




**CSS Industries, Inc.****CSS NYSE****Paper Products**

Market Capitalization USD:

\$162.48 mm**CONCERN LEVEL: AVERAGE**

- 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. Munyan**Age: 47****CEO Since: 2006**

	2009	2010	2011
Base Salary	\$525,000	\$525,000	\$556,200
Discretionary Bonus	\$0	\$0	\$96,223
Annual Cash Incentive	\$0	\$0	\$222,480
Benefits and Perquisites	\$24,716	\$34,188	\$29,459
TOTAL ANNUAL COMPENSATION	\$549,716	\$559,188	\$904,362
Increase in Post-Retirement Benefits	\$0	\$45,233	\$6,759
Stock Option Awards	\$107,800	\$187,950	\$247,799
Stock Awards	\$130,901	\$220,023	\$292,500
TOTAL COMPENSATION	\$891,575	\$1,012,394	\$1,451,420
Median of Other Named Executive Officers Total Compensation	\$691,574	\$691,574	\$742,252
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$0	\$0
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$0	\$0

Proxy Date: 19 Jun 2012

Annual Meeting Date: 31 Jul 2012

Equity Reserves: 18.68%

Stock Option Run Rate: 1.15%

CSS Industries, Inc.

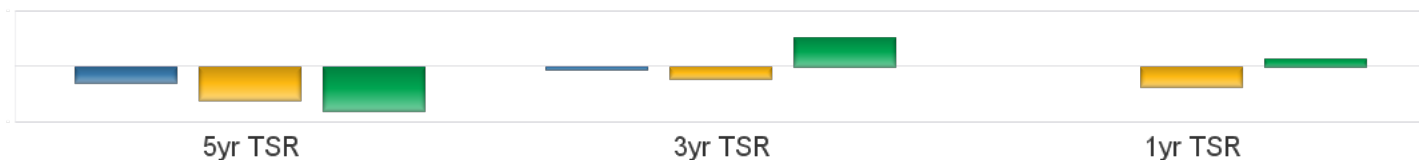
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Performance Comparison

■ S&P500 ■ Industry ■ CSS



Peer Comparisons (TRBC) = Basic Materials

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CSS	CSS Industries, Inc.	\$891,575	\$1,012,394	\$1,451,420	\$162,481,614
OMN	OMNOVA Solutions Inc.	\$3,017,506	\$3,772,698	\$3,458,269	\$161,103,884
GLT	P. H. Glatfelter Company	\$4,196,242	\$5,457,329	\$2,677,043	\$603,899,826
LNDC	Landec Corporation	\$388,613	\$476,256		\$137,858,559
GMO	General Moly, Inc.	\$481,462	\$1,212,348	\$1,700,294	\$263,250,420
LXU	LSB Industries, Inc.	\$1,549,879	\$1,556,393	\$1,117,369	\$638,027,569
NWPX	Northwest Pipe Company	\$730,225	\$912,460	\$2,549,993	\$189,603,983

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

A.C. Moore Arts & Crafts, Inc.; American Greetings Corporation; Blyth, Inc.; CDI Corp.; Ennis, Inc.; Helen of Troy Limited; Hooker Furniture Corporation; JAKKS Pacific, Inc.; Kid Brands, Inc.; Knoll, Inc.; Lannett Company, Inc.; Libbey Inc.; Lifetime Brands, Inc.; National Presto Industries, Inc.; Neenah Paper, Inc.; and RC2 Corporation

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James H. Bromlev	Chairman	74	Male	23	Outside
John J. Gavin	Member	56	Male	5	Outside
Rebecca C. Matthias	Member	59	Female	9	Outside

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