In order for a shareholder to bring any business or nominations before the 2008 Annual Meeting of Shareholders, certain conditions set forth in the Company's Bylaws must be complied with, including but not limited to, the delivery of a notice to the Secretary of the Company not less than 30 nor more than 60 days in advance of the 2008 Annual Meeting which is tentatively scheduled on April 24, 2008. With respect to any shareholder proposal not received by the Company prior to February 9, 2008, the designated proxy agents will vote on the proposal in their discretion.

#### **REFERENCES TO OUR WEBSITE ADDRESS**

References to our website address throughout this Proxy Statement and the accompanying materials are for informational purposes only, or to fulfill specific disclosure requirements of the Securities and Exchange

Commission's rules or the NASDAQ Rules. These references are not intended to, and do not, incorporate the contents of our website by reference into this Proxy Statement or the accompanying materials.

**INCORPORATION BY REFERENCE**

The "Compensation Committee Report" and the "Audit Committee Report" are not deemed to be filed with the Securities and Exchange Commission and shall not be deemed incorporated by reference into any prior

or future filings made by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent the Company specifically incorporates such information by reference.

**OTHER MATTERS TO COME BEFORE THE MEETING**

The Board of Directors does not know of any other matters which may come before the meeting. However, if any other matters do properly come before the meeting, it is the intention of the persons named as proxies to vote upon them in accordance with their best judgment.

*BY ORDER OF THE BOARD OF DIRECTORS*

*Cheryl C. Carter*  
*Secretary*

**SYNALLOY CORPORATION  
POST OFFICE BOX 5627. SPARTANBURG, SC 29304**

**This Proxy is Solicited by The Board of Directors for the Annual Meeting of Shareholders on April 26, 2007**

The undersigned hereby appoints Gregory M. Bowie and Cheryl C. Carter, or either of them, each with power of substitution, as lawful proxy, to vote all the shares of Common Stock of Synalloy Corporation which the undersigned would be entitled to vote if personally present at the Annual Shareholders' Meeting of Synalloy Corporation to be held at its corporate offices, 2155 West Croft Circle, Spartanburg, South Carolina 29302 on Thursday, April 26, 2007, at 10:00 a.m. local time, and at any adjournment thereof, upon such business as may properly come before the meeting.

The proxies will vote on the items set forth in the Notice of Annual Meeting and Proxy Statement (receipt of which is hereby acknowledged) as specified on this card, and are authorized to vote in their discretion when a vote is not specified. If no specification is made, it is the intention of said proxies to vote the shares represented by the proxy in favor of the proposal.

**This proxy when properly executed will be voted in the manner directed herein by the undersigned stockholder. If no direction is made, this Proxy will be voted FOR election of all the director nominees in proposal 1.**

**Mail** - Date, sign and mail your proxy card in the envelope provided as soon as possible.

**Internet** - Access "[www.voteproxy.com](http://www.voteproxy.com)" and follow the on-screen instructions. Have your proxy card available when you access the web page.

**Please sign, date and return your proxy card promptly in the enclosed envelope. Please mark your vote in blue or black ink as shown here. X**

Proposal 1. Election of Directors

<input type="checkbox"/>	For All Nominees	<input checked="" type="checkbox"/>	Nominees
<input type="checkbox"/>	Withhold Authority For All Nominees	<input type="checkbox"/>	Sibyl N. Fishburn
<input type="checkbox"/>	For All Except (See Instructions below)	<input type="checkbox"/>	James G. Lane, Jr.
<input type="checkbox"/>		<input type="checkbox"/>	Ronald H. Braam
<input type="checkbox"/>		<input type="checkbox"/>	Craig C. Bram
<input type="checkbox"/>		<input type="checkbox"/>	Carroll D. Vinson
<input type="checkbox"/>		<input type="checkbox"/>	Murray H. Wright

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Instructions: To withhold authority to vote for any individual nominee(s) mark **'FOR ALL EXCEPT'** and fill in the circle next to each nominee you wish to withhold, as shown here.

2. Upon any other matter that may properly come before the meeting or any adjournment thereof, as the proxies in their discretion may determine.

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

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Signature Date Signature if held jointly Date

Please sign exactly as your name appears hereon. Joint owners should each sign. Trustees, executors, administrators and others signing in a representative capacity should indicate that capacity. An authorized officer may sign on behalf of a corporation and should indicate the name of the corporation and his capacity.