

Compensation GRId Questions

	<i>Question</i>	<i>% Weighting</i>	<i>Scoring</i>
	Executive Short Term		
1	Does the company disclose the performance measures, hurdle rates, and target payout thresholds for the short-term cash incentive plan that generated the awards reported?	<i>3.00%</i>	+5 Company discloses complete information on short-term cash incentive plan 0 No variable performance-related payments; Company discloses general performance measure(s) without further information -5 No information on variable performance-related payment or on general performance measure(s)
	Executive Long Term/Equity		
2	Performance/Matching Does the company disclose a performance measure for stock options plans (for executives)?	<i>1.60%</i>	+5 Grant vesting based on company's position in peer group (as disclosed); Grant vesting based on disclosed target +2.5 Company discloses general performance measure(s) without further information; Grant vesting based on company's position in peer group (position/peer group not disclosed); Grant vesting based on undisclosed target 0 No disclosure; Grant vesting is not performance-based
3	Does the company disclose a performance measure for restricted share plans (for executives)?	<i>1.60%</i>	+5 Grant vesting based on company's position in peer group (as disclosed); Grant vesting based on disclosed target +2.5 Company discloses general performance measure(s) without further information; Grant vesting based on company's position in peer group (position/peer group not disclosed); Grant vesting based on undisclosed target 0 No disclosure; No restricted shares granted; Grant vesting is not performance-based
4	Does the company disclose the performance measures, hurdle rates and target payout thresholds long-term cash plans (for executives)?	<i>1.60%</i>	+5 Company discloses complete information on its long-term cash plans 0 No information on variable performance-related payout or general performance measures; No variable performance -related payments made; Company discloses general performance measure(s) without further information

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5	Does the company disclose a performance measure for other long-term plans (for executives)?	1.60%	+5 Grant vesting based on company's position in peer group (as disclosed); Grant vesting based on disclosed target +2.5 Grant vesting based on company's position in peer group (position/peer group not disclosed); Grant vesting based on target (not disclosed) 0 No information / Not applicable; No performance conditions; Company discloses general performance measure(s) without further information
6	Dilution Does at least one of the new and/or amended plans for the last three years permit share recycling for options/SARS?	1.60%	+5 No, recycling not allowed 0 Company does not issue options/SARS -5 Yes, recycling allowed
7	Does the company grant equity awards at an excessive rate, according to RMG policy?	4.80%	+5 Average annual burn rate over the past three fiscal years is 2% or less, or within one standard deviation of the industry mean 0 Average annual burn rate over the past three fiscal years greater than 2% and exceeds one standard deviation of the industry mean, but company has made a commitment to keep the burn rate within one of these thresholds in the future; Company does not grant options, SARS or full-value awards; Company come out of bankruptcy or went public within last 3 years -5 Average annual burn rate over the past three fiscal years greater than 2% and exceeds one standard deviation of the industry mean and company has not made a commitment to keep the burn rate within one of these thresholds in the future
8	Timing What are the minimum vesting periods mandated in the plan documents for stock options or SARS in the equity plans adopted/amended in the last 3 years (for executives)?	2.40%	+3 More than 4 years +2 More than 3 years +1 More than 2 years 0 Company does grant such awards; Not disclosed; Less than 2 years

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9	What are the minimum vesting periods mandated in the plan documents, adopted/amended in the last three years for restricted stock (for executives)?	2.40%	+3 More than 4 years +2 More than 3 years +1 More than 2 years 0 Company does grant such awards; Not disclosed; Less than 2 years
10	What is the post-exercise holding period for stock options (for executives)?	2.40%	+5 End of employment or beyond 0-+3 Less than 2 years (varies) 0 Not applicable -3 Not disclosed
11	What is the post-vesting holding period for restricted shares (for executives)?	2.40%	+5 End of employment or beyond 0-+3 Less than 2 years (varies) 0 Not applicable -3 Not disclosed
12	Pricing/Other Does one or more of the company's equity plans approved or amended in the past three years permit option/SAR repricing and cash buyouts?	4.80%	+5 All plans expressly forbid option repricings and cash buyouts +3 Plans prohibit repricing, but are silent on cash buyouts 0 Plans are silent on repricings and cash buyouts; Company does not issue options/SARS -5 Yes
13	Has the company repriced options or exchanged them for shares, options or cash without shareholder approval in the last three years?	4.80%	+5 No -5 Yes
Stock Ownership/Other			
14	If a new or amended broad-based plan is proposed, then what is the expected duration of shares?	2.44%	+3 4 years or less +3-3 4 - 7 years (varies) -3 7 years or more 0 No broad-based plan proposed
15	Is the CEO subject to stock ownership guidelines?	2.44%	+3 Must hold shares with value at least 6x salary 0 Must hold shares with value at least 3x-5x salary -3 Must hold shares with value less than 3x salary -5 No or not disclosed

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16	Are directors subject to stock ownership guidelines?	2.44%	+3 Must hold shares until end of service Must hold shares with value at least 5x annual retainer 0 Must hold shares with value at least 3x-4x annual retainer -3 Must hold shares with value less than 3x annual retainer -5 No or not disclosed
17	Do all directors with more than one year of service own stock?	2.44%	+3 Yes -5 No
	Termination		
18	What is the trigger under the company's non-equity plan change-in-control agreements?	22.75%	+3 No agreements 0 Double trigger -3 Modified single trigger but agreement was neither amended nor entered into the last year -5 Single trigger; Not disclosed; Modified single trigger in agreement that was amended or entered into the last year
	Pay Practices		
19	Did the company disclose a claw back provision?	3.25%	+3 Yes -3 No
20	Are any of the NEOs eligible for multi-year guaranteed bonuses?	3.25%	0 No -5 Yes
21	Do any of the NEOs receive tax gross-ups on their perks other than relocation and other broad-based benefits?	3.25%	+5 Company does not provide gross-ups 0 Yes, but company is committing to discontinue gross-ups -5 Company provides gross-ups
22	What is the multiple of salary plus bonus in the change-in-control agreements for named executive officers <u>excluding</u> the CEO?	3.25%	+5 No severance agreements 0 3x or less -5 3x or more; Bonus is defined as maximum or greater of actual and maximum; Not disclosed

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23	What is the multiple of salary plus bonus upon a change-in-control in the severance agreements for the CEO?	3.25%	+5 No severance agreements 0 3x or less -5 3x or more; Bonus is defined as maximum or greater of actual and maximum; Not disclosed
24	Does the company provide excise tax gross-ups for change-in-control payments?	3.25%	0 No or company has committed to remove gross-up provision -3 Yes, but applicable agreements were neither entered into nor materially amended within past year -5 Yes and applicable agreements were entered into or materially amended within past year
25	What is the length of the employment agreement with the CEO?	3.25%	+5 Company discloses that there is no agreement 0 Company makes no disclosure regarding agreement +3 Less than 3 years +3--1 3-4 years (varies) -1--5 4-10 years (varies) -5 More than 10 years / Auto-renewal
26	Are executives given credit toward pension for years not worked?	3.25%	0 No -5 Yes
27	In the last fiscal year, did the company grant premium priced options of at least 125% of market price that need to be maintained for at least 30 consecutive days?	3.25%	+5 Yes +3 Yes, but company is silent on sustainability of stock price 0 No
28	Has the company voluntarily adopted a management say-on-pay advisory vote resolution for the most recent annual meeting or committed to a resolution going forward?	3.25%	+5 Yes, voluntarily 0 No, but company was not subject to shareholder say-on-pay proposal -5 No and company was subject to shareholder say-on-pay proposal which received majority approval