

Market Capitalization USD:

mm FiscalYrEnd 12/31
CompYear 2011

NYSE

S&P 500

CONCERN LEVEL: HIGH

A Numeric Score of 10pts does not generate a flag, Any value other than 10 will generate a RED Flag

1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap

CEOTotSumComp > CEOTotSumComp for Top Decile of Industry & Market Cap -10pts

CEOTotSumComp < CEOTotSumComp for Top Decile of Industry & Market Cap 10pts

If there are 25 or fewer peers in the Industry Decile Group Use the Sector Decile

-10

CEOTotSumComp Industry/MarketCap Decile # in Group

\$23,260,224.00 > [] = -10 pts []

Sector/MarketCap Decile

> \$5,264,513.00 = -10 pts 73

2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.

CEOTotSumComp > NEOSumCompMedian * 5 = -10 pts

CEOTotSumComp < NEOSumCompMedian * 3 = 10 pts

Anything else = 0 pts

0

NEOSumCompMedian

\$23,260,224 > \$4,942,415 x 5 = -10 pts

\$23,260,224 < \$4,942,415 x 3 = 10 pts

3 The CEO's annual cash incentives rose or fell in line with annual performance.

Current_Statement_Date

12/31/2011

Current bonus > 0 and 2 or 3 current metrics have Negative values = -10pts

Bonus Increases and 2 Metrics Increase = 0 pts

Bonus Increases and All Metrics Increase = 10 pts

Bonus Decreases and 2 Metrics Decrease = 10 pts

Bonus Decreases and all Metrics Decrease = -10pts

Bonus Decreases and 2 or 3 Metrics Increase = 0 pts

Bonus Increases and only 1 Metric increases = -10pts

Bonus Increases and All Metrics Decrease = -10pts

Bonus Increase and 1 Metric Increases, 1 remains the same & 1 Decreases = 0 pts

Bonus remains the same and 2 or more Metrics Increase = 10pts

Bonus remains the same and 2 or 3 Metrics Decrease = -10pts

When revenue for current year is NULL use Assets as the Metric to compare - otherwise use Revenue

Bonus

2011

2010

CEO Bonus

CEO NEIC

Prev Yr CEO Bonus

Prev Yr CEO NEIC

\$4,800,000

\$1,599,400

>

\$0

+

\$2,387,571

Metrics

Net Income

Basic Normalized
EPS

Total Revenue

Total Assets

2011 \$911,400,000

\$2.34

\$2,311,100,000

\$7,491,800,000

2010 \$487,600,000

\$2.29

\$2,094,900,000

\$12,674,000,000

4 The CEO received no more than one annual cash bonus this fiscal year.

CEOBonus and CEONonEqIncentComp are both > 0 = -10pts

Anything else = 10 pts

-10

Market Capitalization USD:

mm FiscalYrEnd 12/31
CompYear 2011

NYSE

S&P 500

\$4,800,000 > 0 AND \$1,599,400 > 0 = -10 pts



5 The CEO's equity compensation reflected the company's share price movement over the last five years.

If there is no reported return3yr or return5yr value = 0 pts

Positive 3yr and 5yr returns and any vested stock and option profits in the past 3 yrs = 10 pts

Negative 3yr and 5yr returns and Vested stock and Option Profits = 0 = 10 pts

One positive, One negative return and any vested stock and option profits = 0 pts

Negative 3yr and 5yr returns and any vested stock and option profits but awards declined = 0 pts

Negative 3yr and 5yr returns and any vested stock and option profits = -10 pts

Positive 3yr and 5yr returns and No vested stock and option profits and stock or option awards increased = 10 pts

Vested stock & option profits = [CEOOptionValueRealized or CEOValueRealizedonVesting]

	Return5yr	Return3yr	
	2011	2010	2009
OptionValueRealized	\$3,674	\$0	\$0
Value Realized on Vesting	\$3,723,396	\$4,045,748	\$0
StockAwards_GDV	\$3,411,640	\$4,203,943	
OptionsAwards_GDV	\$2,490,966	\$1,572,244	

0

6 The company only pays long-term incentives to the CEO for above median performance against a peer group

CEOOptionValueRealized > 0 and 5yr TSR < Median 5yr TSR for MktCap/Industry = -10 pts

CEOValueRealizedonVesting > 0 and 3yr TSR < Median 3yr TSR for MktCap/Industry = -10 pts

Anything else = 10 pts

If Returns 5yr AND Return 3 yr are empty = 0pts

Option Value Realized	Return5yr	Med Return5yr	
\$3,674 > 0 AND		-70.06	= -10 pts
Value Realized on Vesting	Return3yr	Med Return3yr	
\$3,723,396 > 0 AND		-84.56	= -10 pts

0

7 The company's dilution from equity incentives is 10 percent or less.

CEOLTIPTotSharesReservedDilution_print <= .1 = 10pts

CEOLTIPTotSharesReservedDilution_print > .15 = -10 pts

Anything else = 0pts

0.13 < .1 = 10 pts

0

8 Unvested equity lapses when the CEO's employment is terminated.

CEOUnvestedEquityLapseOnTermination = Yes = 10pts

CEOUnvestedEquityLapseOnTermination = No = -10pts

No = Yes = 10 pts

No = No = -10 pts

-10

