


**Intersections Inc.**

INTX NASDAQ

IT Services / Consulting

Market Capitalization USD:

**\$217.35 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: Michael R. Stanfield****Age: 61****CEO Since: 1996**

	2009	2010	2011
<b>Base Salary</b>		\$420,000	\$420,000
<b>Discretionary Bonus</b>		\$0	\$0
<b>Annual Cash Incentive</b>		\$0	\$0
<b>Benefits and Perquisites</b>		\$767,357	\$877,118
<b>TOTAL ANNUAL COMPENSATION</b>		<b>\$1,187,357</b>	<b>\$1,297,118</b>
<b>Increase in Post-Retirement Benefits</b>		\$0	\$0
<b>Stock Option Awards</b>		\$439,236	\$446,104
<b>Stock Awards</b>		\$825,089	\$1,282,249
<b>TOTAL COMPENSATION</b>		<b>\$2,451,682</b>	<b>\$3,025,471</b>
<b>Median of Other Named Executive Officers Total Compensation</b>		\$1,093,407	\$1,300,450
<b>Value Realized on Exercise of Stock Option</b>		\$0	\$0
<b>Value Realized on Vesting of Stock</b>		\$0	\$0
<b>TOTAL REALIZED EQUITY COMPENSATION</b>		<b>\$0</b>	<b>\$0</b>

Proxy Date: 16 Apr 2012

Annual Meeting Date: 14 May 2012

Equity Reserves: 38.65%

Stock Option Run Rate: 6.09%

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## Performance Comparison

■ S&P500 ■ Industry ■ INTX



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

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
INTX	Intersections Inc.		\$2,451,682	\$3,025,471	\$217,348,787
CCOI	Cogent Communications Group, Inc.	\$319,923	\$3,990,873	\$1,694,658	\$619,532,635
BCSI	Blue Coat Systems, Inc.	\$1,142,516	\$1,735,957		\$586,811,172
LPSN	LivePerson, Inc.	\$681,040	\$491,419		\$527,736,189
SONE	S1 Corporation	\$2,400,013	\$1,339,720		\$495,336,862
NTCT	NetScout Systems, Inc.	\$1,392,597	\$786,318		\$488,215,723
EPIQ	EPIQ Systems, Inc.	\$3,067,013	\$3,909,508		\$447,331,650

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

The Compensation Committee did not review data regarding similar companies in connection with executive compensation for 2011.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
John M. Albertine	Member	67	Male	4	Outside
Thomas L. Kempner	Member	84	Male	16	Outside Related
William J. Wilson	Member	75	Male	16	Outside Related