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EMERGENT GROUP INC.
SPECIAL MEETING IN LIEU OF AN ANNUAL MEETING
TO BE HELD ON JUNE 29, 2009 AT 10:00 A.M.
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned shareholder of Emergent Group Inc., a Nevada corporation (the "Company"), acknowledges receipt of the Notice of a Special Meeting in Lieu of an Annual Meeting of Shareholders and Proxy Statement, dated May 12, 2009 and hereby constitutes and appoints Bruce J. Haber and K. Deane Reade, Jr. or either of them acting singly in the absence of the other, with a power of substitution in either of them, the proxies of the undersigned to vote with the same force and effect as the undersigned all shares of Common Stock of the Company held by the undersigned at the Special Meeting in Lieu of an Annual Meeting of Shareholders of the Company to be held at 145 Huguenot Street, Suite 405, New Rochelle, NY 10801 (Phone No. 914-235-5550) on June 29, 2009 at 10:00 A.M. local time and at any adjournment or adjournments thereof, hereby revoking any proxy or proxies heretofore given and ratifying and confirming all that said proxies may do or cause to be done by virtue thereof with respect to the following matters:

(Continued and to be signed on the reverse side.)



SPECIAL MEETING IN LIEU OF AN ANNUAL MEETING

EMERGENT GROUP INC.

June 29, 2009

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, Proxy Statement, Proxy Card are available at www.Emergentgroupinc.com

Please sign, date and mail your proxy card in the envelope provided as soon as possible.

Please detach along perforated line and mail in the envelope provided.

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF DIRECTORS AND "FOR" PROPOSALS 2 AND 3. PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE [X]

1. THE ELECTION OF THE FOUR DIRECTORS NOMINATED BY THE BOARD OF DIRECTORS.

- FOR ALL NOMINEES
WITHHOLD AUTHORITY FOR ALL NOMINEES
FOR ALL EXCEPT (See instructions below)

- NOMINEES:
Bruce J. Haber
Mark Waldron
Howard Waltman
K. Deane Reade, Jr.

- 2. To ratify, adopt and approve the Audit Committee's selection of Rose, Snyder & Jacobs to be the independent auditors of Emergent for the fiscal year ended December 31, 2009.
3. To ratify, adopt and approve Emergent's 2009 Employee Benefit and Consulting Services Compensation Plan.
4. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment or adjournments thereof.

The Board of Directors favors a "FOR" designation for proposals Nos. 1, 2 and 3. This proxy when properly executed will be voted as directed. If no direction is indicated, the proxy will be voted for the election of the four named individuals as directors and in favor of proposals Nos. 2 and 3.

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: [bullet]

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.

Signature of Shareholder [] Date: [] Signature of Shareholder [] Date: []

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.