

## XYZ Corporation

### Summary of Severance Benefits in Connection with a Termination of Employment

	<u>Severance Benefits in Connection with a Voluntary Termination of Employment</u>	<u>Severance Benefits in Connection with a Not for Cause Termination of Employment</u>	<u>Termination of Employment in Connection with a Change-in-Control</u>
1. Cash Severance Benefit	N/A	\$730,000	\$4,380,000
2. Vacation Pay	\$84,230	\$84,230	\$84,230
3. Benefit Continuation	N/A	\$18,200	\$66,300
4. Deferred Compensation Balance	\$1,157,865	\$1,157,865	\$1,157,865
5. Short-Term Incentive Awards	\$1,095,000	\$1,095,000	\$1,095,000
6. Retirement Plan Benefits	\$3,582,200	\$3,582,200	\$3,582,200
7. Long-Term Incentive Awards			
a. Stock Options	\$6,652,213	\$6,653,213	\$7,417,111
b. Performance Shares	\$0	\$0	\$564,640
8. Excise Tax Gross-Up	N/A	N/A	\$3,263,265
<b><i>Total Value of Payments</i></b>	<b>\$12,571,508</b>	<b>\$13,320,708</b>	<b>\$21,610,611</b>