



**ICG Group, Inc.**




**ICGE NASDAQ**

**IT Services / Consulting**

Market Capitalization USD:

**\$340.49 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: Walter W. Buckley**

**Age: 52**

**CEO Since: 1996**

	2009	2010	2011
<b>Base Salary</b>	\$450,000	\$450,000	\$450,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$496,125	\$695,250	\$344,250
<b>Benefits and Perquisites</b>	\$38,311	\$46,625	\$40,447
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$984,436</b>	<b>\$1,191,875</b>	<b>\$834,697</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$0	\$1,395,150	\$0
<b>Stock Awards</b>	\$0	\$0	\$4,902,004
<b>TOTAL COMPENSATION</b>	<b>\$984,436</b>	<b>\$2,587,025</b>	<b>\$5,736,701</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$723,742	\$1,850,125	\$3,274,318
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>

**Proxy Date:** 25 Apr 2012

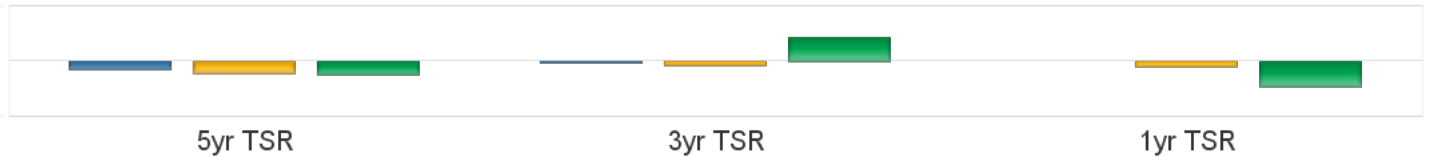
**Annual Meeting Date:** 15 Jun 2012

**Equity Reserves:** 17.18%

**Stock Option Run Rate:** 1.70%

## Performance Comparison

■ S&P500 ■ Industry ■ ICGE



## Peer Comparisons (TRBC) =IT Services / Consulting

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
ICGE	ICG Group, Inc.	\$984,436	\$2,587,025	\$5,736,701	\$340,494,096
VRNT	Verint Systems Inc.		\$4,922,834	\$5,841,564	\$1,019,828,114
SNCR	Synchronoss Technologies, Inc.	\$2,287,097	\$2,116,837	\$5,392,108	\$949,243,103
ACIW	ACI Worldwide, Inc.	\$2,374,286	\$2,969,351	\$3,378,608	\$921,726,180
LQDT	Liquidity Services, Inc.	\$634,065	\$1,926,759	\$2,350,379	\$907,518,014
ACXM	Acxiom Corporation	\$2,797,815	\$4,843,139		\$867,467,985
TTEC	TeleTech Holdings, Inc.	\$539,320	\$6,074,049	\$415,781	\$863,782,046

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

Allied Capital Corporation, American Capital, Ltd., Capital Southwest Corporation, CMGI Inc. (currently ModusLink Global Solutions, Inc.), Harris & Harris Group, Inc., Safeguard, and Rand Capital Corporation.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
David J. Berkman	Chairman	50	Male	11	Outside Related
David K. Downes	Member	72	Male	9	Outside
Thomas A. Decker	Member	66	Male	8	Outside
Thomas P. Gerrity	Member	71	Male	14	Outside Related