

# **KellerFurniture**

The Keller Manufacturing Company, Inc.  
124 North First Street, Louisville, Kentucky 40202

## **NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD THURSDAY, JUNE 29, 2006**

To the Shareholders of The Keller Manufacturing Company, Inc:

You are cordially invited to attend the Annual Meeting of Shareholders of The Keller Manufacturing Company, Inc. (the "Company") to be held on Thursday, June 29, 2006, 9:00 A.M. (E.D.S.T.) in Louisville, Kentucky at Keller's office, for the following purposes:

- To elect three directors of the Company to serve for one year terms expiring in 2007; and
- To transact other business as may properly come before the meeting and vote on any adjournments and postponements thereof.

Holders of common shares of the Company of record at the close of business on May 12, 2006 will be entitled to notice of, and to vote at, the Annual Meeting.

By order of the Board of Directors,

John C. Schenkenfelder  
Director

May 26, 2006  
Louisville, Kentucky

**YOUR VOTE IS IMPORTANT. IF YOU DO NOT EXPECT TO ATTEND THE ANNUAL MEETING, OR IF YOU DO PLAN TO ATTEND BUT WISH TO VOTE BY PROXY, PLEASE DATE, SIGN AND PROMPTLY MAIL THE ENCLOSED PROXY. A RETURN ENVELOPE IS PROVIDED FOR THIS PURPOSE.**

**The Keller Manufacturing Company, Inc.**  
**PROXY STATEMENT**  
**ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD JUNE 29, 2006**

**GENERAL INFORMATION**

This Proxy Statement and the accompanying Notice of Annual Meeting and Proxy Card are being mailed on or about May 26, 2006 in connection with the solicitation of proxies by the Board of Directors of The Keller Manufacturing Company, Inc. (the "Company") for use at the 2006 Annual Meeting of Shareholders ("Annual Meeting") to be held at Keller's office on Thursday, June 29, 2006 at 9:00 A.M. (E.D.S.T.) and any adjournment or postponement thereof, for the purposes set forth in the accompanying Notice of Annual Meeting.

A shareholder signing and returning the enclosed proxy may revoke it at any time before the shares it represents are voted by written notice to the Secretary of the Company, or by filing a properly executed proxy bearing a later date or by attending the meeting and voting in person. The signing of a proxy does not preclude a shareholder from attending the meeting in person. All proxies returned prior to the meeting will be voted in accordance with the instructions contained therein. Any proxy not specifying to the contrary will be voted FOR the election of the nominees for director named below. Abstentions and broker non-votes are not counted for purposes of determining whether a proposal has been approved, but will be counted for purposes of determining whether a quorum is present.

At the close of business on May 12, 2006, the record date for the Annual Meeting, there were outstanding and entitled to vote 4,870,224 common shares of the Company. Each outstanding common share is entitled to one vote. The Company has no other voting securities. Shareholders do not have cumulative voting rights.

A quorum will be present if a majority of the common shares are present, in person or by proxy, at the meeting. The nominees for director will be elected by a plurality of the votes cast, assuming a quorum is present. Although we do not know of any business to be conducted at the 2006 Annual Meeting other than the proposals described in this Proxy Statement, if any other business is presented at the Annual Meeting, your signed proxy card gives authority to the proxy holders to vote on your behalf on any such matters. The proxy holders will vote as recommended by the Company's Board of Directors or, if no recommendation is given, in their own discretion.

The solicitation of proxies is being made by the Company, and all expenses in connection with the solicitation of proxies will be borne by the Company. The Company expects to solicit proxies primarily by mail, but directors, officers and regular employees of the Company may also solicit in person or by telephone.

The mailing address of the principal executive offices of the Company is 124 North First Street, Louisville, Kentucky 40202.

A copy of the Company's 2005 audited financial statements and the first quarter 2006 unaudited financial statements are enclosed and can be found on the Company's web site at [www.kellerfurniture.com](http://www.kellerfurniture.com). Copies of these financial statements will also be available at the Annual Meeting.

## **Proposal 1. ELECTION OF DIRECTORS**

### **Nominees**

At the annual meeting of shareholders, three (3) directors shall be elected for a term of one (1) year to succeed those whose terms expire. Despite the expiration of a director's term, the director continues to serve until a successor is elected and qualifies or until there is a decrease in the number of directors. Directors may be removed in accordance with Indiana law.

### **The Board of Directors recommend a vote FOR the election of the Nominated Directors**

Unless authority to vote for the Nominated Directors is withheld, the accompanying proxy will be voted FOR the election of the Nominated Directors. However, the persons designated as proxies reserve the right to cast votes for another person designated by the Board of Directors in the event any Nominated Director will be unable or unwilling to serve. Proxies will not be voted for more than three nominees. Those nominees receiving at least a plurality of the votes eligible to be cast will be elected to the Board of Directors.

### **The Nominated Directors Of The Company Are As Follows:**

<u>Name</u>	<u>Position with the Company</u>	<u>Served As Director Since</u>
John C. Schenkenfelder	Director	1992
Ronald W. Humin	Director	1991
S. Oden Howell, Jr.	Director	2005

### **Business Experience Of Nominated Directors**

John C. Schenkenfelder, Director: Mr. Schenkenfelder has served as First Vice President of Investments with UBS Financial Services, Inc. since 1990. Mr. Schenkenfelder has been a director of the Company since 1992.

Ronald W. Humin, Director: Mr. Humin has served as Chief Executive Officer of Flexible Materials, Inc., a manufacturer of wood veneer sheets, since 2001. Prior to that he had served as President of Flexible Materials, Inc. Mr. Humin has been a director of the Company since 1991.

S. Oden Howell, Jr.: Mr. Howell has served as President of Howell & Howell Contractors, Inc., a renovation contractor and industrial and commercial painting contractor, since 1988. Mr. Howell is also owner of Kessinger Service Industries, LLC, an industrial coatings contractor.



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MR A SAMPLE  
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Mark this box with an X if you have made changes to your name or address details above.

## Annual Meeting Proxy Card

### A Election of Directors

1. The Board of Directors recommends a vote FOR the listed nominees.

	For	Withhold
01 - John C. Schenkenfelder	<input type="checkbox"/>	<input type="checkbox"/>
02 - Ronald W. Humin	<input type="checkbox"/>	<input type="checkbox"/>
03 - S. Oden Howell, Jr.	<input type="checkbox"/>	<input type="checkbox"/>

### B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.

Please sign exactly as name appears hereon. When shares are held by joint tenants, both should sign. When signing as an attorney, as executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person. Please note any change in your address alongside the address as it appears in the proxy.

Signature 1 - Please keep signature within the box

Signature 2 - Please keep signature within the box

Date (mm/dd/yyyy)

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## **Proxy - THE KELLER MANUFACTURING COMPANY, INC.**

**124 North First Street  
Louisville, KY 40202**

### **This Proxy is solicited on behalf of the Board of Directors**

The undersigned hereby appoints Ronald W. Humin and John C. Schenkenfelder, or either of them, as Proxy, each with the power of substitution, to represent and to vote all shares of common stock of The Keller Manufacturing Company, Inc., held of record by the undersigned on May 12, 2006 at the Annual Meeting of Shareholders to be held on Thursday, June 29, 2006 or any adjournment thereof.

The Annual Meeting of Shareholders will be held in Louisville, Kentucky on Thursday June 29, 2006, at 9:00 A.M. (E.D.S.T.) at the Keller office (124 North First Street, Louisville, KY 40202). The enclosed Notice of Meeting and Proxy Statement contains additional information about the meeting.

### **INSTRUCTIONS**

1. Review and complete the Proxy Card; be sure to SIGN the card.
2. Return the SIGNED Proxy Card in the enclosed return envelope.

### **IMPORTANT**

You are urged to date and sign the enclosed proxy and return it promptly to ensure a proper representation at this meeting.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before this meeting. This Proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. If no direction is made, the Proxy will be voted FOR the Proposal.

**PLEASE MARK IN BLUE OR BLACK INK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE.**

### **DIRECTIONS TO KELLER OFFICE:**

The Keller office is located at 124 North First Street, Louisville, KY 40202 (502/814-1450). The address is commonly known as the bCatalyst Building and has a large red bCatalyst logo on top. The building is located one block north of First Street between the Humana Waterside building and the Presbyterian headquarters building in downtown Louisville. Parking is available at the corner of First and Main Streets in the large public parking garage.

### **Stock Transfer Agent and Registrar**

Shareholders requiring a change of name, address or ownership of stock, as well as information about shareholder records, lost or stolen certificates or dividend checks should contact: Computershare Investor Services, P.O. Box A3504, Chicago, IL 60690-3504, (312) 588-4990, fax (312) 601-4332, email: [Web.Queries@computershare.com](mailto:Web.Queries@computershare.com).