

EXECUTIVE COMPENSATION TALLY
FYE 2005 ANNUAL SUMMARY

Summary for: _____ Position/Title: _____

Age: _____ years Length of Service: _____ years Position Tenure: _____ years

Employment Contract Term: From _____ To _____

	_____	<u>Realized</u>
A. Total Remuneration		
• Granted	\$	
• Realized		\$
B. Other Income	\$	\$
C. Special Benefits Cost/Accrual ¹	\$	\$
D. Facilities Cost		
• Business use	\$	\$
• Personal use	\$ _____	\$ _____
Grand Total	\$ _____	\$ _____
E. Severance Cost Range ²		
• Course of business	\$	to \$
• Change in Control	\$	to \$
F. Value of Deferred Compensation Accounts ³	\$	
G. Stock Holdings at \$ _____ per Share FMV		
	<u>No. of Shares</u>	<u>Current Value at FMV</u>
• Direct ownership	_____	\$
• Electively deferred shares	_____	\$
• Restricted shares/units (unvested)	_____	\$
• Performance shares (to be earned)	_____	\$
• Paper profits on outstanding options		
– Vested	_____	\$
– Unvested	_____	\$ _____
Total	\$ _____	\$ _____
Grand Total	_____	\$ _____

¹ Includes estimated pension at age 65 of \$ _____ per annum at current earnings level; excludes cost of relocation and similar items.

² Actual cost determined by circumstance of severance.

³ Excludes value of electively deferred shares shown below in Section G.

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A Total Direct Remuneration – Granted and Realized

	<u>Granted</u>	<u>Realized/ Awarded</u>
• Current Cash		
– Salary	\$	\$
– Annual Incentive	Target \$	\$
Total	\$	\$
• Long Term - Granted		
– Restricted Stock/Units (no. of shares _____)	\$	
– Incentive at Target	\$	
– Stock Option Value ¹ (no. of shares _____) (option price \$ _____ @)	\$ _____ ¹	
Total	\$	
• Long Term – Realized/Awarded		
– Restricted Stock Vested (no. of shares _____ at \$ _____ @ FMV)		\$
– Incentive Payout <input type="checkbox"/> Cash <input type="checkbox"/> Shares \$ _____ @		\$
– Option Exercise Gains (no. of shares _____) (option price \$ _____ @) (purchase price \$ _____ @)		\$ _____
Total		\$
Total Direct Remuneration	\$ _____	\$ _____

Annualized Incentive Grant Opportunity Range <u>As Percent of Salary</u>			
	<u>Mimimum</u>	<u>Target</u>	<u>Maximum</u>
Annual Incentive	%	%	%
Restricted Stock	%	%	%
Long Term Incentive	%	%	%
Stock Option Value ¹	%	%	%
Total			
- Percents	%	%	%
- Amount	\$	\$	\$

¹ Black-Scholes value at ____%; specify if other valuation method used.

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B Other Income

	Annual Company Cost/Accrual
• Dividend income/accrual on restricted stock, restricted stock units, performance shares, etc.	\$
• Earnings paid/accrued on deferred compensation at ____% rate of return	\$
– Less imputed market rate of ____%	\$()
• Company contribution to 401k and other matches	\$ _____
Total Other Income	\$ _____

C Special Benefits¹

• Financial Planning		\$
• Supplemental Life		\$
• Supplemental LTD		\$
• Supplemental Health		\$
• Other _____		\$
• Retirement Income		
– SERP	\$	
– Excess ERISA	\$	
– Qualified	\$ _____	
Total Retirement Income		\$ _____
Total Special Benefits		\$ _____
– Estimated single life annuity at age 65 assuming current earnings	\$ _____	\$ _____ Lump Sum Present Value
– Percent of target current cash	_____ %	
– Calculation basis		
.. Years of credited service	_____ years	
.. Salary	<input type="checkbox"/>	
.. Annual bonus	<input type="checkbox"/> At Target <input type="checkbox"/> Other _____	
.. Other _____	<input type="checkbox"/>	

¹ Exclude cost of relocation and similar items.

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		Annual Company Cost/Accrual	
		<u>Business</u>	<u>Personal</u>
D	<u>Facilities</u>		
	• Aircraft Usage	\$	\$
	• Car/Driver and Related Expenses (parking, etc.)	\$	\$
	• Security Systems/Personnel	\$	\$
	• Clubs		
	– Initiation	\$	\$
	– Dues	\$	\$
	– Expenses	\$	\$
	• Meals, Entertainment	\$	\$
	• Lodging	\$	\$
	• Donations/Tickets/Subscriptions	\$	\$
	• Security Systems & Services		
	– Installation	\$	\$
	– Maintenance	\$	\$
	– Personal services	\$	\$
	• Discount on Company Goods/Services	\$	
	• Other _____	\$	\$
		-----	-----
	Total Facilities	\$=====	\$=====

EXECUTIVE COMPENSATION TALLY

E Cost of Current Contractual or Program/Policy Commitments

•	Course of Business					
–	Severance	<u>Cash Payments</u>	<u>Benefit Cost¹</u>	<u>Total</u>	<u>Equity Accel.²</u>	<u>Total</u>
..	Not for Cause	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	Good Reason	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	Voluntary	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	For Cause	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	Disability	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	Retirement	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	Death	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
–	Restrictive Covenants	_____				
–	Other Material Provisions	_____				

•	Change in Control					
–	Severance	<u>Cash Payments</u>	<u>Benefit Cost</u>	<u>Total</u>	<u>Equity Accel.</u>	<u>Total</u>
..	Not for Cause	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	Good Reason	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	Voluntary	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	For Cause	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
..	Walk-Away	\$ _____	\$ _____	\$ _____	\$ _____	\$ _____
–	Gross-Up					\$ _____
–	Restrictive Covenants	_____				
–	Other Material Provisions	_____				

¹ Include retirement benefit enhancements as well as insurance continuation in benefit cost whether continued or paid out in cash.

² Include value, whether paid out in cash or stock, of option spread and full value awards upon accelerated vesting of equity grants at \$ _____ @ per share (current FMV), and other outstanding equity awards/commitments;

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F **Value of Deferred Compensation Accounts**

- 401(k) and other plans including savings/retirement/stock purchase \$
- Cash at ___% rate \$
- Investments at FMV (specify) \$
- Other (specify): _____ \$
- Total \$

G **Value of Electively Deferred Shares**

- _____ no. of shares at \$_____ per share FMV \$_____

H **Prior Three Years' W-2 Earnings**

<u>Year</u>	<u>Amount</u>
_____	\$_____
_____	\$_____
_____	\$_____

- I Attach copies of most recent proxy disclosure and relevant SEC filings including Employment Agreement, CIC agreement and any other contractual arrangements/commitments