



**1st Source Corporation**

**SRCE NASDAQ**

**Banks**

Market Capitalization USD:

**\$504.36 mm**

**CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Christopher J. Murphy**

**Age: 65**

**CEO Since: 1980**

	2009	2010	2011
<b>Base Salary</b>	\$684,554	\$659,200	\$659,200
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$182,105	\$680,800	\$608,850
<b>Benefits and Perquisites</b>	\$76,730	\$94,588	\$108,439
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$943,389</b>	<b>\$1,434,588</b>	<b>\$1,376,489</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$47,502	\$437,012	\$599,873
<b>TOTAL COMPENSATION</b>	<b>\$990,891</b>	<b>\$1,871,600</b>	<b>\$1,976,362</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$394,266	\$501,804	\$573,397
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$62,525	\$39,384	\$237,284
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$62,525</b>	<b>\$39,384</b>	<b>\$237,284</b>

**Proxy Date:** 12 Mar 2012

**Annual Meeting Date:** 26 Apr 2012

**Equity Reserves:** 10.32%

**Stock Option Run Rate:** 0.00%

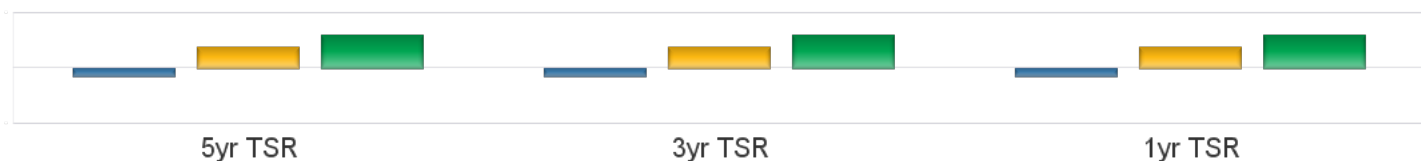
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## Performance Comparison

■ vs S&P500 ■ vs Industry ■ SRCE



## Peer Comparisons (TRBC) =Banks

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
SRCE	1st Source Corporation	\$990,891	\$1,871,600	\$1,976,362	\$504,359,747
TCB	TCF Financial Corporation	\$1,666,698	\$2,174,076	\$8,905,179	\$1,462,320,866
IBKC	IBERIABANK Corporation	\$3,071,046	\$2,441,704		\$1,422,360,452
ISBC	Investors Bancorp, Inc.	\$2,222,422	\$3,527,569		\$1,419,174,067
WFSL	Washington Federal, Inc.	\$897,848	\$1,435,211	\$2,348,201	\$1,405,040,021
WBS	Webster Financial Corporation	\$3,477,843	\$2,977,982	\$4,992,432	\$1,338,857,100
UMBF	UMB Financial Corporation	\$1,455,687	\$1,611,986	\$1,986,570	\$1,298,635,901

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Peer group not disclosed.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Daniel B. Fitzpatrick	Chairman	54	Male	17	Outside Related
Mark D. Schwabero	Member	59	Male	8	Outside
Rex Martin	Member	60	Male	16	Outside Related
Timothy K. Ozark	Member	62	Male	13	Outside Related
William P. Johnson	Member	68	Male	16	Outside Related

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