

2010 Analysis of Outside Director Compensation

The Hewitt logo consists of the word "Hewitt" in a white, serif font, centered within a dark blue square.

March 2010

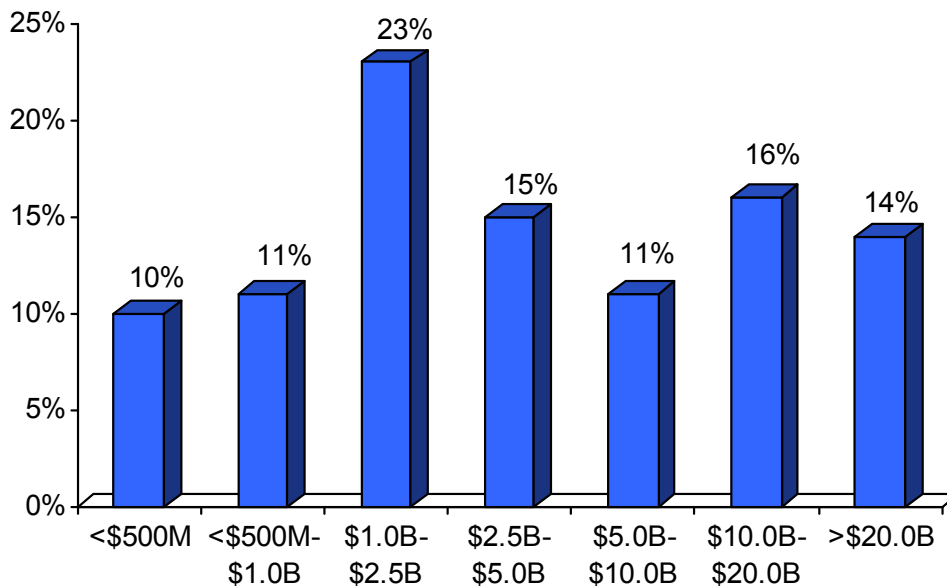
About This Material

This report presents an analysis of the compensation programs for outside directors at 708 public companies representing four major industry sectors. All of the data was gathered from public documents filed between January 1, 2009 and December 31, 2009. Sales volume for the study group range from \$14 million to \$425.1 billion, with an average of \$12.5 billion and a median of \$3.4 billion. A list of the study companies is provided in Appendix G.

This analysis includes a review of the following areas of compensation:

- Annual board retainer;
- Board meeting fees;
- Committee fees (including retainers and chairman fees);
- Equity compensation;
- Net total compensation; and
- Program prevalence.

Distribution of Study Companies by Sales Volume



Contents

Executive Summary and Results	1
Study Methodology	10
Appendix A: Total Compensation Summary—Industry	A-1
Appendix B: Total Compensation Summary—Company Sales	B-1
Appendix C: Committee Fee Summary—Industry	C-1
Appendix D: Committee Fee Summary—Company Sales	D-1
Appendix E: Year-Over-Year Analysis of Outside Director Compensation	E-1
Appendix F: Three Year Analysis of Outside Director Compensation	F-1
Appendix G: Study Company List	G-1

Executive Summary and Results

Executive Summary and Results

Components of Compensation

Retainer

The annual retainer makes up 42 percent of average outside director's compensation. The average annual retainer for all companies is \$67,624, and the median for the group is \$50,000. **Note:** *this includes retainers paid in cash and equity.*

Ninety-nine percent of all companies provide directors with an annual retainer. Seventy-nine percent of retainers are distributed solely in cash and only 2 percent solely in the form of equity. Eighteen percent of the companies provide a retainer that includes a mix of cash and equity.

Board Meetings and Fees

Five percent of the average outside director's compensation is paid in the form of board meeting fees. Fifty-six percent of the all the companies in this analysis pay board meeting fees and of those companies that pay meeting fees, the average fee is \$1,094 and the median is \$1,000 per meeting. Boards met on average eight times during 2009.

Committees and Fees

Committee fees make up 10 percent of the average outside director's pay. Ninety-seven percent of companies in this analysis pay outside directors additionally for committee service. Due to additional responsibility and time commitment on board members, compensation paid to the Audit and Compensation Committees has continued to receive additional attention. Audit committee compensation has further increased; the Compensation Committee's chairman retainer remained consistent at \$10,000 from 2008 (for those that pay this fee). Ninety-three percent of companies pay the chairman of the Audit Committee a retainer fee. Fifty-six percent of companies provide Audit Committee meeting fees. The median Audit Committee retainer of \$15,000 is higher than chairman retainers for all other committees (of companies with this fee), suggesting a continuing practice to differentiate retainer amounts for the Audit Committee chairman.

Fewer companies provide retainers to their Compensation Committee and Nominating and Governance Committee chairmen (90% and 86%, respectively). For companies paying retainers to their Compensation Committee and Nominating and Governance Committee chairmen, the median retainer is \$10,000 for both committees (of companies with this fee). Meeting fees among all three committees is consistent with a median of \$1,500 per meeting (for those companies that pay a committee meeting fee).

Equity

All equity values have been calculated using the fair market value on March 31, 2009. Nonretainer equity grants account for 43 percent of the average outside director's pay package. The median and average nonretainer equity economic value is \$59,172 and \$68,767, respectively. Eighty-three percent of the companies provide some form of nonretainer equity compensation.

Of total equity plans, restricted stock is the most utilized equity vehicle (48%) having increased over the past few years in its prevalence. Stock options continue to decline in prevalence recently (29%). Deferred stock (24%) and outright stock (20%) are the least used vehicles. The trend continues to be the replacement of stock option grants with full value shares.

Benefit Prevalence

Sixty-two percent of companies provide directors with benefits which include deferred compensation (54%) and insurance (13%). About one-fifth (17%) of companies provide a matching gift plan for their directors.

Policies and Guidelines

Lead/Presiding Director and Nonexecutive Chairman Prevalence

Lead or Presiding Director and Nonexecutive Chairman prevalence has increased over the past few years. For purposes of our analysis, a Lead/Presiding Director is an appointed position that is held by one person for at least a full year (as opposed to a position that rotates among directors on a per meeting basis). Sixty-seven percent of companies reported having a lead director (including only permanent positions rather than rotating members from different committees). The median lead director additional compensation was \$20,000 and the average was \$22,886 in 2009.

Presence of Nonexecutive chairman has increased over the past few years, with 156 companies reporting a Nonexecutive chairman in this analysis. We define a Nonexecutive chairman as an outside board chairman receiving board fees, as opposed to an executive chairman paid as an employee of the company. The median additional compensation for these members was \$95,000 and the average was \$113,637 in 2009.

Ownership Guidelines

Stock ownership guidelines for outside directors are becoming more common among companies. Sixty-nine percent of the companies reported that directors are expected to meet certain equity ownership requirements. Of those companies that provided such information, 64 percent expressed ownership requirements as a multiple of compensation, which typically requires a stock position worth 5 times the annual retainer. Twenty-two percent of the companies require directors to own a certain number of shares, while 9 percent require directors to own a flat dollar amount, and 5 percent are required to hold equity that has been granted.

Retirement Guidelines

Sixty-three percent of companies reported a mandatory retirement age for outside directors. The median age disclosed was 72.

Term Limits

Nineteen companies (3%) in this analysis have term limits for directors. The median term (for companies implementing these guidelines) is 15 years, and the average term is 15 years.

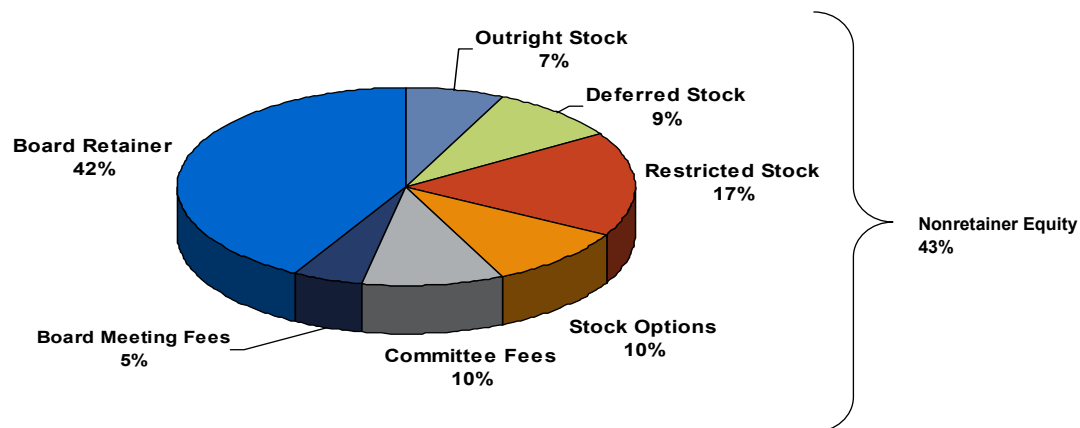
All Companies Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	708	684	141	700	393	706	392	687	706	587	708
Prevalence %		97%	20%	99%	56%	100%	55%	97%	100%	83%	100%
Low	\$14	\$0	\$0	\$0	\$0	0	\$0	\$0	\$0	\$0	\$9,433
25th Percentile	\$1,196	\$35,000	\$0	\$40,000	\$0	6	\$0	\$7,202	\$62,922	\$14,076	\$107,000
Median	\$3,367	\$50,000	\$0	\$50,000	\$1,000	8	\$7,000	\$15,000	\$82,361	\$59,172	\$156,978
75th Percentile	\$11,646	\$70,000	\$0	\$78,500	\$2,000	10	\$14,000	\$22,154	\$107,339	\$100,000	\$206,664
High	\$425,071	\$215,000	\$288,000	\$338,000	\$15,000	35	\$105,500	\$101,667	\$372,000	\$782,622	\$850,531
Average	\$12,510	\$53,331	\$14,293	\$67,624	\$1,094	8	\$8,727	\$16,424	\$92,775	\$68,767	\$161,542

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	62%
Deferred Compensation	54%
Retirement Plan	0%
Insurance	13%
Life Insurance	5%
AD&D Insurance	4%
Travel Insurance	6%
Medical Insurance	3%
Matching Gift	17%
Charitable Contributions	3%
Equity Plan	95%
Stock Options	29%
Restricted Stock	48%
Outright Stock	20%
Deferred Stock	24%
Stock Ownership Guidelines	69%
Retirement Age Guidelines	63%
Median Retirement Age	72

Distribution of Outside Director Compensation



Committee Fees—All Companies

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Audit Committee													
Count	708	243	708	393	708	660	708	388	708	708	708	708	708
Low	\$0	\$677	\$0	\$300	\$0	\$1,354	\$0	\$300	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,100	\$10,000	\$10,000	\$0	\$1,250	6	2	1	\$4,688	\$15,000
Median	\$0	\$10,000	\$1,000	\$1,500	\$15,000	\$15,000	\$1,000	\$1,500	8	3	1	\$10,000	\$21,000
75th	\$5,000	\$10,000	\$1,500	\$2,000	\$20,000	\$20,000	\$1,500	\$2,000	10	4	1	\$15,000	\$30,000
High	\$42,089	\$42,089	\$6,000	\$6,000	\$147,065	\$147,065	\$7,000	\$7,000	28	8	1	\$66,000	\$179,065
Average	\$3,176	\$9,255	\$896	\$1,614	\$16,247	\$17,429	\$960	\$1,751	8	3	1	\$10,492	\$24,076
Compensation Committee													
Count	706	149	706	389	706	635	706	384	706	706	706	706	706
Low	\$0	\$677	\$0	\$300	\$0	\$1,000	\$0	\$300	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$5,000	\$7,100	\$0	\$1,000	4	2	1	\$0	\$10,000
Median	\$0	\$5,000	\$1,000	\$1,500	\$10,000	\$10,000	\$1,000	\$1,500	6	3	1	\$6,000	\$15,000
75th	\$0	\$9,000	\$1,500	\$1,800	\$15,000	\$15,000	\$1,500	\$2,000	7	4	1	\$10,000	\$20,000
High	\$37,412	\$37,412	\$6,000	\$6,000	\$147,065	\$147,065	\$6,000	\$6,000	18	8	2	\$37,412	\$175,065
Average	\$1,460	\$6,916	\$839	\$1,523	\$10,304	\$11,456	\$887	\$1,630	6	3	1	\$6,819	\$15,989
Executive Committee													
Count	269	37	269	135	269	101	269	133	269	269	269	269	269
Low	\$0	\$2,000	\$0	\$300	\$0	\$2,500	\$0	\$300	0	0	0	\$0	\$0
25th	\$0	\$4,500	\$0	\$1,250	\$0	\$5,000	\$0	\$1,250	0	2	0	\$0	\$0
Median	\$0	\$7,500	\$300	\$1,500	\$0	\$10,000	\$0	\$1,500	0	3	0	\$0	\$1,000
75th	\$0	\$10,000	\$1,500	\$2,000	\$7,500	\$12,000	\$1,500	\$2,000	2	4	1	\$3,000	\$9,000
High	\$15,000	\$15,000	\$5,000	\$5,000	\$44,520	\$44,520	\$5,500	\$5,500	23	11	1	\$28,000	\$49,800
Average	\$1,031	\$7,499	\$819	\$1,631	\$3,840	\$10,227	\$870	\$1,759	1	3	0	\$2,214	\$5,214
Finance Committee													
Count	193	29	193	101	193	166	193	98	193	193	193	193	193
Low	\$0	\$625	\$0	\$400	\$0	\$625	\$0	\$400	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,250	\$5,000	\$5,000	\$0	\$1,500	3	2	1	\$0	\$9,000
Median	\$0	\$5,000	\$1,000	\$1,500	\$8,000	\$10,000	\$900	\$1,500	5	3	1	\$5,000	\$12,000
75th	\$0	\$10,000	\$1,500	\$2,000	\$10,000	\$10,000	\$1,500	\$2,000	6	4	1	\$8,000	\$16,000
High	\$15,000	\$15,000	\$4,000	\$4,000	\$40,000	\$40,000	\$4,000	\$4,000	18	9	1	\$36,000	\$46,000
Average	\$995	\$6,625	\$822	\$1,571	\$8,362	\$9,722	\$857	\$1,688	5	3	1	\$5,182	\$12,731
Nominating & Governance Committee													
Count	670	127	670	365	670	579	670	361	670	670	670	670	670
Low	\$0	\$1,000	\$0	\$400	\$0	\$1,000	\$0	\$400	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$5,000	\$5,000	\$0	\$1,000	3	2	1	\$0	\$7,500
Median	\$0	\$5,000	\$1,000	\$1,500	\$7,500	\$10,000	\$1,000	\$1,500	4	3	1	\$4,000	\$10,625
75th	\$0	\$7,500	\$1,500	\$1,800	\$10,000	\$10,000	\$1,500	\$2,000	5	4	1	\$7,150	\$15,000
High	\$30,000	\$30,000	\$6,000	\$6,000	\$54,350	\$54,350	\$6,000	\$6,000	23	10	2	\$55,000	\$70,350
Average	\$1,167	\$6,155	\$828	\$1,520	\$8,446	\$9,774	\$871	\$1,617	4	3	1	\$4,598	\$12,048
Other Committees													
Count	350	48	350	206	350	267	350	201	350	350	350	350	350
Low	\$0	\$2,000	\$0	\$400	\$0	\$2,000	\$0	\$400	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$2,500	\$5,000	\$0	\$1,200	2	2	1	\$0	\$6,000
Median	\$0	\$5,000	\$1,000	\$1,500	\$7,500	\$10,000	\$1,000	\$1,500	3	3	1	\$3,000	\$10,000
75th	\$0	\$9,250	\$1,500	\$2,000	\$10,000	\$12,000	\$1,500	\$2,000	4	4	1	\$6,000	\$15,000
High	\$60,000	\$60,000	\$5,000	\$5,000	\$147,065	\$147,065	\$5,000	\$5,000	28	12	2	\$60,000	\$159,065
Average	\$1,165	\$8,493	\$927	\$1,576	\$9,027	\$11,833	\$960	\$1,672	3	3	1	\$4,252	\$12,287

Year-Over-Year Analysis of Outside Director Compensation

The data below summarizes an analysis comparing disclosed compensation practices from 2008 to 2009 at a constant sample of 469 companies with median revenue of \$6.5 billion in 2008 and \$5.4 billion in 2009. Detailed summary statistics and exhibits for this analysis can be found in Appendix E.

Change in Median¹ Compensation

Pay Component	Median Pay Including Zeros		Percent Change
	2008	2009	
Total Retainer	\$ 55,000	\$ 60,000	+9.1%
Board Meeting Fees	\$ 7,500	\$ 6,000	-20.0%
Committee Fees	\$ 15,500	\$ 15,667	+1.1%
Nonretainer Equity	\$ 80,000	\$ 71,018	-11.2%
Total Compensation	\$178,568	\$171,400	-4.0%

¹ Not additive

Cash Compensation

The average cash retainer increased by 4.1 percent from \$56,045 to \$58,348. The total median annual retainer increased by 9.1% and the total average annual retainer increased by 5.5 percent from 2008 to 2009.

The use of board meeting fees as a vehicle of compensation has declined over the past few years; furthermore, the level of compensation has also declined from a median value of \$7,500 to \$6,000. The number of companies paying board retainers remained flat, while the use of board meeting fees decreased by 4.6 percent.

Nonretainer Equity Compensation

The prevalence of nonretainer equity compensation remained relatively constant with 85 percent of companies using nonretainer equity in 2008 and 84 percent in 2009. Three fewer companies provided directors with nonretainer equity grants during 2009 versus 2008. There was a substantial change in the median and average value of the grants (-11% and -12%, respectively) reflecting market volatility through 2009. As seen below, grant values decreased in correlation with a decrease in stock prices from 2008 to 2009. In addition to the market-wide recession in 2009, factors that could have offset the decrease in stock price include overall grant size and change of the LTI vehicle delivered.

Study Group Stock Price Change

Statistical Measure	Percent Change
25 th %ile	-60%
Median	-42%
Average	-41%
75 th %ile	-24%

Total Board Compensation

The median total director compensation package decreased in value by 4 percent from 2008 to 2009. The modest decrease in total compensation can be attributed to the combination of a decrease in nonretainer equity (-11%) and a shift towards higher retainers (9.1%) from 2008 to 2009.

Three Year Analysis of Outside Director Compensation

An additional analysis of trends in outside director compensation from 2007 to 2009 was performed using a constant sample of 402 companies with a median revenue of \$7.8 billion in 2007 and \$7.9 billion in 2009. Detailed summary statistics and exhibits for this analysis can be found in Appendix F.

Change in Median¹ Compensation

Pay Component	Median Pay Including Zeros		Percent Change
	2007	2009	
Total Retainer	\$ 50,000	\$ 60,000	+20.0%
Board Meeting Fees	\$ 8,000	\$ 6,000	-25.0%
Committee Fees	\$ 15,222	\$ 15,607	+2.5%
Nonretainer Equity	\$ 78,000	\$ 75,884	-2.7%
Total Compensation	\$171,201	\$177,399	+3.6%

¹ Not additive

Cash Compensation

The use of an annual retainer increased only slightly (1%) from 2007 to 2009. The number of companies paying equity retainers increased by 1 percent, while the number of companies reporting cash retainer payments remained the same. As expected, the average cash and stock retainer values increased from 2007 to 2009, with the increase in stock retainers having the strongest impact on the total retainer increase.

The frequency of paying meeting fees continues to decline. Thirteen percent fewer companies are paying board meeting fees or committee meeting fees. While fewer companies are paying per meeting fees to board and committee members, there has been a slight increase (1.1%) in the number of companies that pay retainers to committee members and/or chairmen and a substantial increase in the value of those retainers. The median and average committee retainer payments have increased 12.5 percent and 12 percent, respectively.

Nonretainer Equity Compensation

The prevalence of nonretainer equity compensation has decreased (-4%) between 2007 and 2009. Despite large declines in stock price from 2007 to 2009, there was a relatively modest decrease in median nonretainer equity values (-3%). Further declines in value were mitigated by companies targeting a dollar figure as their grant value as opposed to a set number of shares.

Study Group Stock Price Change

Statistical Measure	Percent Change
25 th %ile	-65%
Median	-46%
Average	-46%
75 th %ile	-29%

Total Board Compensation

The median total compensation paid to outside directors from 2007 to 2009 increased by 4 percent from \$171,201 to \$177,399. The average total director compensation also increased by 1 percent. A significant increase in total retainer, tempered by a decrease in board meeting fees, contributes to the overall increase in total compensation.

Study Methodology

Study Methodology

This section describes the methodology used to value the components of total compensation.

Board Retainer Fee

For each company, the cash and equity portions of the retainer are reported separately and then added together to derive the annual value.

Board Meeting Fees

For each company, the value of the board meeting fee was computed by multiplying the board meeting fee paid by the number of board meetings held. This may include telephonic meeting fees, if applicable.

Committee Fees

The actual committee retainer and committee meeting fees paid to each director for each committee on which he/she actually served were summed. This was done by multiplying the number of committee meetings by the committee meeting fee and adding the committee member or chair retainer (where applicable) for each director at each company. An average director fee then was calculated for each company.

Total Fees

Total board and committee fees includes the annual retainer (including amounts paid in equity), fees for attending board and committee meetings, and any additional retainers provided for committee service.

Equity Programs

The methodology used to value each form of equity-based award is described below. The methodology was applied to the most recent grant made by the study companies. To be consistent, a common date (March 31, 2009) was used to determine the stock price.

The general principle behind the valuation method is to arrive at a figure that corresponds as closely as possible to the intrinsic value of the award on the date of grant.

Stock Options

In order to recognize the potential value inherent in stock options, a Black-Scholes option pricing model similar to that used by major option exchanges was employed.

This model takes into account several factors in assigning a value to the option including:

- Frequency of grants;
- Option price;
- Length of option term;
- Exercise restrictions;
- Current market value of stock;
- Stock price volatility;
- Projected dividend flow;
- Risk-free interest rate; and
- Turnover rate.

Outright Stock and Deferred Stock Grants

The value of outright grants of company stock and deferred stock grants was obtained by multiplying the number of shares granted by the current stock price.

Restricted Stock Grants

The value of restricted stock grants was obtained by multiplying the number of shares granted by the current stock price. This value was then reduced to reflect an assumed individual turnover rate for the period of restriction.

Total Compensation

For each company, the dollar values calculated for each component of pay were summed to provide a total compensation value.

Appendix A: Total Compensation Summary—Industry

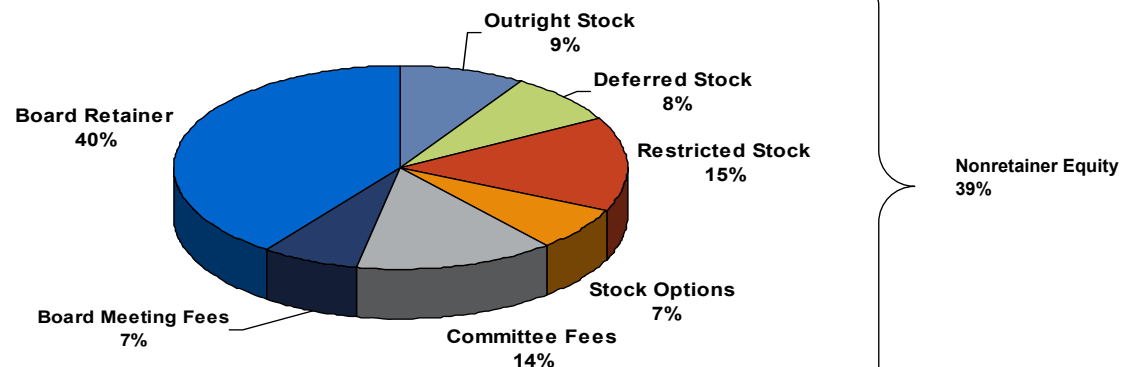
Financial Companies Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	101	92	20	99	59	101	59	96	101	73	101
Prevalence %		91%	20%	98%	58%	100%	58%	95%	100%	72%	100%
Low	\$14	\$0	\$0	\$0	\$0	4	\$0	\$0	\$9,433	\$0	\$9,433
25th Percentile	\$501	\$25,000	\$0	\$30,000	\$0	5	\$0	\$9,500	\$55,156	\$0	\$72,376
Median	\$2,748	\$45,000	\$0	\$50,000	\$1,000	8	\$8,000	\$16,483	\$79,250	\$41,355	\$125,063
75th Percentile	\$8,319	\$72,000	\$0	\$75,000	\$2,000	12	\$15,000	\$24,625	\$98,083	\$80,000	\$186,500
High	\$150,450	\$112,500	\$112,500	\$225,000	\$5,000	28	\$55,000	\$101,667	\$236,538	\$563,876	\$646,376
Average	\$11,812	\$46,631	\$7,919	\$54,551	\$1,186	9	\$9,533	\$18,676	\$82,759	\$53,068	\$135,827

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	60%
Deferred Compensation	55%
Retirement Plan	0%
Insurance	8%
Life Insurance	6%
AD&D Insurance	1%
Travel Insurance	3%
Medical Insurance	0%
Matching Gift	7%
Charitable Contributions	4%
Equity Plan	84%
Stock Options	19%
Restricted Stock	40%
Outright Stock	24%
Deferred Stock	23%
Stock Ownership Guidelines	59%
Retirement Age Guidelines	62%
Median Retirement Age	72

Distribution of Outside Director Compensation



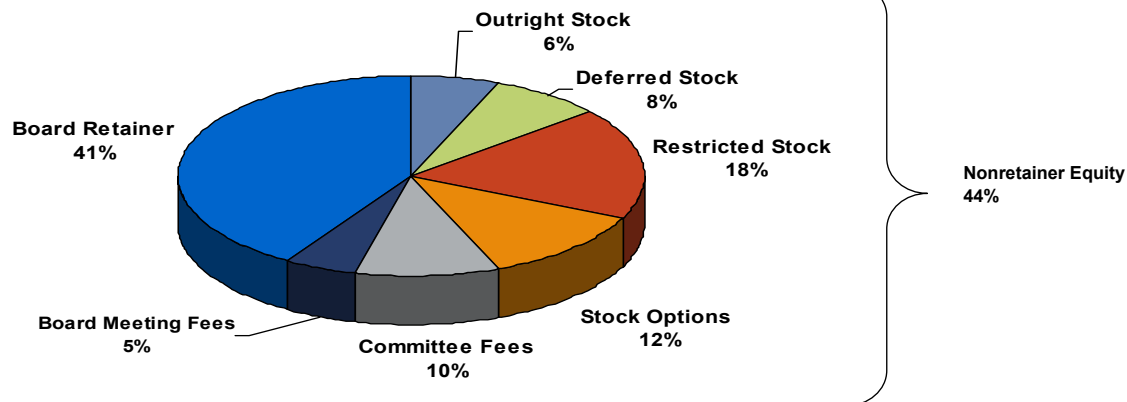
Industrial/Service Companies Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	509	496	94	504	274	507	273	494	508	442	509
Prevalence %		97%	18%	99%	54%	100%	54%	97%	100%	87%	100%
Low	\$20	\$0	\$0	\$0	\$0	0	\$0	\$0	\$0	\$0	\$16,014
25th Percentile	\$1,187	\$35,000	\$0	\$40,000	\$0	6	\$0	\$6,875	\$62,857	\$25,000	\$109,339
Median	\$2,879	\$50,000	\$0	\$55,000	\$1,000	7	\$6,000	\$14,286	\$82,222	\$66,628	\$163,970
75th Percentile	\$11,185	\$70,000	\$0	\$80,000	\$2,000	10	\$14,000	\$21,909	\$107,286	\$104,595	\$211,625
High	\$425,071	\$215,000	\$288,000	\$338,000	\$15,000	35	\$105,500	\$92,212	\$372,000	\$782,622	\$850,531
Average	\$11,791	\$55,040	\$14,215	\$69,256	\$1,086	8	\$8,470	\$15,835	\$93,560	\$73,685	\$167,245

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	59%
Deferred Compensation	50%
Retirement Plan	1%
Insurance	13%
Life Insurance	5%
AD&D Insurance	4%
Travel Insurance	7%
Medical Insurance	3%
Matching Gift	18%
Charitable Contributions	2%
Equity Plan	97%
Stock Options	33%
Restricted Stock	53%
Outright Stock	18%
Deferred Stock	23%
Stock Ownership Guidelines	67%
Retirement Age Guidelines	61%
Median Retirement Age	72

Distribution of Outside Director Compensation



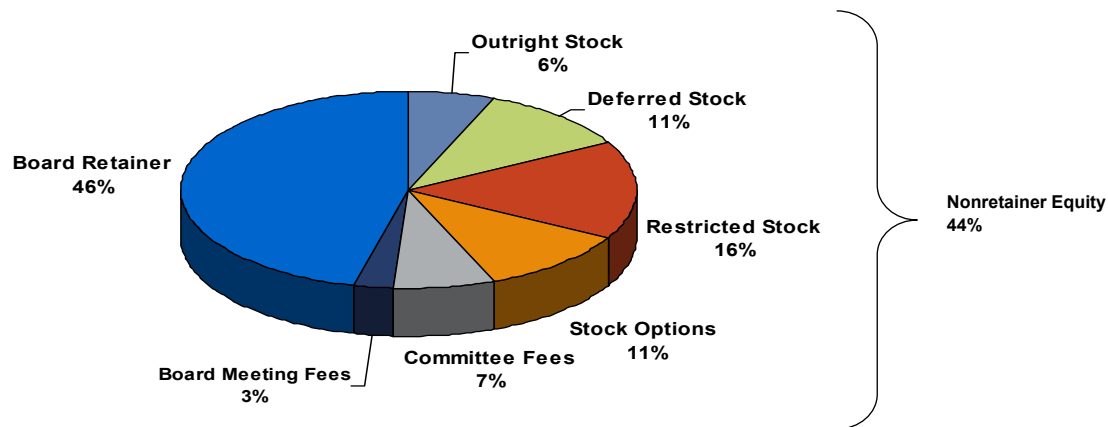
Retail Companies Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	36	35	10	35	12	36	12	35	35	28	36
Prevalence %		97%	28%	97%	33%	100%	33%	97%	97%	78%	100%
Low	\$870	\$0	\$0	\$0	\$0	4	\$0	\$0	\$0	\$0	\$41,667
25th Percentile	\$6,233	\$39,500	\$0	\$44,250	\$0	5	\$0	\$5,375	\$63,780	\$15,275	\$132,121
Median	\$14,511	\$50,000	\$0	\$59,750	\$0	7	\$0	\$10,534	\$82,115	\$73,016	\$183,303
75th Percentile	\$44,219	\$75,000	\$23,250	\$88,750	\$1,500	9	\$7,125	\$19,542	\$111,914	\$102,137	\$217,595
High	\$402,298	\$100,000	\$230,000	\$280,000	\$2,500	19	\$38,000	\$38,200	\$285,625	\$435,190	\$435,190
Average	\$34,144	\$54,600	\$29,125	\$83,725	\$576	8	\$5,042	\$13,446	\$102,213	\$81,472	\$183,685

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	69%
Deferred Compensation	61%
Retirement Plan	0%
Insurance	6%
Life Insurance	0%
AD&D Insurance	6%
Travel Insurance	0%
Medical Insurance	0%
Matching Gift	14%
Charitable Contributions	6%
Equity Plan	92%
Stock Options	31%
Restricted Stock	42%
Outright Stock	17%
Deferred Stock	31%
Stock Ownership Guidelines	75%
Retirement Age Guidelines	67%
Median Retirement Age	72

Distribution of Outside Director Compensation



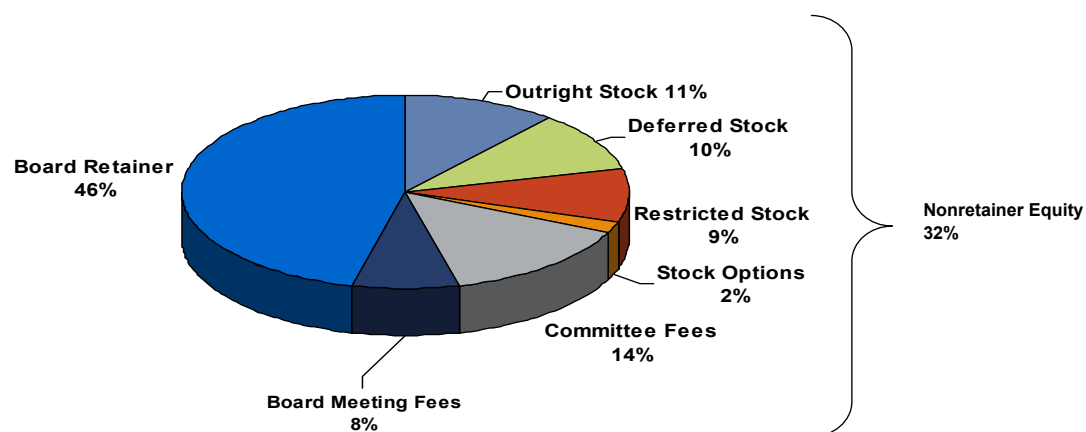
Utilities Companies Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	62	61	17	62	48	62	48	62	62	44	62
Prevalence %		98%	27%	100%	77%	100%	77%	100%	100%	71%	100%
Low	\$518	\$0	\$0	\$17,000	\$0	4	\$0	\$2,222	\$43,925	\$0	\$43,925
25th Percentile	\$1,768	\$35,000	\$0	\$40,000	\$1,000	7	\$7,500	\$11,606	\$72,556	\$0	\$112,801
Median	\$4,099	\$46,850	\$0	\$50,000	\$1,500	8	\$12,000	\$18,856	\$90,361	\$47,158	\$142,158
75th Percentile	\$12,245	\$53,000	\$20,350	\$82,695	\$1,750	11	\$16,000	\$24,736	\$109,773	\$79,831	\$171,917
High	\$19,818	\$125,000	\$100,000	\$180,000	\$6,500	21	\$42,000	\$54,167	\$224,167	\$157,333	\$246,333
Average	\$6,952	\$49,478	\$16,701	\$66,179	\$1,303	9	\$11,665	\$19,319	\$97,163	\$46,585	\$143,748

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	84%
Deferred Compensation	82%
Retirement Plan	0%
Insurance	24%
Life Insurance	6%
AD&D Insurance	10%
Travel Insurance	11%
Medical Insurance	2%
Matching Gift	24%
Charitable Contributions	6%
Equity Plan	94%
Stock Options	8%
Restricted Stock	31%
Outright Stock	35%
Deferred Stock	32%
Stock Ownership Guidelines	89%
Retirement Age Guidelines	81%
Median Retirement Age	72

Distribution of Outside Director Compensation



Appendix B: Total Compensation Summary—Company Sales

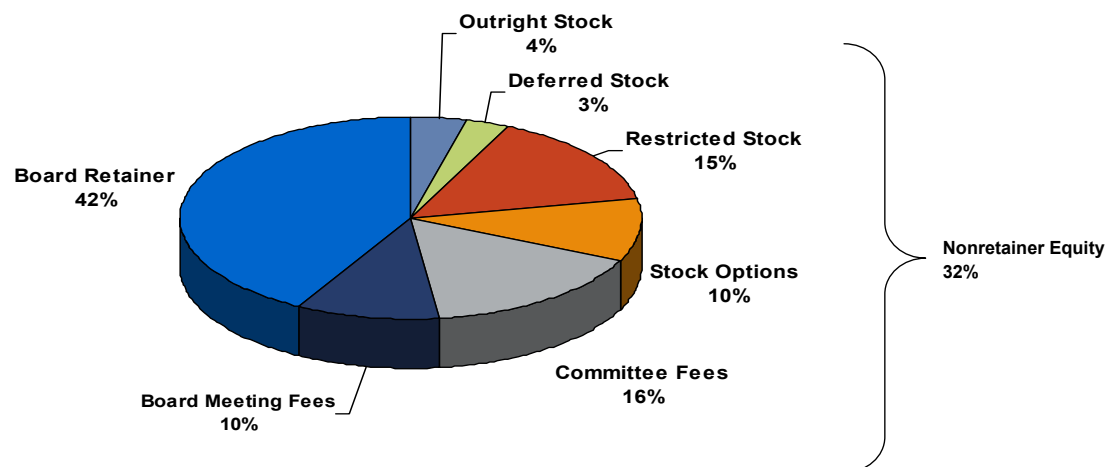
Revenues Under \$500 Million Total Compensation

Company Name	Revenues (\$'000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	71	63	14	69	46	71	46	66	71	52	71
Prevalence %		89%	20%	97%	65%	100%	65%	93%	100%	73%	100%
Low	\$14	\$0	\$0	\$0	\$0	2	\$0	\$0	\$13,540	\$0	\$13,540
25th Percentile	\$153	\$15,000	\$0	\$18,000	\$0	6	\$0	\$5,319	\$35,800	\$0	\$49,179
Median	\$236	\$25,000	\$0	\$26,000	\$1,000	7	\$5,000	\$10,600	\$46,600	\$15,064	\$71,958
75th Percentile	\$317	\$35,000	\$0	\$40,000	\$1,500	10	\$12,000	\$16,631	\$61,089	\$43,809	\$95,952
High	\$492	\$75,000	\$75,000	\$120,000	\$5,000	23	\$42,000	\$101,667	\$191,667	\$100,000	\$191,667
Average	\$236	\$26,444	\$5,959	\$32,402	\$1,073	8	\$7,930	\$12,822	\$53,154	\$24,855	\$78,009

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	28%
Deferred Compensation	22%
Retirement Plan	0%
Insurance	4%
Life Insurance	3%
AD&D Insurance	3%
Travel Insurance	0%
Medical Insurance	0%
Matching Gift	1%
Charitable Contributions	0%
Equity Plan	85%
Stock Options	32%
Restricted Stock	46%
Outright Stock	14%
Deferred Stock	11%
Stock Ownership Guidelines	29%
Retirement Age Guidelines	29%
Median Retirement Age	72

Distribution of Outside Director Compensation



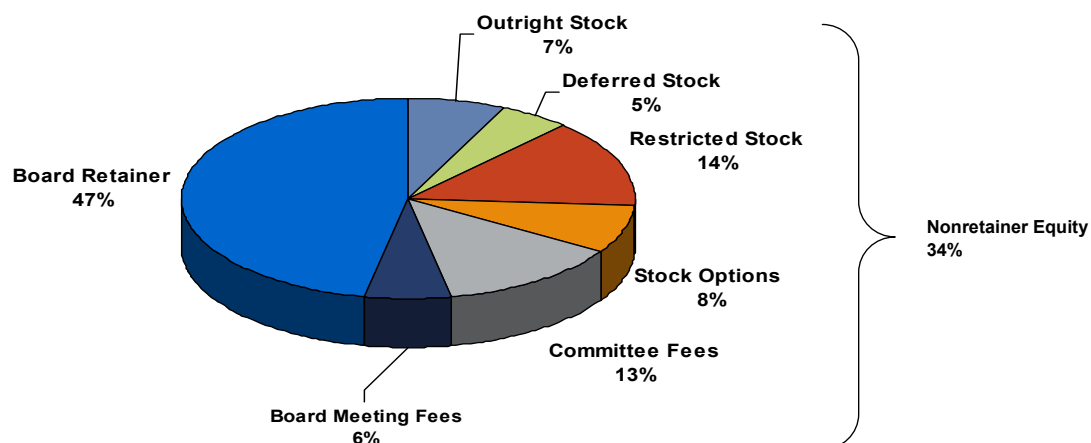
Revenues \$500 Million to \$1 Billion Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	77	74	18	76	45	77	45	74	77	56	77
Prevalence %		96%	23%	99%	58%	100%	58%	96%	100%	73%	100%
Low	\$501	\$0	\$0	\$0	\$0	4	\$0	\$0	\$10,000	\$0	\$20,000
25th Percentile	\$607	\$30,000	\$0	\$30,000	\$0	5	\$0	\$6,667	\$52,214	\$0	\$81,010
Median	\$732	\$36,000	\$0	\$40,000	\$1,200	7	\$8,000	\$12,750	\$64,643	\$30,000	\$106,533
75th Percentile	\$819	\$50,000	\$0	\$65,000	\$2,000	10	\$12,500	\$21,667	\$85,000	\$60,000	\$141,383
High	\$985	\$106,000	\$139,706	\$199,706	\$3,250	27	\$27,000	\$58,600	\$216,372	\$153,536	\$233,299
Average	\$722	\$40,049	\$12,975	\$53,024	\$1,021	8	\$7,492	\$15,160	\$75,675	\$38,277	\$113,952

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	47%
Deferred Compensation	40%
Retirement Plan	0%
Insurance	5%
Life Insurance	0%
AD&D Insurance	1%
Travel Insurance	1%
Medical Insurance	3%
Matching Gift	4%
Charitable Contributions	0%
Equity Plan	91%
Stock Options	26%
Restricted Stock	45%
Outright Stock	21%
Deferred Stock	17%
Stock Ownership Guidelines	53%
Retirement Age Guidelines	51%
Median Retirement Age	72

Distribution of Outside Director Compensation



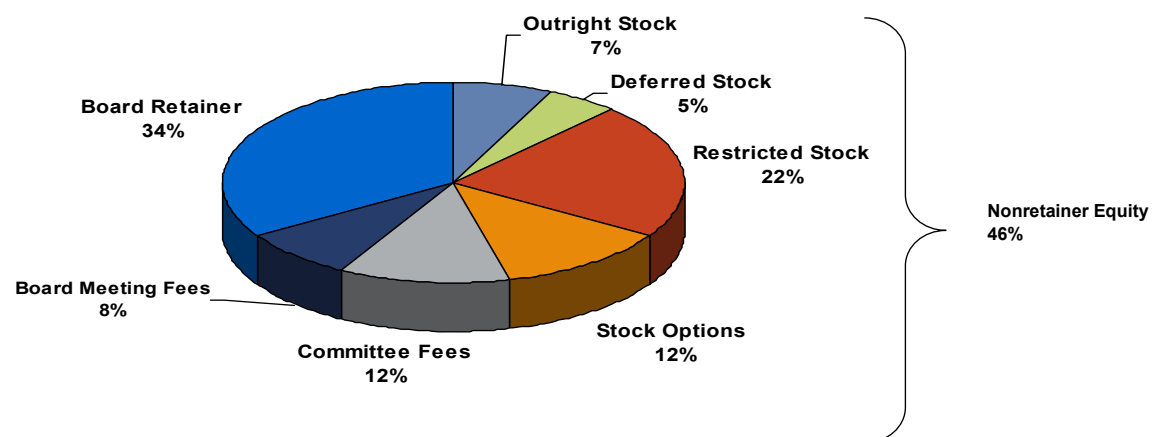
Revenues \$1 Billion to \$2.5 Billion Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	162	158	20	160	111	161	111	157	162	152	162
Prevalence %		98%	12%	99%	69%	99%	69%	97%	100%	94%	100%
Low	\$1,006	\$0	\$0	\$0	\$0	0	\$0	\$0	\$17,500	\$0	\$40,883
25th Percentile	\$1,253	\$33,200	\$0	\$35,000	\$0	5	\$0	\$9,388	\$58,472	\$30,678	\$103,255
Median	\$1,583	\$40,000	\$0	\$45,000	\$1,500	7	\$9,000	\$16,222	\$70,183	\$57,758	\$132,612
75th Percentile	\$2,008	\$52,750	\$0	\$56,833	\$2,000	10	\$15,000	\$21,848	\$91,362	\$95,754	\$182,019
High	\$2,485	\$125,000	\$288,000	\$338,000	\$10,000	35	\$70,000	\$70,625	\$372,000	\$294,960	\$372,000
Average	\$1,646	\$44,132	\$6,337	\$50,470	\$1,407	8	\$11,219	\$17,029	\$78,718	\$67,211	\$145,929

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	53%
Deferred Compensation	44%
Retirement Plan	1%
Insurance	12%
Life Insurance	4%
AD&D Insurance	3%
Travel Insurance	5%
Medical Insurance	5%
Matching Gift	9%
Charitable Contributions	0%
Equity Plan	97%
Stock Options	31%
Restricted Stock	60%
Outright Stock	19%
Deferred Stock	15%
Stock Ownership Guidelines	64%
Retirement Age Guidelines	52%
Median Retirement Age	72

Distribution of Outside Director Compensation



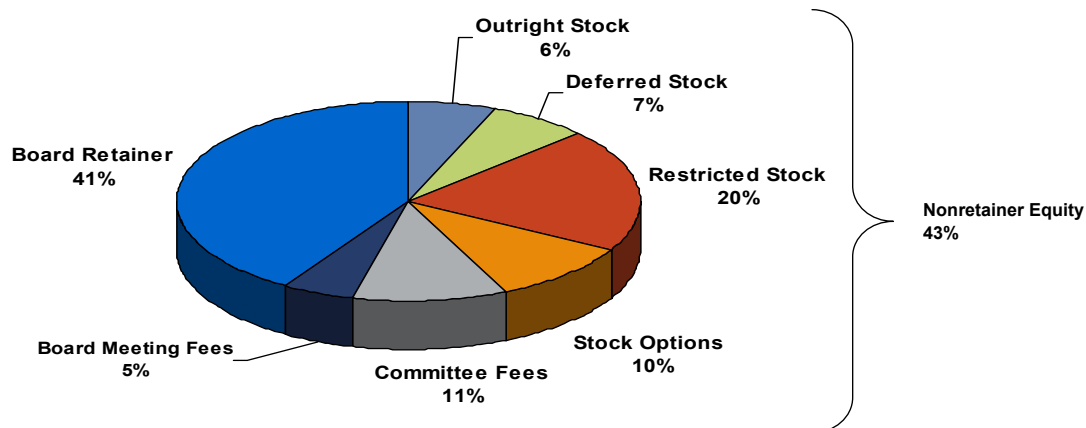
Revenues \$2.5 Billion to \$5 Billion Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	109	108	20	109	66	109	66	107	109	88	109
Prevalence %		99%	18%	100%	61%	100%	61%	98%	100%	81%	100%
Low	\$2,536	\$0	\$0	\$16,000	\$0	4	\$0	\$0	\$45,375	\$0	\$48,750
25th Percentile	\$3,038	\$40,000	\$0	\$45,000	\$0	5	\$0	\$9,500	\$72,850	\$14,541	\$129,043
Median	\$3,598	\$50,000	\$0	\$60,000	\$1,500	7	\$8,400	\$15,909	\$86,500	\$70,000	\$152,813
75th Percentile	\$4,151	\$70,000	\$0	\$75,000	\$2,000	9	\$14,000	\$21,722	\$103,929	\$94,690	\$183,976
High	\$4,775	\$125,000	\$110,000	\$220,000	\$5,000	25	\$36,000	\$59,200	\$228,000	\$782,622	\$850,531
Average	\$3,609	\$56,979	\$10,681	\$67,660	\$1,202	8	\$8,921	\$17,491	\$94,072	\$70,808	\$164,880

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	65%
Deferred Compensation	57%
Retirement Plan	0%
Insurance	7%
Life Insurance	3%
AD&D Insurance	1%
Travel Insurance	3%
Medical Insurance	2%
Matching Gift	12%
Charitable Contributions	3%
Equity Plan	94%
Stock Options	26%
Restricted Stock	55%
Outright Stock	17%
Deferred Stock	18%
Stock Ownership Guidelines	77%
Retirement Age Guidelines	69%
Median Retirement Age	72

Distribution of Outside Director Compensation



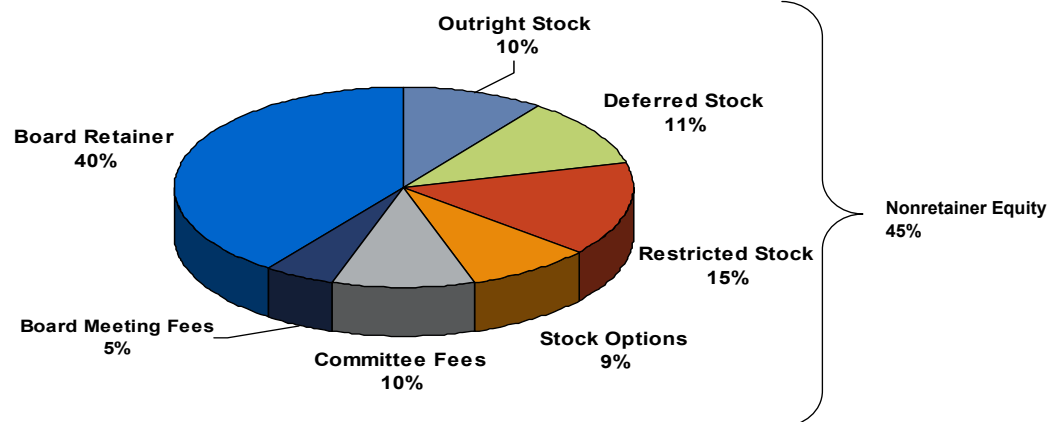
Revenues \$5 Billion to \$10 Billion Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	80	79	19	80	41	80	41	78	80	70	80
Prevalence %		99%	24%	100%	51%	100%	51%	98%	100%	88%	100%
Low	\$5,064	\$0	\$0	\$24,000	\$0	4	\$0	\$0	\$44,143	\$0	\$54,571
25th Percentile	\$5,640	\$46,875	\$0	\$50,000	\$0	6	\$0	\$6,856	\$77,253	\$37,637	\$145,913
Median	\$6,525	\$58,000	\$0	\$67,500	\$1,050	8	\$6,000	\$14,206	\$90,455	\$81,059	\$172,182
75th Percentile	\$7,716	\$75,000	\$0	\$80,000	\$1,500	10	\$13,875	\$22,281	\$109,318	\$110,000	\$207,681
High	\$9,890	\$150,000	\$98,000	\$196,000	\$8,000	26	\$52,000	\$92,212	\$199,933	\$250,000	\$360,833
Average	\$6,788	\$59,756	\$12,787	\$72,543	\$1,035	9	\$8,958	\$17,184	\$98,685	\$80,348	\$179,032

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	70%
Deferred Compensation	61%
Retirement Plan	0%
Insurance	10%
Life Insurance	5%
AD&D Insurance	1%
Travel Insurance	8%
Medical Insurance	0%
Matching Gift	25%
Charitable Contributions	3%
Equity Plan	99%
Stock Options	26%
Restricted Stock	43%
Outright Stock	29%
Deferred Stock	33%
Stock Ownership Guidelines	78%
Retirement Age Guidelines	70%
Median Retirement Age	72

Distribution of Outside Director Compensation



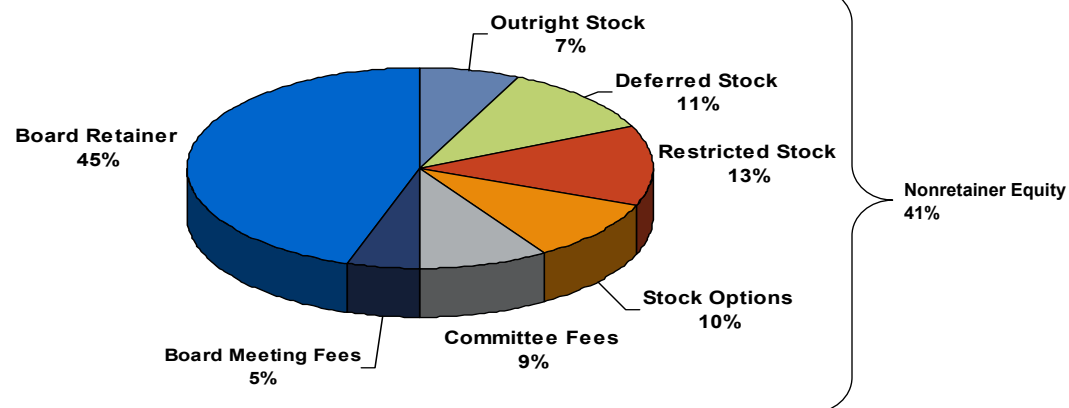
Revenues \$10 Billion to \$20 Billion Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	113	110	25	113	58	113	58	112	113	95	113
Prevalence %		97%	22%	100%	51%	100%	51%	99%	100%	84%	100%
Low	\$10,058	\$0	\$0	\$14,760	\$0	4	\$0	\$0	\$43,125	\$0	\$78,375
25th Percentile	\$11,582	\$50,000	\$0	\$50,000	\$0	7	\$0	\$7,000	\$82,583	\$32,530	\$165,405
Median	\$13,807	\$60,000	\$0	\$70,000	\$1,000	8	\$5,000	\$17,643	\$97,800	\$90,000	\$192,475
75th Percentile	\$15,707	\$80,000	\$0	\$100,000	\$2,000	10	\$16,000	\$24,375	\$126,750	\$120,000	\$224,167
High	\$19,818	\$215,000	\$220,000	\$250,000	\$15,000	24	\$105,500	\$54,167	\$257,000	\$270,520	\$385,564
Average	\$13,922	\$66,419	\$19,673	\$86,092	\$1,134	9	\$9,702	\$18,410	\$114,205	\$78,947	\$193,152

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	80%
Deferred Compensation	73%
Retirement Plan	2%
Insurance	20%
Life Insurance	5%
AD&D Insurance	9%
Travel Insurance	11%
Medical Insurance	2%
Matching Gift	29%
Charitable Contributions	9%
Equity Plan	97%
Stock Options	32%
Restricted Stock	40%
Outright Stock	24%
Deferred Stock	35%
Stock Ownership Guidelines	83%
Retirement Age Guidelines	81%
Median Retirement Age	72

Distribution of Outside Director Compensation



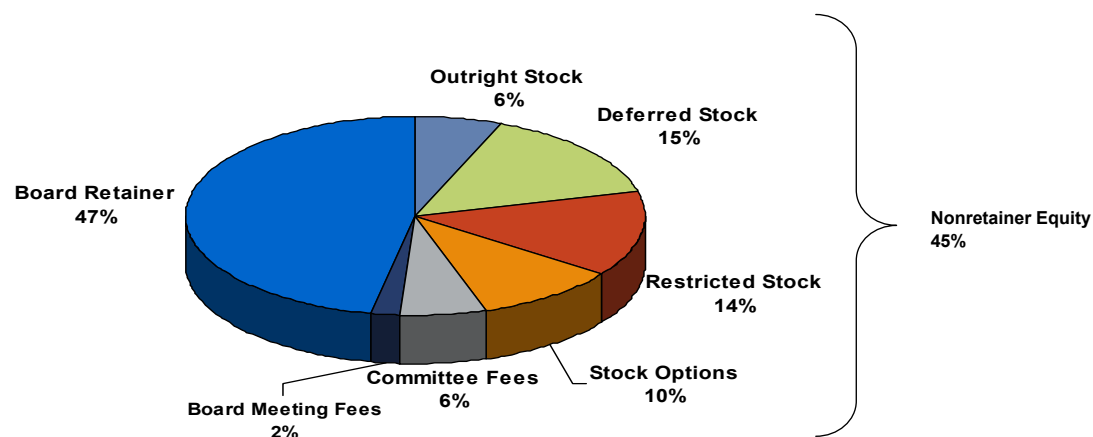
Revenues Over \$20 Billion Total Compensation

Company Name	Revenues (\$000,000)	Annual Board Retainer			Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
		Cash	Stock	Total							
Count	96	92	25	93	26	95	25	93	94	74	96
Prevalence %		96%	26%	97%	27%	99%	26%	97%	98%	77%	100%
Low	\$20,194	\$0	\$0	\$0	\$0	0	\$0	\$0	\$0	\$0	\$9,433
25th Percentile	\$25,502	\$60,000	\$0	\$65,000	\$0	7	\$0	\$5,464	\$85,248	\$10,000	\$205,714
Median	\$41,546	\$75,000	\$0	\$80,000	\$0	8	\$0	\$10,500	\$105,917	\$105,798	\$229,936
75th Percentile	\$69,721	\$96,250	\$37,500	\$115,250	\$1,000	11	\$9,075	\$24,131	\$139,615	\$141,140	\$263,712
High	\$425,071	\$125,000	\$250,000	\$300,000	\$3,000	28	\$34,000	\$51,327	\$346,656	\$563,876	\$646,376
Average	\$62,448	\$74,491	\$33,964	\$108,455	\$515	9	\$4,543	\$14,896	\$127,893	\$104,371	\$232,264

Plan Prevalence

Plan Type	Prevalence
Benefits Plan	84%
Deferred Compensation	73%
Retirement Plan	0%
Insurance	27%
Life Insurance	15%
AD&D Insurance	9%
Travel Insurance	15%
Medical Insurance	4%
Matching Gift	35%
Charitable Contributions	4%
Equity Plan	96%
Stock Options	26%
Restricted Stock	40%
Outright Stock	17%
Deferred Stock	43%
Stock Ownership Guidelines	83%
Retirement Age Guidelines	82%
Median Retirement Age	72

Distribution of Outside Director Compensation



Appendix C: Committee Fee Summary—Industry

Committee Fees—Audit Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Industrial & Service													
<i>Count</i>	509	176	509	270	509	476	509	269	509	509	509	509	509
Low	\$0	\$1,000	\$0	\$300	\$0	\$1,570	\$0	\$300	0	1	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$10,000	\$10,000	\$0	\$1,200	6	2	1	\$4,000	\$15,000
Median	\$0	\$8,708	\$1,000	\$1,500	\$15,000	\$15,000	\$1,000	\$1,500	8	3	1	\$9,000	\$20,000
75th	\$5,000	\$10,000	\$1,500	\$2,000	\$20,000	\$20,000	\$1,500	\$2,000	10	4	1	\$14,500	\$29,000
High	\$30,000	\$30,000	\$6,000	\$6,000	\$147,065	\$147,065	\$6,000	\$6,000	28	8	1	\$66,000	\$179,065
Average	\$3,058	\$8,844	\$850	\$1,602	\$15,574	\$16,653	\$923	\$1,746	8	3	1	\$9,910	\$22,997
Retail													
<i>Count</i>	36	11	36	14	36	35	36	14	36	36	36	36	36
Low	\$0	\$5,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	4	1	1	\$0	\$0
25th	\$0	\$10,000	\$0	\$1,000	\$11,750	\$13,500	\$0	\$1,063	7	2	1	\$0	\$15,000
Median	\$0	\$10,000	\$0	\$1,250	\$20,000	\$20,000	\$0	\$1,375	9	3	1	\$10,000	\$25,000
75th	\$6,250	\$15,000	\$1,063	\$1,875	\$25,000	\$25,000	\$1,250	\$2,000	10	4	1	\$12,750	\$30,625
High	\$20,000	\$20,000	\$2,500	\$2,500	\$47,000	\$47,000	\$2,500	\$2,500	14	5	1	\$28,000	\$60,000
Average	\$3,500	\$11,455	\$563	\$1,446	\$18,861	\$19,400	\$604	\$1,554	9	3	1	\$8,549	\$24,354
Financial													
<i>Count</i>	101	38	101	61	101	88	101	59	101	101	101	101	101
Low	\$0	\$677	\$0	\$400	\$0	\$1,354	\$0	\$400	3	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$10,000	\$10,000	\$0	\$1,500	5	2	1	\$5,000	\$15,000
Median	\$0	\$10,000	\$1,250	\$1,500	\$15,000	\$20,000	\$1,000	\$1,500	9	3	1	\$12,000	\$27,000
75th	\$7,500	\$15,000	\$1,500	\$2,000	\$25,000	\$27,750	\$1,600	\$2,000	11	4	1	\$19,500	\$35,500
High	\$42,089	\$42,089	\$5,000	\$5,000	\$103,000	\$103,000	\$7,000	\$7,000	20	8	1	\$51,000	\$136,000
Average	\$4,364	\$11,599	\$1,032	\$1,708	\$20,105	\$23,076	\$1,125	\$1,926	9	3	1	\$12,993	\$29,459
Utilities													
<i>Count</i>	62	18	62	48	62	61	62	46	62	62	62	62	62
Low	\$0	\$2,000	\$0	\$900	\$0	\$7,500	\$0	\$900	4	2	1	\$0	\$7,500
25th	\$0	\$5,000	\$1,000	\$1,438	\$10,000	\$10,000	\$225	\$1,500	6	3	1	\$7,500	\$16,375
Median	\$0	\$5,500	\$1,500	\$1,500	\$12,500	\$12,500	\$1,500	\$1,500	8	3	1	\$12,000	\$22,000
75th	\$3,375	\$9,750	\$1,500	\$2,000	\$15,000	\$15,000	\$1,500	\$2,000	9	4	1	\$15,750	\$30,375
High	\$15,000	\$15,000	\$3,000	\$3,000	\$50,000	\$50,000	\$3,000	\$3,000	17	6	1	\$38,500	\$88,500
Average	\$2,024	\$6,972	\$1,249	\$1,614	\$13,976	\$14,205	\$1,199	\$1,616	8	3	1	\$12,321	\$24,005

Committee Fees—Compensation Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Industrial & Service													
<i>Count</i>	508	113	508	268	508	462	508	267	508	508	508	508	508
Low	\$0	\$1,000	\$0	\$300	\$0	\$1,000	\$0	\$300	0	1	0	\$0	\$0
25th	\$0	\$4,000	\$0	\$1,000	\$5,000	\$7,500	\$0	\$1,000	4	2	1	\$0	\$10,000
Median	\$0	\$5,000	\$900	\$1,500	\$10,000	\$10,000	\$900	\$1,500	6	3	1	\$6,000	\$15,000
75th	\$0	\$8,000	\$1,500	\$2,000	\$15,000	\$15,000	\$1,500	\$2,000	7	3	1	\$10,000	\$20,000
High	\$25,000	\$25,000	\$6,000	\$6,000	\$147,065	\$147,065	\$6,000	\$6,000	18	8	2	\$36,000	\$175,065
Average	\$1,445	\$6,495	\$810	\$1,536	\$10,276	\$11,299	\$862	\$1,640	6	3	1	\$6,616	\$15,785
Retail													
<i>Count</i>	36	7	36	14	36	32	36	14	36	36	36	36	36
Low	\$0	\$5,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	2	1	0	\$0	\$0
25th	\$0	\$8,750	\$0	\$1,000	\$9,375	\$10,000	\$0	\$1,063	4	2	1	\$0	\$10,000
Median	\$0	\$10,000	\$0	\$1,250	\$13,500	\$15,000	\$0	\$1,375	6	3	1	\$5,000	\$15,000
75th	\$0	\$10,000	\$1,063	\$1,500	\$20,000	\$20,000	\$1,250	\$1,875	9	3	1	\$10,000	\$25,000
High	\$15,000	\$15,000	\$2,000	\$2,000	\$32,000	\$32,000	\$2,500	\$2,500	11	6	1	\$18,000	\$43,000
Average	\$1,875	\$9,643	\$535	\$1,375	\$13,451	\$15,133	\$576	\$1,482	6	3	1	\$5,319	\$17,243
Financial													
<i>Count</i>	101	21	101	60	101	81	101	58	101	101	101	101	101
Low	\$0	\$677	\$0	\$400	\$0	\$1,354	\$0	\$400	2	1	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$3,500	\$7,500	\$0	\$1,250	5	2	1	\$677	\$9,500
Median	\$0	\$7,500	\$1,000	\$1,500	\$10,000	\$10,000	\$1,000	\$1,500	6	3	1	\$7,500	\$15,000
75th	\$0	\$10,000	\$1,500	\$1,500	\$15,000	\$15,000	\$1,500	\$2,000	8	4	1	\$10,500	\$23,500
High	\$37,412	\$37,412	\$5,000	\$5,000	\$50,000	\$50,000	\$5,500	\$5,500	15	8	1	\$37,412	\$70,000
Average	\$1,757	\$8,452	\$881	\$1,483	\$10,377	\$12,939	\$967	\$1,684	7	3	1	\$7,716	\$16,983
Utilities													
<i>Count</i>	61	8	61	47	61	60	61	45	61	61	61	61	61
Low	\$0	\$2,500	\$0	\$900	\$0	\$2,500	\$0	\$900	0	0	1	\$0	\$4,000
25th	\$0	\$4,750	\$1,000	\$1,225	\$5,000	\$5,000	\$0	\$1,250	5	3	1	\$4,000	\$10,000
Median	\$0	\$5,000	\$1,500	\$1,500	\$7,500	\$7,500	\$1,500	\$1,500	6	3	1	\$7,500	\$15,000
75th	\$0	\$7,500	\$1,500	\$1,875	\$10,000	\$10,000	\$1,500	\$1,750	7	4	1	\$10,500	\$19,000
High	\$15,000	\$15,000	\$3,000	\$3,000	\$25,000	\$25,000	\$3,000	\$3,000	16	7	1	\$32,000	\$47,000
Average	\$844	\$6,438	\$1,191	\$1,546	\$8,557	\$8,700	\$1,145	\$1,552	6	3	1	\$7,911	\$15,297

Committee Fees—Executive Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Industrial & Service													
<i>Count</i>	168	26	168	76	168	65	168	75	168	168	168	168	168
Low	\$0	\$2,000	\$0	\$300	\$0	\$4,000	\$0	\$300	0	0	0	\$0	\$0
25th	\$0	\$4,000	\$0	\$1,363	\$0	\$6,000	\$0	\$1,500	0	2	0	\$0	\$0
Median	\$0	\$5,000	\$0	\$1,500	\$0	\$10,000	\$0	\$1,500	0	3	0	\$0	\$0
75th	\$0	\$9,500	\$1,500	\$2,000	\$7,500	\$10,000	\$1,500	\$2,000	1	4	1	\$1,525	\$8,063
High	\$15,000	\$15,000	\$5,000	\$5,000	\$44,520	\$44,520	\$5,000	\$5,000	11	11	1	\$22,000	\$44,520
Average	\$1,009	\$6,517	\$745	\$1,646	\$4,033	\$10,423	\$796	\$1,783	1	3	0	\$1,719	\$4,766
Retail													
<i>Count</i>	17	4	17	3	17	3	17	3	17	17	17	17	17
Low	\$0	\$15,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$15,000	\$0	\$1,125	\$0	\$7,500	\$0	\$1,125	0	1	0	\$0	\$0
Median	\$0	\$15,000	\$0	\$1,250	\$0	\$10,000	\$0	\$1,250	1	3	0	\$0	\$0
75th	\$0	\$15,000	\$0	\$1,625	\$0	\$12,500	\$0	\$1,875	2	3	1	\$7,500	\$1,000
High	\$15,000	\$15,000	\$2,000	\$2,000	\$15,000	\$15,000	\$2,500	\$2,500	6	11	1	\$15,000	\$15,000
Average	\$3,529	\$15,000	\$250	\$1,417	\$1,765	\$10,000	\$279	\$1,583	2	3	0	\$4,147	\$2,412
Financial													
<i>Count</i>	49	6	49	30	49	22	49	29	49	49	49	49	49
Low	\$0	\$2,500	\$0	\$400	\$0	\$2,500	\$0	\$400	0	0	0	\$0	\$0
25th	\$0	\$5,625	\$0	\$1,250	\$0	\$7,500	\$0	\$1,500	0	2	0	\$0	\$0
Median	\$0	\$7,750	\$1,000	\$1,500	\$0	\$10,000	\$1,250	\$1,500	1	3	0	\$0	\$7,000
75th	\$0	\$9,500	\$1,500	\$1,650	\$10,000	\$15,000	\$1,500	\$2,000	3	4	1	\$7,000	\$10,000
High	\$10,000	\$10,000	\$5,000	\$5,000	\$25,000	\$25,000	\$5,500	\$5,500	23	8	1	\$28,000	\$49,800
Average	\$878	\$7,167	\$1,063	\$1,737	\$5,092	\$11,341	\$1,149	\$1,941	3	3	0	\$3,683	\$8,862
Utilities													
<i>Count</i>	35	1	35	26	35	11	35	26	35	35	35	35	35
Low	\$0	\$5,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	0	1	0	\$0	\$0
25th	\$0	\$5,000	\$500	\$1,250	\$0	\$5,000	\$500	\$1,250	0	3	0	\$0	\$0
Median	\$0	\$5,000	\$1,250	\$1,500	\$0	\$5,000	\$1,500	\$1,500	0	3	0	\$0	\$1,250
75th	\$0	\$5,000	\$1,500	\$1,500	\$5,000	\$8,000	\$1,500	\$1,500	1	4	1	\$1,750	\$6,000
High	\$5,000	\$5,000	\$3,000	\$3,000	\$15,000	\$15,000	\$3,000	\$3,000	12	6	1	\$12,000	\$17,000
Average	\$143	\$5,000	\$1,109	\$1,492	\$2,171	\$6,909	\$1,120	\$1,508	1	3	0	\$1,593	\$3,621

Committee Fees—Finance Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Industrial & Service													
<i>Count</i>	118	17	118	53	118	99	118	51	118	118	118	118	118
Low	\$0	\$625	\$0	\$900	\$0	\$625	\$0	\$900	0	1	0	\$0	\$0
25th	\$0	\$4,000	\$0	\$1,000	\$5,000	\$6,250	\$0	\$1,125	3	2	1	\$0	\$8,150
Median	\$0	\$5,000	\$0	\$1,500	\$10,000	\$10,000	\$0	\$1,500	5	3	1	\$2,000	\$10,000
75th	\$0	\$7,500	\$1,500	\$1,500	\$10,000	\$10,000	\$1,500	\$2,000	6	4	1	\$6,663	\$15,000
High	\$15,000	\$15,000	\$3,000	\$3,000	\$40,000	\$40,000	\$3,000	\$3,000	18	9	1	\$36,000	\$46,000
Average	\$853	\$5,919	\$661	\$1,473	\$8,224	\$9,802	\$712	\$1,648	5	3	1	\$4,232	\$11,859
Retail													
<i>Count</i>	11	2	11	2	11	9	11	2	11	11	11	11	11
Low	\$0	\$10,000	\$0	\$2,000	\$0	\$7,500	\$0	\$2,000	1	0	1	\$0	\$0
25th	\$0	\$10,000	\$0	\$2,000	\$7,750	\$10,000	\$0	\$2,125	2	2	1	\$0	\$7,750
Median	\$0	\$10,000	\$0	\$2,000	\$10,000	\$10,000	\$0	\$2,250	4	3	1	\$0	\$15,000
75th	\$0	\$10,000	\$0	\$2,000	\$15,000	\$15,000	\$0	\$2,375	6	4	1	\$9,000	\$20,000
High	\$10,000	\$10,000	\$2,000	\$2,000	\$20,000	\$20,000	\$2,500	\$2,500	10	5	1	\$14,000	\$24,000
Average	\$1,818	\$10,000	\$364	\$2,000	\$10,500	\$12,833	\$409	\$2,250	4	3	1	\$3,818	\$12,682
Financial													
<i>Count</i>	26	6	26	17	26	22	26	17	26	26	26	26	26
Low	\$0	\$3,000	\$0	\$400	\$0	\$2,500	\$0	\$400	0	1	0	\$0	\$0
25th	\$0	\$5,625	\$0	\$1,500	\$5,000	\$7,500	\$0	\$1,500	4	2	1	\$200	\$9,625
Median	\$0	\$8,750	\$1,500	\$1,500	\$9,000	\$10,000	\$1,500	\$1,500	5	3	1	\$7,500	\$15,000
75th	\$0	\$10,000	\$1,875	\$2,000	\$15,000	\$15,000	\$2,000	\$2,000	6	4	1	\$10,000	\$17,875
High	\$10,000	\$10,000	\$4,000	\$4,000	\$25,000	\$25,000	\$4,000	\$4,000	12	6	1	\$15,500	\$33,000
Average	\$1,750	\$7,583	\$1,131	\$1,729	\$9,923	\$11,727	\$1,188	\$1,818	5	3	1	\$6,358	\$14,877
Utilities													
<i>Count</i>	38	4	38	29	38	36	38	28	38	38	38	38	38
Low	\$0	\$5,000	\$0	\$1,000	\$0	\$4,000	\$0	\$1,000	0	1	0	\$0	\$0
25th	\$0	\$5,000	\$1,000	\$1,500	\$5,000	\$5,000	\$250	\$1,500	4	2	1	\$4,500	\$10,250
Median	\$0	\$5,500	\$1,500	\$1,500	\$5,000	\$5,500	\$1,500	\$1,500	5	3	1	\$6,750	\$14,000
75th	\$0	\$7,000	\$1,688	\$2,000	\$9,375	\$10,000	\$1,688	\$2,000	7	4	1	\$10,375	\$17,000
High	\$10,000	\$10,000	\$3,000	\$3,000	\$20,000	\$20,000	\$3,000	\$3,000	11	6	1	\$24,000	\$32,500
Average	\$684	\$6,500	\$1,242	\$1,628	\$7,105	\$7,500	\$1,211	\$1,643	6	3	1	\$7,724	\$13,987

Committee Fees—Nominating & Governance Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Industrial & Service													
<i>Count</i>	489	97	489	255	489	425	489	253	489	489	489	489	489
Low	\$0	\$1,000	\$0	\$500	\$0	\$1,000	\$0	\$500	0	0	0	\$0	\$0
25th	\$0	\$4,000	\$0	\$1,000	\$5,000	\$5,000	\$0	\$1,000	3	2	1	\$0	\$7,500
Median	\$0	\$5,000	\$900	\$1,500	\$8,000	\$10,000	\$800	\$1,500	4	3	1	\$4,000	\$10,000
75th	\$0	\$7,500	\$1,500	\$2,000	\$10,000	\$10,000	\$1,500	\$2,000	5	4	1	\$7,000	\$15,000
High	\$15,000	\$15,000	\$6,000	\$6,000	\$54,350	\$54,350	\$6,000	\$6,000	23	10	2	\$34,500	\$70,350
Average	\$1,124	\$5,669	\$805	\$1,543	\$8,390	\$9,654	\$847	\$1,637	4	3	1	\$4,429	\$11,875
Retail													
<i>Count</i>	30	5	30	11	30	25	30	11	30	30	30	30	30
Low	\$0	\$5,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	0	1	0	\$0	\$0
25th	\$0	\$6,000	\$0	\$1,000	\$6,375	\$8,500	\$0	\$1,000	2	2	1	\$0	\$7,500
Median	\$0	\$10,000	\$0	\$1,250	\$10,000	\$10,000	\$0	\$1,250	4	3	1	\$2,500	\$10,250
75th	\$0	\$10,000	\$1,000	\$1,500	\$10,000	\$12,000	\$1,000	\$1,750	4	4	1	\$5,000	\$15,000
High	\$10,000	\$10,000	\$2,000	\$2,000	\$32,000	\$32,000	\$2,500	\$2,500	5	9	1	\$10,000	\$32,000
Average	\$1,367	\$8,200	\$483	\$1,318	\$9,533	\$11,440	\$533	\$1,455	3	3	1	\$3,025	\$11,408
Financial													
<i>Count</i>	94	18	94	55	94	74	94	55	94	94	94	94	94
Low	\$0	\$2,500	\$0	\$400	\$0	\$1,500	\$0	\$400	1	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$2,625	\$5,000	\$0	\$1,125	3	2	1	\$0	\$5,625
Median	\$0	\$7,500	\$1,000	\$1,500	\$7,500	\$10,000	\$1,000	\$1,500	4	3	1	\$4,500	\$12,250
75th	\$0	\$10,000	\$1,500	\$1,500	\$15,000	\$15,000	\$1,500	\$1,650	5	4	1	\$7,325	\$16,600
High	\$30,000	\$30,000	\$5,000	\$5,000	\$45,000	\$45,000	\$5,500	\$5,500	10	9	1	\$55,000	\$55,000
Average	\$1,577	\$8,236	\$859	\$1,467	\$9,092	\$11,550	\$962	\$1,644	4	3	1	\$4,865	\$12,741
Utilities													
<i>Count</i>	57	7	57	44	57	55	57	42	57	57	57	57	57
Low	\$0	\$4,000	\$0	\$900	\$0	\$4,000	\$0	\$900	1	2	1	\$0	\$0
25th	\$0	\$5,000	\$1,000	\$1,200	\$5,000	\$5,000	\$0	\$1,250	4	3	1	\$4,000	\$10,000
Median	\$0	\$5,000	\$1,250	\$1,500	\$6,000	\$7,500	\$1,250	\$1,500	5	3	1	\$6,000	\$12,500
75th	\$0	\$6,750	\$1,500	\$1,563	\$10,000	\$10,000	\$1,500	\$1,500	5	4	1	\$8,000	\$15,000
High	\$10,000	\$10,000	\$3,000	\$3,000	\$20,000	\$20,000	\$3,000	\$3,000	13	10	1	\$18,000	\$25,500
Average	\$746	\$6,071	\$1,161	\$1,503	\$7,289	\$7,555	\$1,111	\$1,508	5	3	1	\$6,432	\$12,731

Committee Fees—Other Committees

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Industrial & Service													
<i>Count</i>	212	36	212	118	212	162	212	114	212	212	212	212	212
Low	\$0	\$2,000	\$0	\$500	\$0	\$2,000	\$0	\$500	0	0	0	\$0	\$0
25th	\$0	\$4,000	\$0	\$1,000	\$2,875	\$5,250	\$0	\$1,050	2	2	1	\$0	\$6,000
Median	\$0	\$5,000	\$1,000	\$1,500	\$7,500	\$10,000	\$1,000	\$1,500	3	3	1	\$3,000	\$10,000
75th	\$0	\$8,250	\$1,500	\$2,000	\$10,000	\$12,000	\$1,500	\$2,000	4	4	1	\$6,000	\$15,000
High	\$60,000	\$60,000	\$4,000	\$4,000	\$147,065	\$147,065	\$5,000	\$5,000	28	9	2	\$60,000	\$159,065
Average	\$1,279	\$7,535	\$873	\$1,568	\$9,525	\$12,465	\$927	\$1,723	3	3	1	\$4,010	\$12,544
Retail													
<i>Count</i>	11	0	11	2	11	4	11	2	11	11	11	11	11
Low	\$0	N/A	\$0	\$1,000	\$0	\$10,000	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	N/A	\$0	\$1,000	\$0	\$11,500	\$0	\$1,000	1	2	1	\$0	\$0
Median	\$0	N/A	\$0	\$1,000	\$0	\$12,000	\$0	\$1,000	2	3	1	\$0	\$0
75th	\$0	N/A	\$0	\$1,000	\$11,000	\$14,000	\$0	\$1,000	4	5	1	\$0	\$11,000
High	\$0	N/A	\$1,000	\$1,000	\$20,000	\$20,000	\$1,000	\$1,000	9	10	1	\$5,000	\$22,000
Average	\$0	N/A	\$182	\$1,000	\$4,909	\$13,500	\$182	\$1,000	3	4	1	\$636	\$5,545
Financial													
<i>Count</i>	77	8	77	47	77	60	77	47	77	77	77	77	77
Low	\$0	\$3,000	\$0	\$400	\$0	\$2,500	\$0	\$400	0	0	0	\$0	\$0
25th	\$0	\$8,750	\$0	\$1,375	\$2,500	\$7,875	\$0	\$1,375	3	2	1	\$0	\$6,500
Median	\$0	\$10,000	\$1,000	\$1,500	\$10,000	\$10,000	\$1,250	\$1,500	4	3	1	\$3,000	\$12,500
75th	\$0	\$15,000	\$1,500	\$1,500	\$15,000	\$15,000	\$1,500	\$1,500	5	4	1	\$6,800	\$17,000
High	\$37,412	\$37,412	\$5,000	\$5,000	\$50,000	\$50,000	\$5,000	\$5,000	11	9	1	\$37,412	\$58,000
Average	\$1,499	\$14,427	\$992	\$1,624	\$10,047	\$12,893	\$1,008	\$1,651	4	3	1	\$4,762	\$13,362
Utilities													
<i>Count</i>	50	4	50	39	50	41	50	38	50	50	50	50	50
Low	\$0	\$5,000	\$0	\$1,000	\$0	\$4,000	\$0	\$1,000	0	1	0	\$0	\$0
25th	\$0	\$5,000	\$1,000	\$1,000	\$5,000	\$5,000	\$1,000	\$1,000	2	3	1	\$2,000	\$7,000
Median	\$0	\$5,000	\$1,500	\$1,500	\$5,000	\$5,000	\$1,500	\$1,500	4	4	1	\$4,500	\$10,750
75th	\$0	\$5,250	\$1,500	\$1,875	\$10,000	\$10,000	\$1,500	\$1,938	5	4	1	\$7,875	\$14,875
High	\$6,000	\$6,000	\$3,000	\$3,000	\$20,000	\$20,000	\$3,000	\$3,000	15	12	1	\$15,000	\$23,000
Average	\$420	\$5,250	\$1,224	\$1,569	\$6,250	\$7,622	\$1,200	\$1,579	4	4	1	\$5,291	\$11,025

Appendix D: Committee Fee Summary—Company Sales

Committee Fees—Audit Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Under \$500 Million													
Count	71	28	71	37	71	59	71	37	71	71	71	71	71
Low	\$0	\$677	\$0	\$300	\$0	\$1,354	\$0	\$300	4	1	1	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$4,000	\$7,250	\$0	\$1,000	5	2	1	\$4,000	\$9,200
Median	\$0	\$7,250	\$400	\$1,000	\$10,000	\$10,000	\$400	\$1,500	6	2	1	\$6,000	\$14,000
75th	\$5,000	\$10,000	\$1,000	\$1,500	\$15,000	\$15,000	\$1,500	\$1,900	8	3	1	\$10,000	\$21,000
High	\$30,000	\$30,000	\$5,000	\$5,000	\$65,000	\$65,000	\$5,000	\$5,000	14	8	1	\$50,000	\$85,000
Average	\$3,331	\$8,448	\$675	\$1,296	\$10,758	\$12,947	\$807	\$1,549	7	2	1	\$7,619	\$15,855
\$500 Million - \$1.0 Billion													
Count	77	21	77	44	77	73	77	44	77	77	77	77	77
Low	\$0	\$1,000	\$0	\$500	\$0	\$2,500	\$0	\$500	4	1	1	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$10,000	\$10,000	\$0	\$1,000	5	2	1	\$2,500	\$14,800
Median	\$0	\$8,000	\$1,000	\$1,225	\$12,500	\$13,500	\$1,000	\$1,250	7	2	1	\$7,500	\$16,500
75th	\$2,000	\$10,000	\$1,500	\$1,850	\$15,000	\$16,000	\$1,500	\$1,850	9	3	1	\$10,500	\$25,500
High	\$15,000	\$15,000	\$3,000	\$3,000	\$103,000	\$103,000	\$6,000	\$6,000	16	6	1	\$40,000	\$121,000
Average	\$2,084	\$7,643	\$802	\$1,403	\$14,890	\$15,705	\$854	\$1,494	8	3	1	\$8,468	\$21,692
\$1.0 Billion - \$2.5 Billion													
Count	162	43	162	109	162	150	162	108	162	162	162	162	162
Low	\$0	\$2,000	\$0	\$600	\$0	\$4,000	\$0	\$600	0	0	1	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,200	\$10,000	\$10,000	\$0	\$1,250	5	2	1	\$6,000	\$15,000
Median	\$0	\$10,000	\$1,225	\$1,500	\$12,000	\$12,500	\$1,250	\$1,500	8	3	1	\$10,250	\$22,000
75th	\$2,875	\$12,250	\$1,500	\$2,000	\$15,750	\$19,688	\$1,500	\$2,000	10	3	1	\$15,000	\$30,000
High	\$25,000	\$25,000	\$6,000	\$6,000	\$107,250	\$107,250	\$7,000	\$7,000	20	5	1	\$31,000	\$121,250
Average	\$2,434	\$9,169	\$1,103	\$1,639	\$15,550	\$16,794	\$1,177	\$1,765	8	3	1	\$10,605	\$24,321
\$2.5 Billion - \$5.0 Billion													
Count	109	42	109	70	109	104	109	67	109	109	109	109	109
Low	\$0	\$2,000	\$0	\$1,000	\$0	\$4,000	\$0	\$1,000	0	1	1	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,313	\$10,000	\$10,000	\$0	\$1,500	6	2	1	\$6,000	\$16,000
Median	\$0	\$10,000	\$1,200	\$1,500	\$15,000	\$15,000	\$1,250	\$1,500	8	3	1	\$11,000	\$24,300
75th	\$7,000	\$11,500	\$1,500	\$1,875	\$20,000	\$20,000	\$1,500	\$2,000	10	4	1	\$16,500	\$32,000
High	\$25,000	\$25,000	\$4,000	\$4,000	\$100,000	\$100,000	\$5,000	\$5,000	15	7	1	\$51,000	\$136,000
Average	\$3,546	\$9,202	\$1,056	\$1,644	\$17,048	\$17,868	\$1,072	\$1,743	8	3	1	\$12,300	\$26,075
\$5.0 Billion - \$10.0 Billion													
Count	80	30	80	41	80	74	80	41	80	80	80	80	80
Low	\$0	\$1,000	\$0	\$1,000	\$0	\$6,500	\$0	\$1,000	3	2	1	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$10,000	\$15,000	\$0	\$1,500	7	3	1	\$4,875	\$15,000
Median	\$0	\$8,250	\$1,000	\$1,500	\$15,000	\$15,000	\$1,000	\$1,500	9	3	1	\$9,500	\$22,000
75th	\$5,000	\$10,000	\$1,500	\$1,500	\$20,000	\$20,000	\$1,500	\$2,000	10	4	1	\$12,000	\$32,250
High	\$15,000	\$15,000	\$4,000	\$4,000	\$147,065	\$147,065	\$4,500	\$4,500	28	5	1	\$66,000	\$179,065
Average	\$2,913	\$7,767	\$818	\$1,596	\$18,301	\$19,785	\$937	\$1,828	9	3	1	\$10,651	\$26,958

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
\$10.0 Billion - \$20.0 Billion													
<i>Count</i>	113	43	113	63	113	109	113	62	113	113	113	113	113
Low	\$0	\$2,000	\$0	\$900	\$0	\$3,000	\$0	\$900	4	2	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$12,000	\$15,000	\$0	\$1,500	7	3	1	\$5,000	\$18,000
Median	\$0	\$7,500	\$1,000	\$2,000	\$15,000	\$15,000	\$1,000	\$2,000	9	3	1	\$12,000	\$25,000
75th	\$5,000	\$10,500	\$2,000	\$2,000	\$20,000	\$20,000	\$2,000	\$2,000	11	4	1	\$18,500	\$32,000
High	\$42,089	\$42,089	\$5,000	\$5,000	\$60,795	\$60,795	\$5,000	\$5,000	17	7	1	\$46,500	\$88,500
Average	\$3,819	\$10,037	\$1,010	\$1,811	\$17,008	\$17,633	\$1,045	\$1,905	9	3	1	\$12,714	\$26,164
Over \$20.0 Billion													
<i>Count</i>	96	36	96	29	96	91	96	29	96	96	96	96	96
Low	\$0	\$3,000	\$0	\$1,000	\$0	\$2,500	\$0	\$1,000	3	1	1	\$0	\$0
25th	\$0	\$7,500	\$0	\$1,500	\$15,000	\$15,000	\$0	\$2,000	7	3	1	\$0	\$15,000
Median	\$0	\$10,000	\$0	\$2,000	\$20,000	\$20,000	\$0	\$2,000	9	4	1	\$10,000	\$25,000
75th	\$10,000	\$15,000	\$1,125	\$2,000	\$25,000	\$25,000	\$1,500	\$2,000	11	4	1	\$15,000	\$31,250
High	\$30,000	\$30,000	\$2,500	\$2,500	\$47,000	\$47,000	\$5,000	\$5,000	17	8	1	\$35,000	\$60,520
Average	\$4,234	\$11,292	\$536	\$1,776	\$19,058	\$20,105	\$583	\$1,931	9	4	1	\$9,245	\$24,526

Committee Fees—Compensation Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Under \$500 Million													
Count	71	21	71	36	71	55	71	36	71	71	71	71	71
Low	\$0	\$677	\$0	\$300	\$0	\$1,000	\$0	\$300	0	1	0	\$0	\$0
25th	\$0	\$3,500	\$0	\$788	\$1,677	\$5,000	\$0	\$788	4	2	1	\$839	\$4,750
Median	\$0	\$5,000	\$300	\$1,000	\$5,000	\$6,000	\$300	\$1,000	5	2	1	\$4,500	\$9,500
75th	\$2,300	\$7,500	\$1,000	\$1,500	\$10,000	\$10,000	\$1,000	\$1,825	7	3	1	\$7,000	\$14,125
High	\$12,270	\$12,270	\$5,000	\$5,000	\$50,000	\$50,000	\$5,000	\$5,000	15	8	2	\$24,000	\$70,000
Average	\$1,557	\$5,264	\$589	\$1,161	\$6,503	\$8,395	\$689	\$1,358	6	3	1	\$4,934	\$10,597
\$500 Million - \$1.0 Billion													
Count	76	13	76	44	76	70	76	44	76	76	76	76	76
Low	\$0	\$1,000	\$0	\$500	\$0	\$2,500	\$0	\$500	0	1	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$5,000	\$5,000	\$0	\$1,000	4	2	1	\$0	\$7,500
Median	\$0	\$7,500	\$1,000	\$1,200	\$7,500	\$7,500	\$1,000	\$1,225	5	2	1	\$5,500	\$11,900
75th	\$0	\$8,000	\$1,313	\$1,550	\$10,000	\$10,000	\$1,500	\$1,663	7	3	1	\$9,225	\$16,563
High	\$10,000	\$10,000	\$3,000	\$3,000	\$25,000	\$25,000	\$5,000	\$5,000	15	6	1	\$27,000	\$50,000
Average	\$1,158	\$6,769	\$792	\$1,368	\$8,020	\$8,707	\$830	\$1,434	6	3	1	\$6,150	\$13,252
\$1.0 Billion - \$2.5 Billion													
Count	162	33	162	108	162	144	162	107	162	162	162	162	162
Low	\$0	\$2,000	\$0	\$600	\$0	\$2,000	\$0	\$600	0	1	1	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$5,000	\$5,000	\$0	\$1,000	4	2	1	\$4,000	\$10,000
Median	\$0	\$5,000	\$1,000	\$1,500	\$7,500	\$8,250	\$1,000	\$1,500	5	2	1	\$7,000	\$14,500
75th	\$0	\$8,000	\$1,500	\$1,763	\$10,000	\$10,000	\$1,500	\$1,850	7	3	1	\$10,500	\$20,000
High	\$20,000	\$20,000	\$6,000	\$6,000	\$54,350	\$54,350	\$6,000	\$6,000	16	8	1	\$36,000	\$72,350
Average	\$1,336	\$6,557	\$1,039	\$1,559	\$9,020	\$10,147	\$1,094	\$1,656	6	3	1	\$7,824	\$15,846
\$2.5 Billion - \$5.0 Billion													
Count	109	27	109	69	109	103	109	66	109	109	109	109	109
Low	\$0	\$2,000	\$0	\$500	\$0	\$2,500	\$0	\$500	0	1	0	\$0	\$0
25th	\$0	\$4,500	\$0	\$1,200	\$7,500	\$7,500	\$0	\$1,313	4	2	1	\$3,000	\$10,500
Median	\$0	\$6,000	\$1,100	\$1,500	\$10,000	\$10,000	\$1,200	\$1,500	6	3	1	\$7,200	\$15,000
75th	\$0	\$9,000	\$1,500	\$1,500	\$12,500	\$13,250	\$1,500	\$1,500	7	3	1	\$10,500	\$20,000
High	\$15,000	\$15,000	\$4,000	\$4,000	\$30,000	\$30,000	\$4,000	\$4,000	17	7	1	\$35,000	\$50,000
Average	\$1,665	\$6,722	\$953	\$1,505	\$10,546	\$11,160	\$957	\$1,581	6	3	1	\$7,607	\$16,496
\$5.0 Billion - \$10.0 Billion													
Count	80	15	80	41	80	72	80	41	80	80	80	80	80
Low	\$0	\$1,000	\$0	\$900	\$0	\$5,000	\$0	\$900	2	1	1	\$0	\$0
25th	\$0	\$4,000	\$0	\$1,200	\$7,500	\$10,000	\$0	\$1,500	5	2	1	\$0	\$10,000
Median	\$0	\$5,000	\$950	\$1,500	\$10,000	\$10,000	\$950	\$1,500	6	3	1	\$6,000	\$17,750
75th	\$0	\$7,500	\$1,500	\$1,500	\$15,000	\$15,000	\$1,500	\$2,000	8	4	1	\$10,000	\$22,625
High	\$10,000	\$10,000	\$4,000	\$4,000	\$147,065	\$147,065	\$4,000	\$4,000	14	7	1	\$28,000	\$175,065
Average	\$1,044	\$5,567	\$786	\$1,533	\$13,113	\$14,570	\$873	\$1,704	6	3	1	\$6,253	\$19,048

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
\$10.0 Billion - \$20.0 Billion													
<i>Count</i>	113	22	113	63	113	106	113	62	113	113	113	113	113
Low	\$0	\$3,000	\$0	\$900	\$0	\$3,000	\$0	\$900	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$7,500	\$10,000	\$0	\$1,500	5	2	1	\$0	\$10,000
Median	\$0	\$6,250	\$1,000	\$1,500	\$10,000	\$10,000	\$1,000	\$1,500	6	3	1	\$7,500	\$15,000
75th	\$0	\$10,000	\$1,500	\$2,000	\$15,000	\$15,000	\$1,970	\$2,000	8	4	1	\$12,000	\$22,000
High	\$37,412	\$37,412	\$5,000	\$5,000	\$42,089	\$42,089	\$5,000	\$5,000	16	7	1	\$37,412	\$47,000
Average	\$1,647	\$8,457	\$952	\$1,707	\$10,956	\$11,679	\$975	\$1,778	7	3	1	\$7,986	\$17,418
Over \$20.0 Billion													
<i>Count</i>	96	18	96	29	96	86	96	29	96	96	96	96	96
Low	\$0	\$3,000	\$0	\$1,000	\$0	\$2,500	\$0	\$1,000	2	1	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$10,000	\$10,000	\$0	\$1,500	5	3	1	\$0	\$10,000
Median	\$0	\$9,500	\$0	\$2,000	\$15,000	\$15,000	\$0	\$2,000	7	3	1	\$0	\$15,000
75th	\$0	\$10,000	\$1,000	\$2,000	\$20,000	\$20,000	\$1,125	\$2,000	8	4	1	\$10,000	\$24,250
High	\$25,000	\$25,000	\$2,500	\$2,500	\$44,520	\$44,520	\$5,000	\$5,000	18	8	1	\$28,000	\$54,520
Average	\$1,714	\$9,139	\$516	\$1,707	\$13,651	\$15,239	\$563	\$1,862	7	3	1	\$5,240	\$17,526

Committee Fees—Executive Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Under \$500 Million													
Count	23	3	23	14	23	4	23	14	23	23	23	23	23
Low	\$0	\$2,500	\$0	\$300	\$0	\$2,500	\$0	\$300	0	0	0	\$0	\$0
25th	\$0	\$3,750	\$0	\$800	\$0	\$4,375	\$0	\$800	0	1	0	\$0	\$0
Median	\$0	\$5,000	\$750	\$1,250	\$0	\$7,500	\$750	\$1,500	1	2	0	\$0	\$800
75th	\$0	\$5,000	\$1,500	\$2,325	\$0	\$10,750	\$1,550	\$2,325	3	3	1	\$4,000	\$6,000
High	\$5,000	\$5,000	\$5,000	\$5,000	\$13,000	\$13,000	\$5,000	\$5,000	23	5	1	\$28,000	\$49,800
Average	\$543	\$4,167	\$1,037	\$1,704	\$1,326	\$7,625	\$1,085	\$1,782	3	2	0	\$3,204	\$4,739
\$500 Million - \$1.0 Billion													
Count	26	4	26	11	26	9	26	11	26	26	26	26	26
Low	\$0	\$4,000	\$0	\$1,000	\$0	\$4,500	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$4,375	\$0	\$1,100	\$0	\$5,000	\$0	\$1,100	0	1	0	\$0	\$0
Median	\$0	\$6,000	\$0	\$1,250	\$0	\$5,000	\$0	\$1,250	1	2	0	\$0	\$0
75th	\$0	\$7,625	\$1,238	\$1,600	\$5,000	\$7,500	\$1,238	\$1,600	1	3	1	\$1,250	\$5,000
High	\$8,000	\$8,000	\$2,000	\$2,000	\$10,000	\$10,000	\$2,000	\$2,000	4	6	1	\$8,700	\$11,200
Average	\$923	\$6,000	\$592	\$1,400	\$2,115	\$6,111	\$592	\$1,400	1	2	0	\$1,292	\$2,485
\$1.0 Billion - \$2.5 Billion													
Count	57	10	57	38	57	20	57	37	57	57	57	57	57
Low	\$0	\$2,000	\$0	\$600	\$0	\$5,000	\$0	\$600	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,250	\$0	\$5,000	\$0	\$1,250	0	2	0	\$0	\$0
Median	\$0	\$8,750	\$1,250	\$1,500	\$0	\$7,500	\$1,000	\$1,500	0	3	0	\$0	\$1,500
75th	\$0	\$10,000	\$1,500	\$2,000	\$5,000	\$10,000	\$1,500	\$2,000	2	3	1	\$3,000	\$7,000
High	\$15,000	\$15,000	\$3,000	\$3,000	\$30,000	\$30,000	\$5,500	\$5,500	12	8	1	\$15,000	\$49,500
Average	\$1,360	\$7,750	\$1,046	\$1,570	\$3,294	\$9,388	\$1,187	\$1,828	1	3	0	\$2,483	\$5,081
\$2.5 Billion - \$5.0 Billion													
Count	44	6	44	26	44	18	44	25	44	44	44	44	44
Low	\$0	\$3,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$5,750	\$0	\$1,250	\$0	\$5,000	\$0	\$1,500	0	2	0	\$0	\$0
Median	\$0	\$8,000	\$1,050	\$1,500	\$0	\$8,750	\$1,225	\$1,500	0	3	0	\$0	\$3,500
75th	\$0	\$9,500	\$1,500	\$1,500	\$6,375	\$14,375	\$1,500	\$1,500	1	4	1	\$3,000	\$7,500
High	\$10,000	\$10,000	\$4,000	\$4,000	\$25,000	\$25,000	\$4,000	\$4,000	6	6	1	\$10,000	\$29,000
Average	\$1,000	\$7,333	\$939	\$1,588	\$4,193	\$10,250	\$982	\$1,728	1	3	0	\$1,989	\$5,091
\$5.0 Billion - \$10.0 Billion													
Count	29	1	29	12	29	10	29	12	29	29	29	29	29
Low	\$0	\$5,000	\$0	\$1,200	\$0	\$8,000	\$0	\$1,200	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$0	\$10,000	\$0	\$1,500	0	3	0	\$0	\$0
Median	\$0	\$5,000	\$0	\$1,500	\$0	\$10,000	\$0	\$1,500	0	4	0	\$0	\$0
75th	\$0	\$5,000	\$1,500	\$1,500	\$10,000	\$15,000	\$1,500	\$1,500	2	5	0	\$1,200	\$10,000
High	\$5,000	\$5,000	\$3,000	\$3,000	\$15,000	\$15,000	\$3,000	\$3,000	14	6	1	\$21,000	\$36,000
Average	\$172	\$5,000	\$662	\$1,600	\$4,069	\$11,800	\$714	\$1,725	2	4	0	\$1,817	\$5,714

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
\$10.0 Billion - \$20.0 Billion													
<i>Count</i>	48	8	48	24	48	20	48	24	48	48	48	48	48
Low	\$0	\$2,000	\$0	\$1,000	\$0	\$4,000	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$3,563	\$0	\$1,500	\$0	\$5,000	\$0	\$1,500	0	2	0	\$0	\$0
Median	\$0	\$5,000	\$500	\$1,625	\$0	\$10,000	\$500	\$1,875	0	3	0	\$0	\$2,500
75th	\$0	\$7,275	\$1,563	\$2,000	\$8,125	\$10,000	\$1,813	\$2,000	1	4	1	\$3,938	\$10,000
High	\$15,000	\$15,000	\$5,000	\$5,000	\$15,000	\$15,000	\$5,000	\$5,000	10	11	1	\$15,000	\$15,000
Average	\$1,009	\$6,056	\$930	\$1,860	\$3,619	\$8,685	\$955	\$1,910	1	3	0	\$2,228	\$4,848
Over \$20.0 Billion													
<i>Count</i>	42	5	42	10	42	20	42	10	42	42	42	42	42
Low	\$0	\$4,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$10,000	\$0	\$1,500	\$0	\$10,000	\$0	\$1,500	0	2	0	\$0	\$0
Median	\$0	\$12,000	\$0	\$1,600	\$0	\$11,000	\$0	\$1,600	1	3	0	\$0	\$0
75th	\$0	\$15,000	\$0	\$2,000	\$10,000	\$15,000	\$0	\$2,000	2	4	0	\$0	\$12,000
High	\$15,000	\$15,000	\$2,000	\$2,000	\$44,520	\$44,520	\$2,000	\$2,000	11	11	1	\$22,000	\$44,520
Average	\$1,333	\$11,200	\$386	\$1,620	\$6,750	\$14,176	\$386	\$1,620	2	3	0	\$2,131	\$7,548

Committee Fees—Finance Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Under \$500 Million													
Count	3	0	3	3	3	0	3	3	3	3	3	3	3
Low	\$0	N/A	\$400	\$400	\$0	N/A	\$400	\$400	2	1	0	\$800	\$800
25th	\$0	N/A	\$700	\$700	\$0	N/A	\$700	\$700	3	2	1	\$1,900	\$1,900
Median	\$0	N/A	\$1,000	\$1,000	\$0	N/A	\$1,000	\$1,000	3	3	1	\$3,000	\$3,000
75th	\$0	N/A	\$1,250	\$1,250	\$0	N/A	\$2,000	\$2,000	5	3	1	\$6,000	\$10,500
High	\$0	N/A	\$1,500	\$1,500	\$0	N/A	\$3,000	\$3,000	6	3	1	\$9,000	\$18,000
Average	\$0	N/A	\$967	\$967	\$0	N/A	\$1,467	\$1,467	4	2	1	\$4,267	\$7,267
\$500 Million - \$1.0 Billion													
Count	10	4	10	5	10	8	10	5	10	10	10	10	10
Low	\$0	\$625	\$0	\$1,000	\$0	\$625	\$0	\$1,000	0	2	0	\$0	\$0
25th	\$0	\$2,406	\$0	\$1,000	\$1,094	\$4,375	\$0	\$1,000	4	2	1	\$1,719	\$5,625
Median	\$0	\$6,500	\$500	\$1,500	\$6,250	\$7,750	\$500	\$1,500	5	3	1	\$6,250	\$8,750
75th	\$2,406	\$11,250	\$1,375	\$2,000	\$9,500	\$13,750	\$1,375	\$2,000	7	3	1	\$9,500	\$15,375
High	\$15,000	\$15,000	\$2,000	\$2,000	\$40,000	\$40,000	\$2,000	\$2,000	18	4	1	\$15,000	\$40,000
Average	\$2,863	\$7,156	\$750	\$1,500	\$9,863	\$12,328	\$750	\$1,500	7	3	1	\$6,413	\$13,413
\$1.0 Billion - \$2.5 Billion													
Count	32	2	32	23	32	27	32	23	32	32	32	32	32
Low	\$0	\$3,000	\$0	\$1,000	\$0	\$4,000	\$0	\$1,000	0	1	0	\$0	\$0
25th	\$0	\$4,750	\$0	\$1,375	\$5,000	\$5,000	\$0	\$1,375	3	2	1	\$0	\$8,325
Median	\$0	\$6,500	\$1,500	\$1,500	\$5,000	\$6,750	\$1,500	\$1,500	5	2	1	\$6,125	\$10,625
75th	\$0	\$8,250	\$1,500	\$1,650	\$7,500	\$8,750	\$1,500	\$1,800	6	4	1	\$10,125	\$18,150
High	\$10,000	\$10,000	\$3,000	\$3,000	\$15,000	\$15,000	\$3,000	\$3,000	14	6	1	\$24,000	\$31,500
Average	\$406	\$6,500	\$1,134	\$1,578	\$5,992	\$7,102	\$1,144	\$1,591	5	3	1	\$6,675	\$12,327
\$2.5 Billion - \$5.0 Billion													
Count	25	2	25	14	25	21	25	13	25	25	25	25	25
Low	\$0	\$5,000	\$0	\$1,000	\$0	\$4,000	\$0	\$1,000	0	2	0	\$0	\$0
25th	\$0	\$5,625	\$0	\$1,275	\$5,000	\$5,000	\$0	\$1,500	3	2	1	\$0	\$7,500
Median	\$0	\$6,250	\$1,000	\$1,500	\$6,000	\$7,500	\$1,000	\$1,500	4	3	1	\$4,000	\$10,000
75th	\$0	\$6,875	\$1,500	\$1,500	\$10,000	\$10,000	\$1,500	\$2,000	5	4	1	\$7,500	\$15,000
High	\$7,500	\$7,500	\$4,000	\$4,000	\$25,000	\$25,000	\$4,000	\$4,000	14	6	1	\$14,000	\$28,000
Average	\$500	\$6,250	\$948	\$1,693	\$7,400	\$8,810	\$940	\$1,808	4	3	1	\$3,900	\$11,120
\$5.0 Billion - \$10.0 Billion													
Count	31	5	31	14	31	28	31	14	31	31	31	31	31
Low	\$0	\$3,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	0	2	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$6,250	\$7,875	\$0	\$1,500	3	3	1	\$0	\$10,000
Median	\$0	\$5,000	\$0	\$1,500	\$10,000	\$10,000	\$0	\$1,500	4	4	1	\$1,500	\$11,000
75th	\$0	\$6,000	\$1,500	\$1,500	\$10,000	\$10,000	\$1,500	\$1,938	6	4	1	\$6,750	\$15,750
High	\$10,000	\$10,000	\$1,750	\$1,750	\$20,000	\$20,000	\$3,000	\$3,000	11	9	1	\$15,000	\$28,000
Average	\$935	\$5,800	\$669	\$1,482	\$9,452	\$10,464	\$815	\$1,804	5	4	1	\$3,911	\$13,137

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
\$10.0 Billion - \$20.0 Billion													
<i>Count</i>	52	9	52	27	52	47	52	26	52	52	52	52	52
Low	\$0	\$5,000	\$0	\$900	\$0	\$3,000	\$0	\$900	0	1	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,325	\$5,000	\$5,000	\$0	\$1,313	4	3	1	\$0	\$10,000
Median	\$0	\$5,000	\$950	\$1,500	\$9,500	\$10,000	\$450	\$2,000	5	3	1	\$5,200	\$14,700
75th	\$0	\$10,000	\$1,563	\$2,000	\$10,000	\$10,000	\$2,000	\$2,000	7	4	1	\$10,000	\$16,063
High	\$10,000	\$10,000	\$2,500	\$2,500	\$15,000	\$15,000	\$3,000	\$3,000	13	5	1	\$22,500	\$32,500
Average	\$1,202	\$6,944	\$842	\$1,622	\$8,269	\$9,149	\$865	\$1,731	6	3	1	\$5,886	\$12,889
Over \$20.0 Billion													
<i>Count</i>	40	7	40	15	40	35	40	14	40	40	40	40	40
Low	\$0	\$2,500	\$0	\$1,000	\$0	\$2,500	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$4,500	\$0	\$1,250	\$6,875	\$10,000	\$0	\$1,500	3	3	1	\$0	\$10,000
Median	\$0	\$5,000	\$0	\$1,500	\$10,000	\$10,000	\$0	\$1,850	5	3	1	\$2,500	\$12,250
75th	\$0	\$10,000	\$1,500	\$2,000	\$15,000	\$15,000	\$1,500	\$2,000	6	4	1	\$6,200	\$16,375
High	\$10,000	\$10,000	\$2,000	\$2,000	\$25,000	\$25,000	\$2,000	\$2,000	18	6	1	\$36,000	\$46,000
Average	\$1,163	\$6,643	\$593	\$1,580	\$10,388	\$11,871	\$580	\$1,657	5	3	1	\$4,620	\$13,783

Committee Fees—Nominating & Governance Committee

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Under \$500 Million													
Count	65	19	65	33	65	44	65	33	65	65	65	65	65
Low	\$0	\$1,000	\$0	\$400	\$0	\$1,000	\$0	\$400	0	0	0	\$0	\$0
25th	\$0	\$3,125	\$0	\$800	\$0	\$4,000	\$0	\$800	2	2	1	\$1,000	\$2,500
Median	\$0	\$5,000	\$400	\$1,000	\$4,000	\$5,500	\$400	\$1,000	2	2	1	\$2,500	\$5,000
75th	\$2,500	\$5,500	\$1,000	\$1,500	\$7,500	\$10,000	\$1,000	\$1,600	4	3	1	\$5,000	\$10,000
High	\$30,000	\$30,000	\$5,000	\$5,000	\$30,000	\$30,000	\$5,000	\$5,000	7	6	1	\$55,000	\$55,000
Average	\$1,738	\$5,947	\$608	\$1,197	\$4,928	\$7,281	\$694	\$1,367	3	3	1	\$3,736	\$7,123
\$500 Million - \$1.0 Billion													
Count	69	11	69	40	69	61	69	40	69	69	69	69	69
Low	\$0	\$3,000	\$0	\$750	\$0	\$2,500	\$0	\$750	0	0	0	\$0	\$0
25th	\$0	\$5,500	\$0	\$1,000	\$5,000	\$5,000	\$0	\$1,000	2	2	1	\$0	\$6,000
Median	\$0	\$7,500	\$1,000	\$1,225	\$5,000	\$6,000	\$1,000	\$1,250	4	2	1	\$3,750	\$9,500
75th	\$0	\$9,000	\$1,500	\$1,550	\$10,000	\$10,000	\$1,500	\$1,550	5	3	1	\$6,000	\$12,250
High	\$10,000	\$10,000	\$3,000	\$3,000	\$20,000	\$20,000	\$5,000	\$5,000	9	8	1	\$12,000	\$25,000
Average	\$1,123	\$7,045	\$811	\$1,399	\$6,754	\$7,639	\$847	\$1,461	3	3	1	\$3,812	\$9,508
\$1.0 Billion - \$2.5 Billion													
Count	156	27	156	105	156	132	156	103	156	156	156	156	156
Low	\$0	\$2,000	\$0	\$600	\$0	\$2,000	\$0	\$600	0	0	0	\$0	\$0
25th	\$0	\$4,500	\$0	\$1,000	\$5,000	\$5,000	\$0	\$1,000	3	2	1	\$2,000	\$6,000
Median	\$0	\$5,000	\$1,000	\$1,500	\$5,875	\$7,500	\$1,000	\$1,500	4	2	1	\$4,500	\$10,125
75th	\$0	\$6,900	\$1,500	\$1,600	\$10,000	\$10,000	\$1,500	\$1,800	4	4	1	\$6,000	\$14,000
High	\$10,000	\$10,000	\$6,000	\$6,000	\$54,350	\$54,350	\$6,000	\$6,000	23	9	1	\$34,500	\$70,350
Average	\$956	\$5,523	\$1,021	\$1,517	\$7,556	\$8,930	\$1,067	\$1,616	4	3	1	\$5,026	\$11,874
\$2.5 Billion - \$5.0 Billion													
Count	101	22	101	61	101	94	101	60	101	101	101	101	101
Low	\$0	\$1,000	\$0	\$1,000	\$0	\$1,500	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,250	\$5,000	\$6,250	\$0	\$1,500	3	2	1	\$0	\$9,500
Median	\$0	\$5,000	\$1,200	\$1,500	\$8,000	\$9,000	\$1,250	\$1,500	4	3	1	\$5,000	\$12,000
75th	\$0	\$7,500	\$1,500	\$1,500	\$10,000	\$10,000	\$1,500	\$1,500	5	3	1	\$7,500	\$15,000
High	\$12,000	\$12,000	\$4,000	\$4,000	\$30,000	\$30,000	\$4,000	\$4,000	13	10	1	\$20,500	\$33,000
Average	\$1,267	\$5,818	\$944	\$1,563	\$8,619	\$9,261	\$974	\$1,639	4	3	1	\$5,038	\$12,537
\$5.0 Billion - \$10.0 Billion													
Count	76	14	76	37	76	65	76	37	76	76	76	76	76
Low	\$0	\$1,000	\$0	\$900	\$0	\$5,000	\$0	\$900	0	1	0	\$0	\$0
25th	\$0	\$3,000	\$0	\$1,000	\$5,000	\$7,500	\$0	\$1,500	3	2	1	\$0	\$8,875
Median	\$0	\$5,000	\$0	\$1,500	\$10,000	\$10,000	\$0	\$1,500	4	3	1	\$3,300	\$11,000
75th	\$0	\$6,000	\$1,500	\$1,500	\$10,000	\$10,000	\$1,500	\$2,000	5	4	1	\$7,000	\$17,600
High	\$10,000	\$10,000	\$4,000	\$4,000	\$25,000	\$25,000	\$4,000	\$4,000	12	10	2	\$18,000	\$25,500
Average	\$947	\$5,143	\$722	\$1,482	\$8,671	\$10,138	\$814	\$1,672	4	3	1	\$4,157	\$12,249

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
\$10.0 Billion - \$20.0 Billion													
<i>Count</i>	109	17	109	60	109	100	109	59	109	109	109	109	109
Low	\$0	\$2,000	\$0	\$900	\$0	\$2,500	\$0	\$900	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$5,000	\$7,500	\$0	\$1,500	4	2	1	\$0	\$10,000
Median	\$0	\$5,000	\$1,000	\$1,500	\$10,000	\$10,000	\$1,000	\$1,500	4	3	1	\$5,000	\$15,000
75th	\$0	\$9,353	\$1,500	\$2,000	\$10,000	\$12,500	\$1,500	\$2,000	5	4	1	\$8,400	\$17,500
High	\$10,000	\$10,000	\$5,000	\$5,000	\$27,500	\$27,500	\$5,000	\$5,000	14	9	1	\$24,000	\$44,000
Average	\$1,000	\$6,412	\$924	\$1,680	\$9,481	\$10,334	\$936	\$1,728	5	3	1	\$5,397	\$13,912
Over \$20.0 Billion													
<i>Count</i>	94	17	94	29	94	83	94	29	94	94	94	94	94
Low	\$0	\$3,000	\$0	\$1,000	\$0	\$2,500	\$0	\$1,000	0	1	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$10,000	\$10,000	\$0	\$1,500	4	3	1	\$0	\$10,000
Median	\$0	\$9,000	\$0	\$2,000	\$10,000	\$10,000	\$0	\$2,000	5	3	1	\$0	\$14,750
75th	\$0	\$10,000	\$1,000	\$2,000	\$15,000	\$15,000	\$1,375	\$2,000	6	4	1	\$8,875	\$20,000
High	\$15,000	\$15,000	\$2,500	\$2,500	\$44,520	\$44,520	\$3,000	\$3,000	9	9	1	\$17,500	\$54,520
Average	\$1,415	\$7,824	\$523	\$1,697	\$12,032	\$13,627	\$550	\$1,783	5	4	1	\$4,016	\$14,761

Committee Fees—Other Committees

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
Under \$500 Million													
Count	15	3	15	12	15	9	15	12	15	15	15	15	15
Low	\$0	\$2,500	\$0	\$400	\$0	\$2,000	\$0	\$400	0	0	0	\$0	\$0
25th	\$0	\$3,750	\$450	\$500	\$0	\$2,500	\$450	\$500	2	1	1	\$1,750	\$3,500
Median	\$0	\$5,000	\$500	\$1,250	\$2,500	\$2,500	\$500	\$1,250	3	2	1	\$3,000	\$5,000
75th	\$0	\$17,500	\$1,500	\$1,500	\$2,500	\$10,000	\$1,750	\$2,125	4	3	1	\$5,000	\$8,750
High	\$30,000	\$30,000	\$5,000	\$5,000	\$50,000	\$50,000	\$5,000	\$5,000	28	4	2	\$30,000	\$50,000
Average	\$2,500	\$12,500	\$1,293	\$1,617	\$5,800	\$9,667	\$1,393	\$1,742	5	2	1	\$4,680	\$8,313
\$500 Million - \$1.0 Billion													
Count	28	7	28	19	28	23	28	19	28	28	28	28	28
Low	\$0	\$3,000	\$0	\$500	\$0	\$2,500	\$0	\$500	0	0	0	\$0	\$0
25th	\$0	\$6,250	\$0	\$1,000	\$3,625	\$5,000	\$0	\$1,000	1	2	1	\$0	\$6,500
Median	\$0	\$7,500	\$1,000	\$1,500	\$5,000	\$7,500	\$1,000	\$1,500	4	2	1	\$4,000	\$9,250
75th	\$750	\$9,000	\$1,500	\$1,850	\$10,000	\$10,000	\$1,500	\$1,850	4	3	1	\$7,625	\$13,000
High	\$10,000	\$10,000	\$2,000	\$2,000	\$50,000	\$50,000	\$2,000	\$2,000	5	5	1	\$18,000	\$58,000
Average	\$1,821	\$7,286	\$950	\$1,400	\$9,107	\$11,087	\$950	\$1,400	3	2	1	\$4,550	\$11,836
\$1.0 Billion - \$2.5 Billion													
Count	57	5	57	38	57	39	57	35	57	57	57	57	57
Low	\$0	\$5,000	\$0	\$1,000	\$0	\$4,000	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	1	2	1	\$0	\$5,000
Median	\$0	\$5,000	\$1,000	\$1,500	\$5,000	\$6,000	\$1,000	\$1,500	3	3	1	\$2,000	\$8,000
75th	\$0	\$7,000	\$1,500	\$1,950	\$8,000	\$10,000	\$1,500	\$1,625	4	4	1	\$6,000	\$12,000
High	\$10,000	\$10,000	\$3,000	\$3,000	\$20,000	\$20,000	\$5,000	\$5,000	15	6	1	\$15,000	\$33,000
Average	\$561	\$6,400	\$1,067	\$1,600	\$5,496	\$8,032	\$1,012	\$1,649	3	3	1	\$3,416	\$8,554
\$2.5 Billion - \$5.0 Billion													
Count	53	2	53	36	53	37	53	35	53	53	53	53	53
Low	\$0	\$3,000	\$0	\$1,000	\$0	\$4,000	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$3,250	\$0	\$1,150	\$0	\$6,000	\$0	\$1,200	1	2	1	\$0	\$5,000
Median	\$0	\$3,500	\$1,200	\$1,500	\$6,000	\$8,000	\$1,200	\$1,500	3	3	1	\$3,000	\$10,000
75th	\$0	\$3,750	\$1,500	\$1,500	\$10,000	\$10,000	\$1,500	\$1,500	4	4	1	\$6,000	\$13,500
High	\$4,000	\$4,000	\$3,000	\$3,000	\$20,000	\$20,000	\$3,000	\$3,000	12	9	2	\$16,500	\$32,000
Average	\$132	\$3,500	\$982	\$1,446	\$5,849	\$8,378	\$992	\$1,503	3	3	1	\$3,625	\$9,383
\$5.0 Billion - \$10.0 Billion													
Count	45	8	45	26	45	36	45	26	45	45	45	45	45
Low	\$0	\$3,000	\$0	\$1,000	\$0	\$5,000	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,500	\$5,000	\$9,750	\$0	\$1,500	2	2	1	\$0	\$9,000
Median	\$0	\$5,500	\$1,000	\$1,500	\$10,000	\$10,000	\$1,000	\$1,500	4	3	1	\$4,000	\$12,000
75th	\$0	\$8,000	\$1,500	\$1,500	\$15,000	\$15,000	\$1,500	\$3,000	5	4	1	\$7,500	\$19,000
High	\$60,000	\$60,000	\$4,000	\$4,000	\$147,065	\$147,065	\$4,500	\$4,500	12	12	1	\$60,000	\$159,065
Average	\$2,222	\$12,500	\$1,004	\$1,738	\$15,435	\$19,293	\$1,204	\$2,085	4	3	1	\$5,684	\$19,397

Data Cut	Committee Member				Committee Chairman				No. of Meetings	Number of Outside		Total Committee Fees	
	Retainer		Meeting Fee		Retainer		Meeting Fee			Members	Chair	Member	Chairman
	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's	Including 0's	Excluding 0's					
\$10.0 Billion - \$20.0 Billion													
<i>Count</i>	70	10	70	43	70	54	70	42	70	70	70	70	70
Low	\$0	\$2,000	\$0	\$900	\$0	\$4,000	\$0	\$900	0	0	0	\$0	\$0
25th	\$0	\$4,000	\$0	\$1,500	\$4,250	\$5,000	\$0	\$1,500	2	2	1	\$0	\$6,625
Median	\$0	\$5,000	\$1,375	\$1,500	\$6,750	\$10,000	\$1,125	\$1,500	4	3	1	\$3,000	\$10,000
75th	\$0	\$5,000	\$1,500	\$2,000	\$10,000	\$11,500	\$1,500	\$2,000	5	4	1	\$7,500	\$15,000
High	\$37,412	\$37,412	\$3,000	\$3,000	\$42,089	\$42,089	\$3,000	\$3,000	8	10	1	\$37,412	\$42,089
Average	\$1,159	\$8,116	\$999	\$1,626	\$7,766	\$10,066	\$1,020	\$1,700	3	3	1	\$4,680	\$11,415
Over \$20.0 Billion													
<i>Count</i>	81	13	81	31	81	68	81	31	81	81	81	81	81
Low	\$0	\$3,000	\$0	\$1,000	\$0	\$2,500	\$0	\$1,000	0	0	0	\$0	\$0
25th	\$0	\$5,000	\$0	\$1,000	\$5,000	\$10,000	\$0	\$1,375	2	3	1	\$0	\$9,500
Median	\$0	\$9,000	\$0	\$1,700	\$10,000	\$10,000	\$0	\$2,000	4	3	1	\$1,000	\$12,500
75th	\$0	\$10,000	\$1,500	\$2,000	\$15,000	\$18,000	\$1,500	\$2,000	5	4	1	\$8,000	\$19,500
High	\$10,000	\$10,000	\$2,000	\$2,000	\$44,520	\$44,520	\$2,000	\$2,000	15	10	1	\$22,500	\$54,520
Average	\$1,222	\$7,615	\$607	\$1,585	\$11,741	\$13,986	\$631	\$1,650	4	3	1	\$3,882	\$14,525

Appendix E: Year-Over-Year Analysis of Outside Director Compensation

**Board of Director Compensation 2008 vs. 2009
Constant Comparator Group**

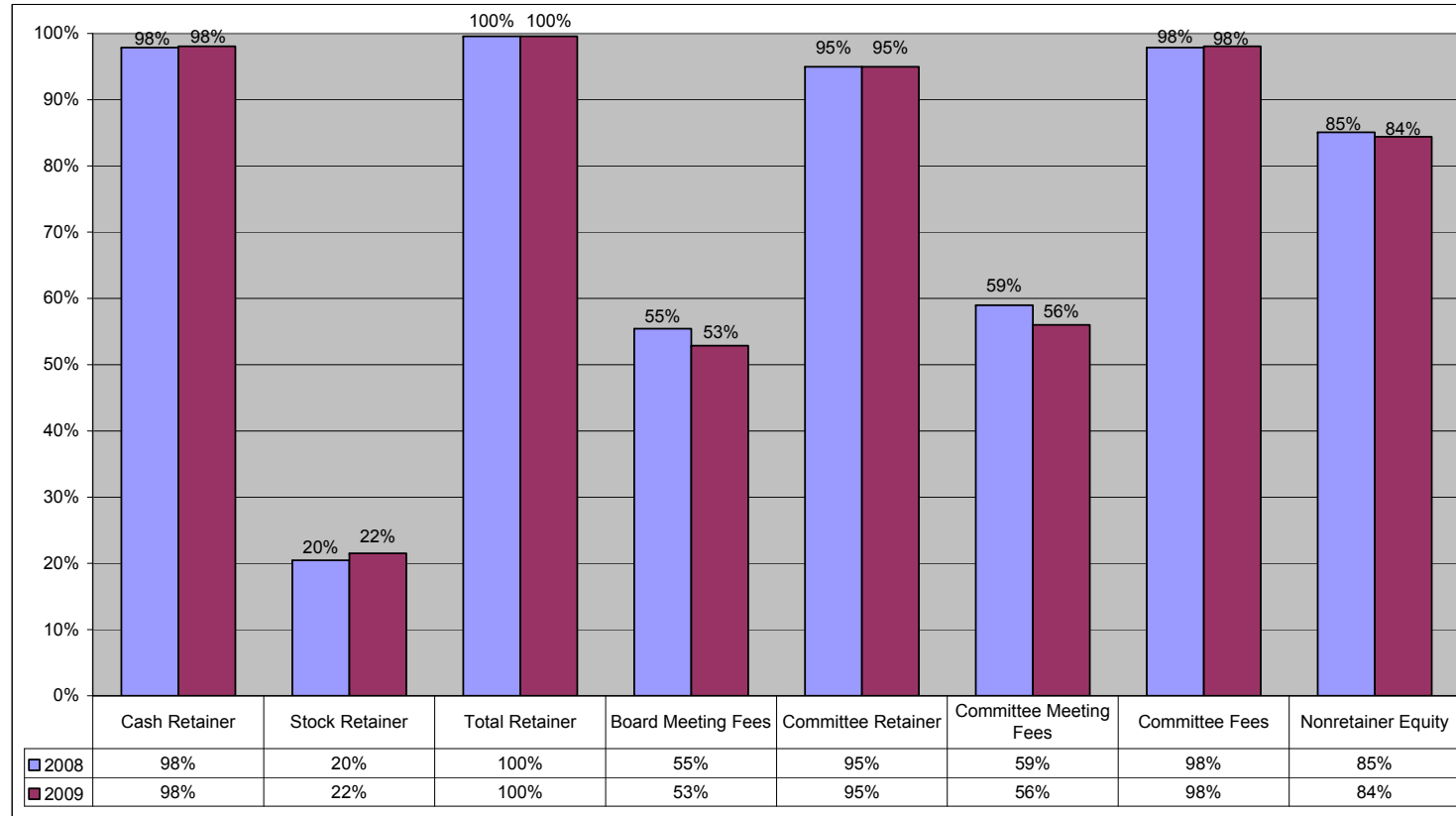
Study Company Size

Revenue Scope (Constant 420 Company Peer Group)			
	2008	2009	Percent Change
Median Revenues	\$6,464	\$5,439	-15.9%
Average Revenues	\$17,267	\$16,945	-1.9%

Component of Pay Prevalence

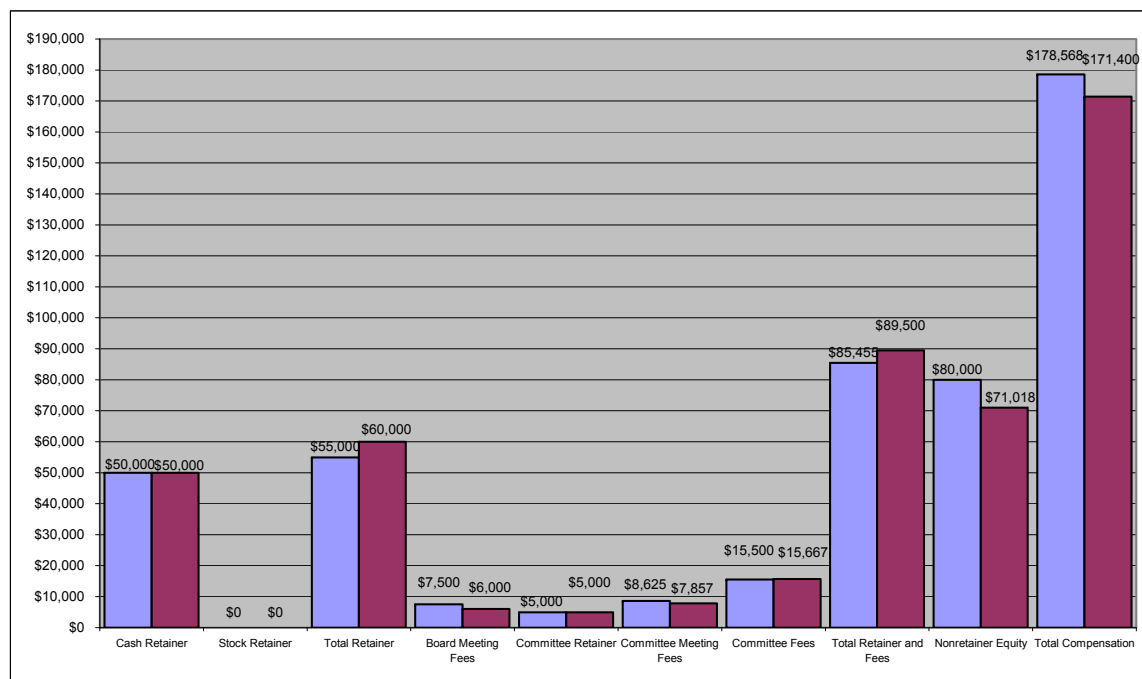
Component of Pay Prevalence			
	2008	2009	Percent Change
Cash Retainer	98%	98%	0.2%
Stock Retainer	20%	22%	5.2%
Total Retainer	100%	100%	0.0%
Board Meeting Fees	55%	53%	-4.6%
Committee Retainer	95%	95%	0.0%
Committee Meeting Fees	59%	56%	-5.1%
Committee Fees	98%	98%	0.2%
Nonretainer Equity	85%	84%	-0.8%

Component of Pay Prevalence



Board of Director Compensation 2008 vs. 2009 Change in Median Compensation

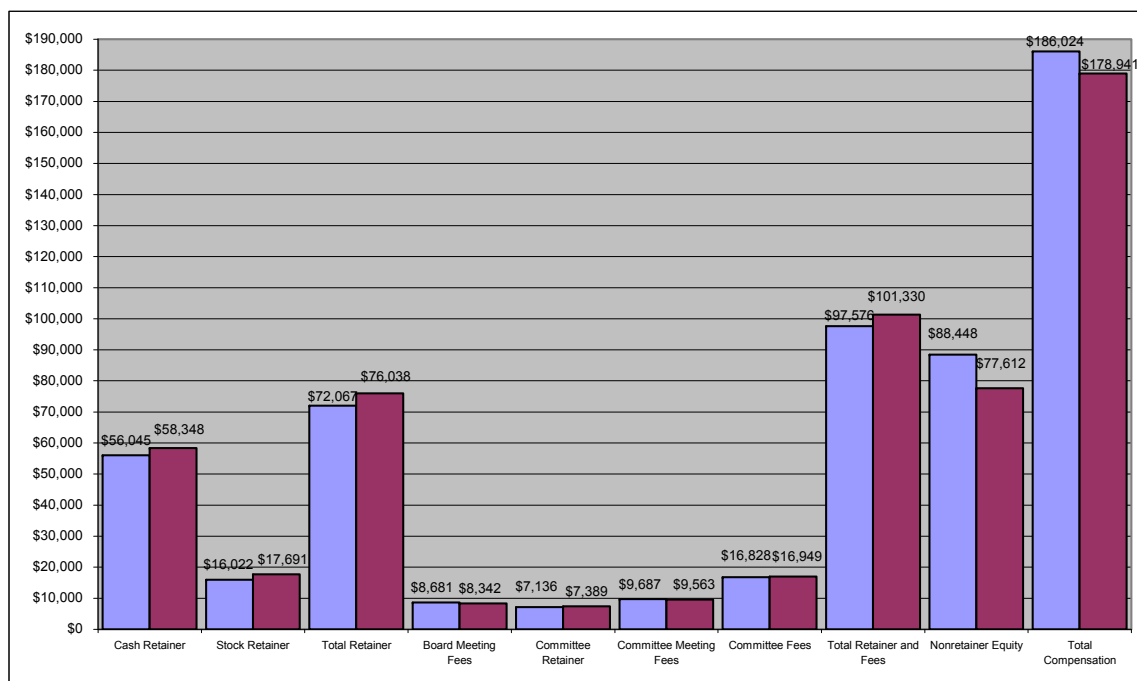
	Median Compensation (Including Zeros)		Percent Change
	2008	2009	
Cash Retainer	\$50,000	\$50,000	0.0%
Stock Retainer	\$0	\$0	N/A
Total Retainer	\$55,000	\$60,000	9.1%
Per Board Meeting Fee	\$1,200	\$1,000	-16.7%
Number of Board Meetings	8	8	0.0%
Board Meeting Fees	\$7,500	\$6,000	-20.0%
Committee Retainer	\$5,000	\$5,000	0.0%
Committee Meeting Fees	\$8,625	\$7,857	-8.9%
Committee Fees	\$15,500	\$15,667	1.1%
Total Retainer and Fees	\$85,455	\$89,500	4.7%
Nonretainer Equity	\$80,000	\$71,018	-11.2%
Total Compensation	\$178,568	\$171,400	-4.0%



Board of Director Compensation 2008 vs. 2009

Change in Average Compensation

Average Compensation (Including Zeros)			
	2008	2009	Percent Change
Cash Retainer	\$56,045	\$58,348	4.1%
Stock Retainer	\$16,022	\$17,691	10.4%
Total Retainer	\$72,067	\$76,038	5.5%
Per Board Meeting Fee	\$1,043	\$1,007	-3.5%
Number of Board Meetings	9	9	0.0%
Board Meeting Fees	\$8,681	\$8,342	-3.9%
Committee Retainer	\$7,136	\$7,389	3.5%
Committee Meeting Fees	\$9,687	\$9,563	-1.3%
Committee Fees	\$16,828	\$16,949	0.7%
Total Retainer and Fees	\$97,576	\$101,330	3.8%
Nonretainer Equity	\$88,448	\$77,612	-12.3%
Total Compensation	\$186,024	\$178,941	-3.8%

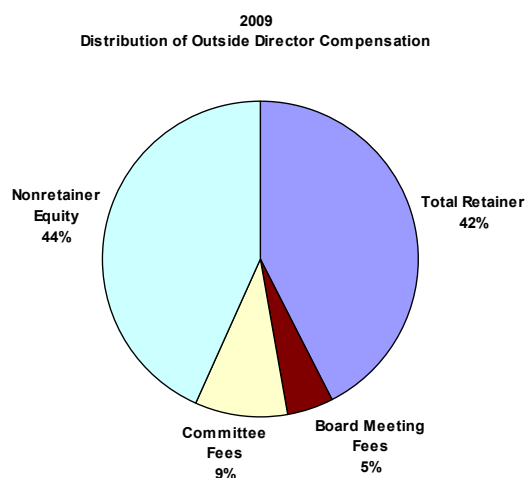
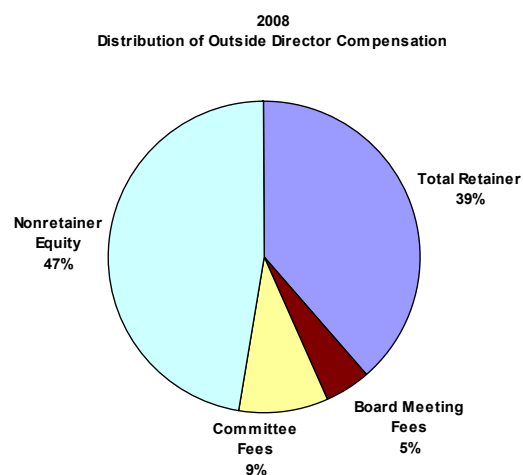


Board of Director Compensation 2008 vs. 2009

Total Compensation Summary Statistics

	Revenues (\$Millions)	Cash Retainer	Stock Retainer	Annual on-Telephonic Retainer	Board Mtg Fee	Number of Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
2008 Outside Director Compensation											
Prevalence Count	469	459	96	467	260	468	260	459	467	399	469
Prevalence %	100%	98%	20%	100%	55%	100%	55%	98%	100%	85%	100%
Low	\$93	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$30,000
25th %ile	\$2,293	\$40,000	\$0	\$40,000	\$0	\$6	\$0	\$8,636	\$66,875	\$35,000	\$137,327
Median	\$6,464	\$50,000	\$0	\$55,000	\$1,200	\$8	\$7,500	\$15,500	\$85,455	\$80,000	\$178,568
75th %ile	\$16,474	\$75,000	\$0	\$80,000	\$1,750	\$10	\$14,000	\$22,583	\$110,444	\$115,500	\$214,839
High	\$375,376	\$225,000	\$250,000	\$300,000	\$6,500	\$38	\$76,000	\$97,667	\$345,625	\$817,336	\$900,669
Average	\$17,267	\$56,045	\$16,022	\$72,067	\$1,043	\$9	\$8,681	\$16,828	\$97,576	\$88,448	\$186,024
2009 Outside Director Compensation											
Prevalence Count	469	460	101	467	248	468	247	460	467	396	469
Prevalence %	100%	98%	22%	100%	53%	100%	53%	98%	100%	84%	100%
Low	\$133	\$0	\$0	\$0	\$0	0	\$0	\$0	\$0	\$0	\$40,889
25th %ile	\$2,177	\$40,000	\$0	\$45,000	\$0	6	\$0	\$7,600	\$70,033	\$26,040	\$129,043
Median	\$5,439	\$50,000	\$0	\$60,000	\$1,000	8	\$6,000	\$15,667	\$89,500	\$71,018	\$171,400
75th %ile	\$15,403	\$75,000	\$0	\$85,000	\$1,750	10	\$14,000	\$23,000	\$112,600	\$108,940	\$218,735
High	\$425,071	\$215,000	\$288,000	\$338,000	\$6,500	35	\$70,000	\$59,200	\$372,000	\$782,622	\$850,531
Average	\$16,945	\$58,348	\$17,691	\$76,038	\$1,007	9	\$8,342	\$16,949	\$101,330	\$77,612	\$178,941

Distribution of Pay



Appendix F: Three Year Analysis of Outside Director Compensation

**Board of Director Compensation 2007 vs. 2009
Constant Comparator Group**

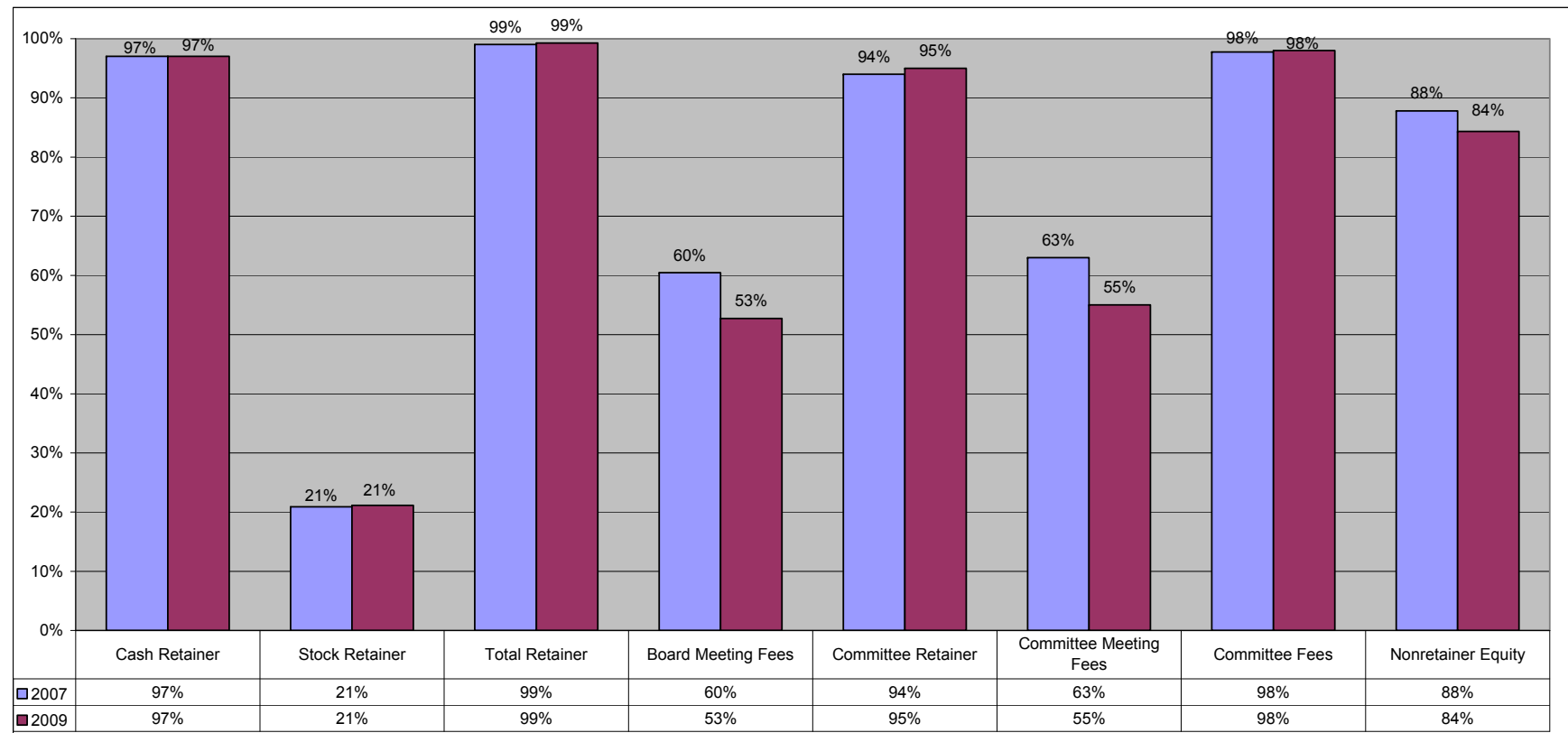
Study Company Size

Revenue Scope (Constant 402 Company Peer Group)			
	2007	2009	Percent Change
Median Revenues	\$7,835	\$7,909	0.9%
Average Revenues	\$19,139	\$19,346	1.1%

Component of Pay Prevalence

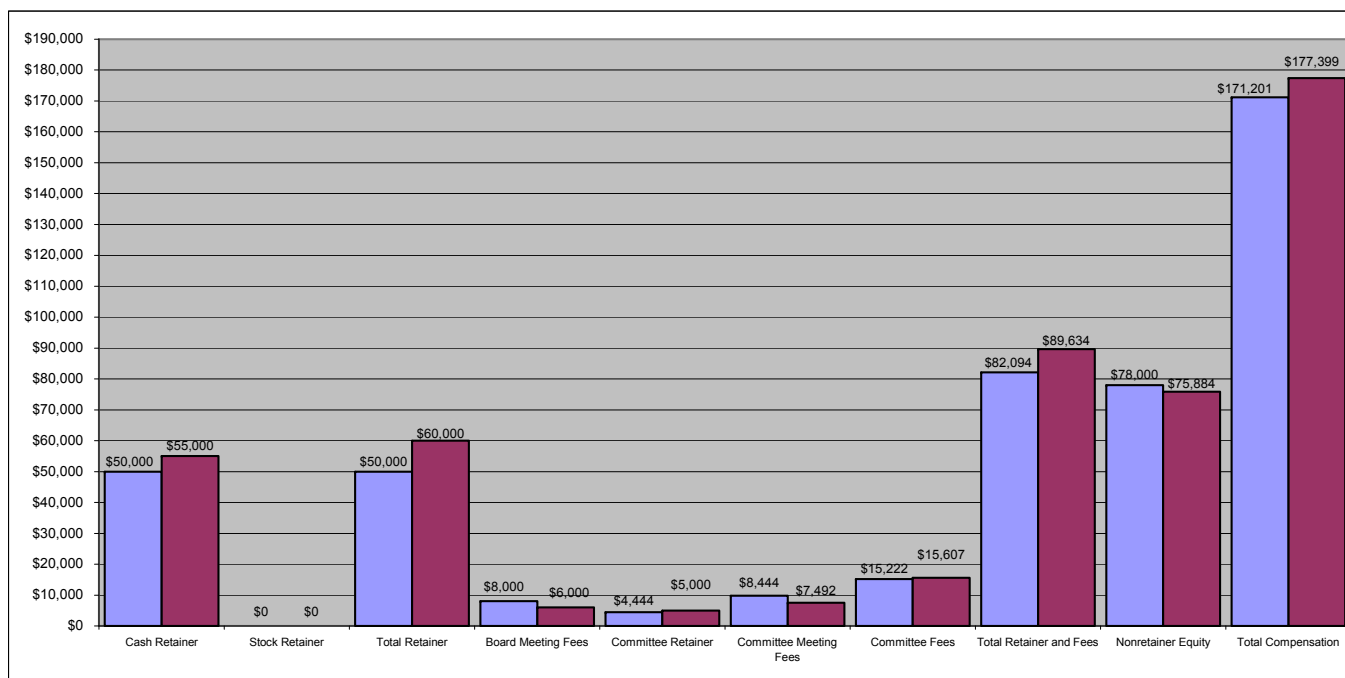
Component of Pay Prevalence			
	2007	2009	Percent Change
Cash Retainer	97%	97%	0.0%
Stock Retainer	21%	21%	1.2%
Total Retainer	99%	99%	0.3%
Board Meeting Fees	60%	53%	-12.8%
Committee Retainer	94%	95%	1.1%
Committee Meeting Fees	63%	55%	-12.7%
Committee Fees	98%	98%	0.2%
Nonretainer Equity	88%	84%	-4.0%

Component of Pay Prevalence



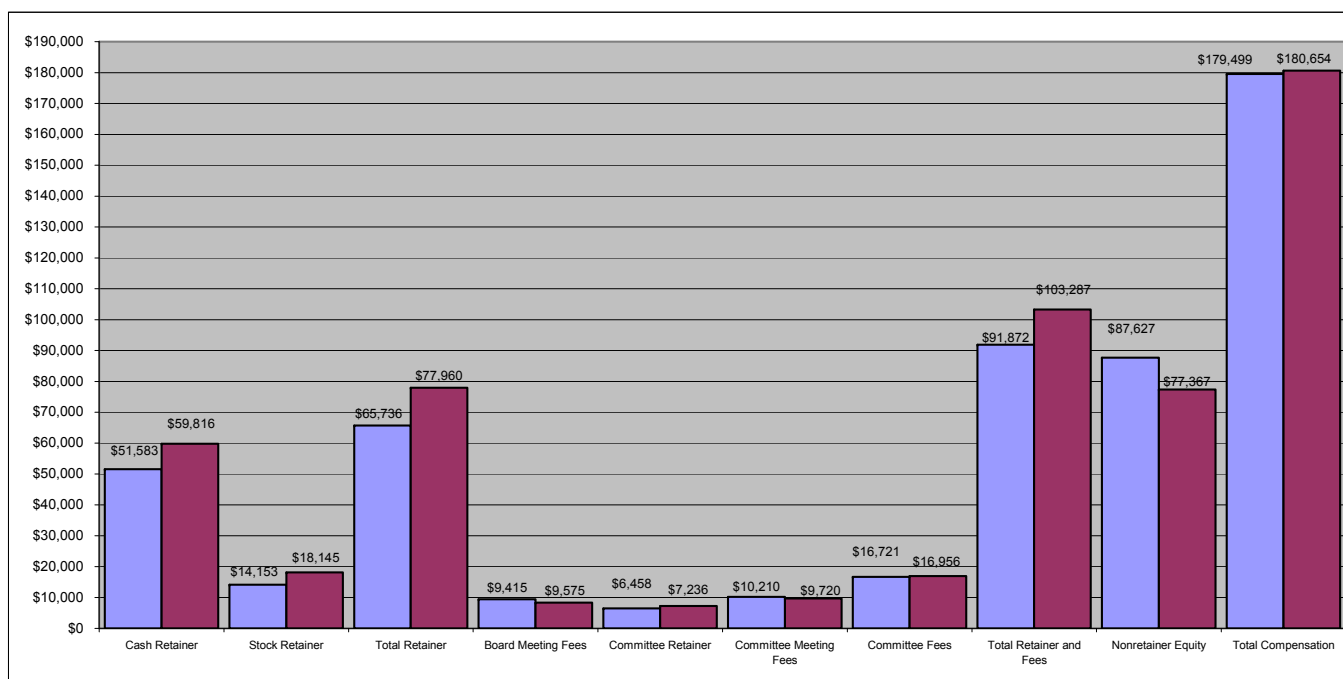
Board of Director Compensation 2007 vs. 2009 Change in Median Compensation

	Median Compensation (Including Zeros)		Percent Change
	2007	2009	
Cash Retainer	\$50,000	\$55,000	10.0%
Stock Retainer	\$0	\$0	N/A
Total Retainer	\$50,000	\$60,000	20.0%
Per Board Meeting Fee	\$1,500	\$1,000	-33.3%
Number of Board Meetings	7	8	14.3%
Board Meeting Fees	\$8,000	\$6,000	-25.0%
Committee Retainer	\$4,444	\$5,000	12.5%
Committee Meeting Fees	\$9,789	\$7,492	-23.5%
Committee Fees	\$15,222	\$15,607	2.5%
Total Retainer and Fees	\$82,094	\$89,634	9.2%
Nonretainer Equity	\$78,000	\$75,884	-2.7%
Total Compensation	\$171,201	\$177,399	3.6%



Board of Director Compensation 2007 vs. 2009 Change in Average Compensation

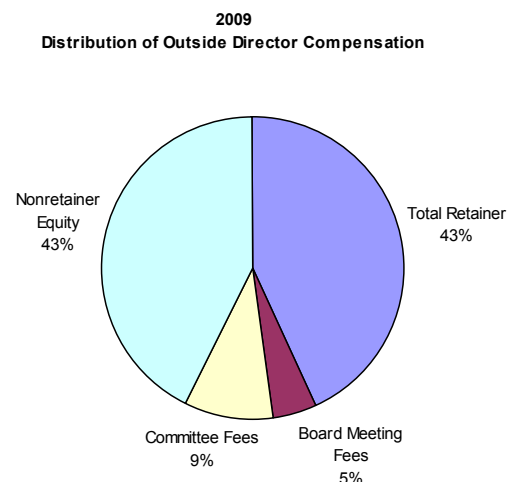
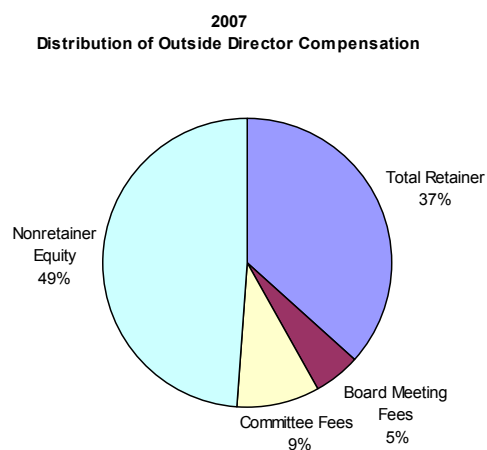
	Average Compensation (Including Zeros)		Percent Change
	2007	2009	
Cash Retainer	\$51,583	\$59,816	16.0%
Stock Retainer	\$14,153	\$18,145	28.2%
Total Retainer	\$65,736	\$77,960	18.6%
Per Board Meeting Fee	\$1,283	\$1,061	-17.3%
Number of Board Meetings	8	8	0.0%
Board Meeting Fees	\$9,415	\$8,371	-11.1%
Committee Retainer	\$6,458	\$7,236	12.0%
Committee Meeting Fees	\$10,210	\$9,720	-4.8%
Committee Fees	\$16,721	\$16,956	1.4%
Total Retainer and Fees	\$91,872	\$103,287	12.4%
Nonretainer Equity	\$87,627	\$77,367	-11.7%
Total Compensation	\$179,499	\$180,654	0.6%



Board of Director Compensation 2007 vs. 2009 Total Compensation Summary Statistics

	Revenues (\$millions)	Cash Retainer	Stock Retainer	Annual Retainer	Non-Telephonic Board Mtg Fee	Number of Non-Telephonic Board Mtgs	Total Board Mtg Fees	Total Committee Fees	Total Retainer and Fees	Nonretainer Equity	Net Total Compensation
2007 Outside Director Compensation											
Prevalence Count	402	390	84	398	243	402	243	393	399	353	402
Prevalence %	100%	97%	21%	99%	60%	100%	60%	98%	99%	88%	100%
Low	\$54	\$0	\$0	\$0	\$0	2	\$0	\$0	\$0	\$0	\$20,000
25th %ile	\$2,588	\$35,000	\$0	\$40,000	\$0	6	\$0	\$8,241	\$63,271	\$39,960	\$128,017
Median	\$7,835	\$50,000	\$0	\$50,000	\$1,500	7	\$8,000	\$15,222	\$82,094	\$78,000	\$171,201
75th %ile	\$17,165	\$70,000	\$0	\$75,000	\$2,000	9	\$14,000	\$22,312	\$103,420	\$115,339	\$213,474
High	\$425,071	\$192,500	\$250,000	\$300,000	\$48,525	32	\$194,100	\$123,200	\$340,333	\$973,920	\$1,056,420
Average	\$19,139	\$51,583	\$14,153	\$65,736	\$1,283	8	\$9,415	\$16,721	\$91,872	\$87,627	\$179,499
2009 Outside Director Compensation											
Prevalence Count	402	392	85	399	213	401	212	396	400	339	402
Prevalence %	100%	97%	21%	99%	53%	100%	53%	98%	99%	84%	100%
Low	\$54	\$0	\$0	\$0	\$0	0	\$0	\$0	\$0	\$0	\$20,000
25th %ile	\$2,627	\$40,000	\$0	\$45,000	\$0	6	\$0	\$7,000	\$71,500	\$25,085	\$132,176
Median	\$7,909	\$55,000	\$0	\$60,000	\$1,000	8	\$6,000	\$15,607	\$89,634	\$75,884	\$177,399
75th %ile	\$18,399	\$75,000	\$0	\$90,000	\$2,000	10	\$14,000	\$23,453	\$114,672	\$109,719	\$226,283
High	\$425,071	\$215,000	\$288,000	\$338,000	\$7,500	35	\$70,000	\$59,200	\$372,000	\$563,876	\$646,376
Average	\$19,346	\$59,816	\$18,145	\$77,960	\$1,061	8	\$8,371	\$16,956	\$103,287	\$77,367	\$180,654

Distribution of Pay



Appendix G: Study Company List

Appendix G: Study Company List

1st Source Corporation
3M Company
AAR CORP.
Abbott Laboratories
Activision Blizzard, Inc.
Acxiom Corporation
Administaff, Inc.
Adobe Systems Incorporated
Aecom Technology Corporation
Aerovironment, Inc.
Aetna Inc
AFC Enterprises, Inc.
Aflac Incorporated
Aircastle Limited
Alcoa Inc.
Allegheny Energy, Inc.
Allegheny Technologies Incorporated
Allergan, Inc.
Allete, Inc.
Alliance Data Systems Corporation
Alliance Resource Partners, L.P.
Alliant Energy Corporation
Alliant Techsystems Inc.
Allied World Assurance Company Holdings, Ltd
Almost Family Inc.
Altria Group, Inc.
Amazon.com, Inc.
Ambassadors Group, Inc.
Ambassadors International, Inc.
Amcore Financial, Inc.
Amedisys, Inc.
Ameren Corporation
American Axle & Manufacturing Holdings, Inc.
American Electric Power Co Inc
American Express Company
American International Group, Inc.
Amerigroup Corporation
AmerisourceBergen Corporation
Ameristar Casinos, Inc.
Ameron International Corporation
Ametek, Inc.
Amgen Inc.
AMN Healthcare Services, Inc.
Amphenol Corporation
AMR Corporation
Anadarko Petroleum Corporation
Apache Corporation
Apple Inc.
Applied Industrial Technologies Inc.
Arch Capital Group Ltd
Arch Coal, Inc.
Archer-Daniels-Midland Company
Argon ST, Inc.
Armstrong World Industries, Inc.
Arrow Electronics, Inc.
ArvinMeritor, Inc.
Asset Acceptance Captial Corp.
Associated Banc-Corp
Asta Funding, Inc.
AT&T Inc.
ATMI, Inc.
ATP Oil & Gas Corporation
Automatic Data Processing, Inc.
AutoNation, Inc.

Avery Dennison Corporation
Avid Technology, Inc.
Avista Corporation
Avon Products, Inc.
Axis Capital Holdings Limited
Axsys Technologies Inc.
Badger Meter, Inc.
Baker Hughes Inc.
Ball Corporation
Bank of America Corporation
Barrett Business Services, Inc.
Baxter International Inc.
BB&T Corporation
BE Aerospace, Inc.
Berkshire Hathaway Inc.
Best Buy Co., Inc.
Big Lots, Inc.
Bioscrip, Inc.
Black Hills Corporation
BlackRock, Inc.
Blockbuster Inc.
Bluegreen Corporation
BMC Software, Inc.
Boise Inc.
BorgWarner Inc.
Boston Scientific Corporation
Boyd Gaming Corporation
Briggs & Stratton Corporation
Brightpoint, Inc
Bristol-Myers Squibb Company
Brown-Forman Corporation
Buffalo Wild Wings, Inc.
Bunge Limited
Burlington Northern Santa Fe Corporation
CA, Inc.
Cabot Oil & Gas Corporation
Cadence Design Systems, Inc.

Cameron International Corporation
Campbell Soup Company
Capital One Financial Corporation
Capital Southwest Corporation
Carlisle Companies Incorporated
Carnival Corporation & plc
Carrizo Oil & Gas Inc.
Cascade Corporation
Cascade Microtech, Inc.
Catalyst Health Solutions, Inc.
Caterpillar Inc.
CBS Corporation
CDI Corp.
Centene Corporation
CenterPoint Energy, Inc.
Central European Distribution Corp
CH ENERGY GROUP, INC.
Chart Industries, Inc.
Chattem, Inc.
Chemical Financial Corporation
Chesapeake Energy Corporation
Chevron Corporation
Chicago Bridge & Iron Company N.V.
Chiquita Brands International
Choice Hotels International, Inc.
Chubb Corporation
Church & Dwight Co., Inc.
CIBER, Inc.
CIGNA Corporation
Cimarex Energy Co.
Cincinnati Financial Corporation
Circor International, Inc.
Citigroup Inc.
Citizens Republic Bancorp, Inc.
Citrix Systems, Inc.
CKE Restaurants, Inc.
Cleco Corporation

Cliffs Natural Resources Inc.
CMS Energy
CNX Gas Corporation
Coca-Cola Enterprises Inc
Cohen & Steers, Inc.
Colgate-Palmolive Company
Collective Brands, Inc.
Comcast Corporation
Comerica Incorporated
Community Health Systems, Inc.
Computer Sciences Corporation
Compuware Corporation
Comstock Resources, Inc.
COMSYS IT Partners, Inc.
ConocoPhillips
CONSOL Energy Inc.
Consolidated Edison, Inc.
Constellation Brands, Inc.
Constellation Energy Group, Inc.
Continental Airlines, Inc.
Continental Resources, Inc.
Convergys Corporation
Cooper Industries, Ltd.
Corn Products International, Inc.
Corning Incorporated
Coventry Health Care Inc.
Covidien Ltd.
CRA International, Inc.
Crane Co.
Cross Country Healthcare, Inc.
CSX Corporation
Cummins Inc.
Curtiss-Wright Corporation
CVS CAREMARK CORPORATION
Danaher Corporation
DaVita Inc.
Dean Foods Company

Deere & Company
Del Monte Foods Company
Dell Inc.
Delta Air Lines Inc.
Denbury Resources Inc.
Denny's Corporation
Devon Energy Corporation
Diamond Management & Technology
Consultants
Dillard's Inc.
DineEquity, Inc.
DirecTV Group, Inc.
Discover Financial Services
DISH Network Corporation
Dollar Tree, Inc.
Dominion Resources, Inc.
Domino's Pizza, Inc.
Donaldson Company, Inc.
Dover Corporation
DPL Inc.
Dr. Pepper Snapple Group, Inc.
Dresser-Rand Group Inc.
DST Systems, Inc.
DTE Energy Company
Ducommun Incorporated
Duke Energy Corporation
DXP Enterprises, Inc.
Dynegy Inc.
E.I. du Pont de Nemours and Company
Eastman Chemical Company
Eastman Kodak Company
Eaton Corporation
Ecolab Inc.
Edison International
El Paso Electric Company
Eli Lilly and Company
EMC Corporation

Emcor Group, Inc.
Emergency Medical Services Corp
Encore Acquisition Company
Encore Capital Group, Inc.
Encore Wire Corporation
Endeavour International Corporation
Endo Pharmaceuticals Holdings Inc.
Endurance Specialty Holdings Ltd.
EnPro Industries, Inc.
Entergy Corporation
EQT Corporation
EQUIFAX INC.
Esco Technologies Inc.
Esterline Technologies Corporation
Everest Re Group, Ltd.
EXCO Resources, Inc.
Exelon Corporation
Expedia, Inc.
Express Scripts, Inc.
Exxon Mobil Corporation
Factset Research Systems Inc.
Famous Dave's Of America, Inc.
Federal-Mogul Corporation
FedEx Corporation
Fidelity National Information Services, Inc.
Fifth Third Bancorp
First Horizon National Corporation
First Midwest Bancorp Inc.
FirstEnergy Corp.
FISERV, Inc.
Flagstone Reinsurance Holdings Limited
Flowers Foods, Inc.
Flowserve Corporation
Fluor Corporation
FMC Technologies, Inc.
Ford Motor Company
Forest Oil Corporation

Fortune Brands, Inc.
Forward Air Corporation
Foster Wheeler AG
FPL Group, Inc.
Franklin Resources, Inc.
Freeport-McMoRan Copper & Gold Inc.
Freightcar America, Inc.
Gardner Denver, Inc.
Gaylord Entertainment Company
General Dynamics Corporation
General Electric Company
General Growth Properties, Inc.
General Mills, Inc.
Gentiva Health Services, Inc.
Genuine Parts Company
Goodrich Corp
Google Inc.
Graco Inc.
Granite Construction Incorporated
Great Plains Energy Incorporated
Great Wolf Resorts, Inc.
H&E Equipment Services, Inc.
H.B Fuller Company
H.J. Heinz Company
Halliburton Company
Hanesbrands Inc.
Hanger Orthopedic Group, Inc.
Harley-Davidson, Inc
Harleysville Group Inc.
Harsco Corporation
Harte-Hanks, Inc.
Hawaiian Electric Industries, Inc
HCC Insurance Holdings, Inc.
Health Net Inc
HealthSouth Corporation
Healthspring, Inc.
Heartland Financial USA, Inc.

Heico Corporation
Herbalife Ltd.
Hess Corporation
Hewlett-Packard Company
Hexcel Corporation
Hittite Microwave Corporation
Honeywell International Inc.
Hub Group, Inc.
Hubbell Incorporated
Hudson Highland Group, Inc.
Humana Inc
Huntington Bancshares Incorporated
IDACORP, Inc.
IDEX Corp.
IDEXX Laboratories, Inc.
Illinois Tool Works Inc.
Immucor, Inc.
Independent Bank Corporation
Ingersoll-Rand Company Limited
Ingram Micro Inc.
Integrays Energy Group, Inc.
Intel Corporation
Interline Brands, Inc.
Intermec, Inc.
Internaional Paper Company
International Business Machines Corporation
International Coal Group, Inc.
Interstate Hotels & Resorts, Inc.
Interval Leisure Group, Inc.
Inventiv Health, Inc.
IPG Photonics Corporation
ITT Corporation
J.C. Penney Company, Inc.
James River Coal Company
Jarden Corporation
John Bean Technologies Corporation
Johnson & Johnson

Johnson Outdoors Inc.
Joy Global Inc.
JPMORGAN CHASE & CO.
Kaiser Aluminum Corporation
Kaman Corporation
Kaydon Corporation
KBR, Inc.
Kellogg Company
Kelly Services, Inc.
Kennametal Inc.
KeyCorp
Kforce Inc.
Kimberly Clark Corporation
Kindred Healthcare, Inc.
King Pharmaceuticals, Inc.
Knight Capital Group, Inc.
Knight Transportation, Inc.
Kohl's Corporation
Kraft Foods Inc.
Kratos Defense & Security Solutions, Inc.
L-3 Communications Holdings, Inc.
Ladish Co., Inc.
Lance, Inc.
Landstar System, Inc
Las Vegas Sands Corp.
Lawson Software, Inc.
Lear Corporation
Leggett & Platt, Incorporated
Lennox International Inc.
Leucadia National Corporation
LHC Group, Inc.
LifePoint Hospitals, Inc.
Lincare Holdings Inc.
Lockheed Martin Corporation
Lodgian, Inc.
Loews Corporation
Lorillard, Inc.

Lowe's Companies, Inc.
M&T Bank Corporation
Macy's, Inc.
Magellan Health Services, Inc.
Main Street Capital Corporation
Manpower Inc.
Marathon Oil Corporation
Mariner Energy
Markel Corporation
Marriott International, Inc.
Marsh & McLennan Companies, Inc.
Marshall & Ilsley Corporation
Martin Marietta Materials, Inc.
Masco Corporation
Massey Energy Company
Mastercard Incorporated
Mattel, Inc.
Max Capital Group Ltd.
Maxwell Technologies, Inc.
MB Financial, Inc.
McAfee, Inc.
McCormick & Company, Incorporated
McDermott International, Inc.
McDonald's Corporation
McKesson Corporation
MeadWestvaco Corporation
Medallion Financial Corp
Medco Health Solutions, Inc.
Mentor Graphics Corporation
Merck & Co., Inc.
Mercury General Corporation
MetLife, Inc.
Mettler-Toledo International Inc.
MGE Energy, Inc
MGM Mirage
Microtune, Inc.
Midwest Banc Holdings Inc.

Mirant Corporation
Molina Healthcare, Inc
Molson Coors Brewing Co.
Montpelier Re Holdings, Ltd.
Morgan Stanley
Morgans Hotel Group Co.
Motorola, Inc.
MPS Group, Inc.
Mueller Industries, Inc.
Mueller Water Products, Inc.
Murphy Oil Corporation
Mylan Inc.
Nalco Holding Company
National Coal Corporation
National Oilwell Varco, Inc.
Navistar International Corporation
NCR Corporation
Neenah Paper, Inc.
Newell Rubbermaid, Inc.
Newfield Exploration Company
NiSource Inc.
Noble Corporation
Noble Energy, Inc.
Nordson Corporation
Nordstrom, Inc.
Northeast Utilities
Northern Trust Corporation
Northrop Grumman Corp
NorthWestern Corporation
Novell, Inc.
NRG Energy, Inc.
NSTAR
Nucor Corporation
NV Energy, Inc.
Occidental Petroleum Corporation
Oceaneering International, Inc.
Ocwen Financial Corporation

Office Depot, Inc.
OfficeMax Incorporated
OGE Energy Corp.
Old Dominion Freight Line, Inc.
Old National Bancorp
Old Republic International Corporation
Old Second Bancorp Inc.
Olin Corporation
Omnicom Group Inc
OMNOVA Solutions Inc.
On Assignment, Inc.
ONEOK, Inc.
Orbitz Worldwide, Inc.
Oshkosh Corporation
Otter Tail Corporation
PACCAR Inc.
Pacer International, Inc.
Packaging Corporation Of America
Pactiv Corporation
Pall Corporation
Panera Bread Company
Par Pharmaceutical Companies, Inc.
Park National Corporation
Parker Drilling Company
Parker-Hannifin Corporation
Park-Ohio Holdings Corp.
PartnerRe Ltd.
Patriot Capital Funding, Inc.
Patriot Coal Corporation
Peabody Energy Corporation
Penn National Gaming, Inc.
Penn Virginia Corporation
Penske Automotive Group, Inc.
Pentair, Inc.
Pepco Holdings, Inc.
Pepsi Bottling Group Inc.
PepsiCo, Inc.

Perini Corp
Perrigo Company
PetSmart, Inc.
Pfizer Inc.
PG&E Corp
Philip Morris International Inc.
Pinnacle West Capital Corporation
Pioneer Natural Resources Company
Pitney Bowes Inc.
Plains Exploration & Production Company
Platinum Underwriters Holdings, Ltd.
PNM Resources Inc.
Polaris Industries Inc.
Portfolio Recovery Associates
Portland General Electric Company
PPG Industries, Inc.
PPL Corporation
Praxair, Inc.
priceline.com Incorporated
Procter & Gamble Company
Progress Energy, Inc.
Prudential Financial, Inc.
Public Service Enterprise Group Incorporated
PUBLIX SUPER MARKETS, INC.
Pulte Homes, Inc.
Qualcomm Incorporated
Quanex Building Products Corporation
Quanta Services, Inc.
Questar Corporation
Quicksilver Resources Inc.
Qwest Communications International Inc.
R. R. Donnelley & Sons Company
Range Resources Corporation
Rayonier Inc.
Raytheon Company
RCM Technologies, Inc.
Red Lion Hotels Corporation

Regal Beloit Corporation
Regions Financial Corporation
RehabCare Group, Inc.
Reis, Inc.
RenaissanceRe Holdings Ltd.
Res-Care, Inc.
Rewards Network, Inc.
Reynolds American Inc.
RLI Corp.
Robbins & Myers, Inc.
Robert Half International Inc.
Roper Industries, Inc.
Ross Stores, Inc.
Royal Caribbean Cruises Ltd.
RRI Energy, Inc.
Rubicon Technology, Inc.
Safeway Inc.
Sanderson Farms
Sara Lee Corporation
Sauer-Danfoss Inc.
SCANA Corporation
Schering-Plough Corporation
Schlumberger Limited
Sealed Air Corporation
Sears Holdings Corporation
Selective Insurance Group, Inc.
Sempra Energy
Sensient Technologies Corporation
Sepracor Inc.
Service Corporation International
Silverleaf Resorts, Inc.
Simon Property Group, Inc.
Skilled Healthcare Group, Inc.
Smith International, Inc.
Smithfield Foods Inc.
Sonoco Products Company
Southern Company

Southwest Airlines Co.
Sparton Corporation
Spherion Corporation
Spirit Aerosystems Holdings, Inc.
Sprint Nextel Corporation
SPX Corporation
St. Mary Land & Exploration Company
Standex International Corporation
Staples, Inc.
Starwood Hotels & Resorts Worldwide, Inc.
State Auto Financial Corporation
State Street Corporation
Steelcase Inc.
Stone Energy Corporation
Sun Healthcare Group, Inc.
Sunoco, Inc.
SunTrust Banks, Inc.
Supertex, Inc.
SuperValu Inc.
Swift Energy Co
Sybase, Inc.
Symantec Corporation
Synopsis, Inc.
Synovus Financial Corporation
Take-Two Interactive Software, Inc.
Target Corporation
Tech Data Corporation
Techwell, Inc.
TECO Energy, Inc.
Teledyne Technologies Incorporated
Teleflex Incorporated
Temple-Inland Inc.
Tennant Company
Tenneco Inc.
Terex Corporation
Tesoro Corporation
Texas Instruments Incorporated

Textron Inc.
The Advisory Board Company
The AES Corporation
The Allstate Corporation
The Bank of New York Mellon Corporation
The Black & Decker Corporation
The Boeing Company
The Clorox Company
The Coca-Cola Company
The Colonial BancGroup, Inc.
The Dow Chemical Company
The Empire District Electric Company
The Ensign Group, Inc.
The Gap Inc.
The Goldman Sachs Group, Inc.
The Goodyear Tire & Rubber Company
The Hain Celestial Group, Inc.
The Hanover Insurance Group, Inc.
The Hershey Company
The Home Depot, Inc.
The J. M. Smucker Company
The Kroger Co.
The Manitowoc Company
The Middleby Corporation
The Pantry, Inc.
The PNC Financial Services Group, Inc.
The Progressive Corporation
The Sherwin-Williams Company
The Stanley Works
The Timken Company
The TJX Companies, Inc.
The Travelers Companies, Inc.
The Valspar Corporation
The Walt Disney Company
The Western Union Company
The Williams Companies, Inc.
Thermadyne Holdings Corporation

Thermo Fisher Scientific, Inc.
Thomas & Betts Corporation
THQ Inc.
Tidewater Inc.
Time Warner Inc.
Torchmark Corporation
Total System Services, Inc.
Transatlantic Holdings, Inc.
TransDigm Group Incorporated
Tredegar Corporation
Treehouse Foods, Inc.
Triangle Capital Corporation
TriMas Corporation
Trinity Industries, Inc.
Triumph Group, Inc.
Trueblue, Inc.
TRW Automotive Holdings Corp.
Tupperware Brands Corporation
Tyco International Ltd.
U.S. Bancorp
UAL Corporation
UIL Holdings Corporation
Union Pacific Corporation
UniSource Energy Corporation
United America Indemnity, LTD.
United Parcel Service, Inc.
United Rentals, Inc
United States Steel Corporation
United Stationers Inc.
United Technologies Corporation
UnitedHealth Group Inc
Unitrin, Inc
Universal American Corporation
URS Corporation
US Airways Group, Inc.
USG Corporation
UTi Worldwide Inc.

Valero Energy Corporation
Validus Holdings, Ltd.
Valmont Industries, Inc.
Vectren Corporation
Verisign, Inc.
Verizon Communications Inc.
Viacom Inc.
Viad Corp
ViewPoint Financial Group
VISA Inc.
VMware, Inc.
Volt Information Sciences, Inc.
Volterra Semiconductor Corporation
Vulcan Materials Company
W&T Offshore, Inc.
W.R. Berkley Corporation
W.W. Grainger, Inc.
Wabash National Corporation
Wal-mart Stores, Inc
Walter Industries, Inc.
Warner Chilcott Limited
Waste Management, Inc.
Waters Corporation
Watsco, Inc.
Watson Pharmaceuticals, Inc.
Watts Water Technologies, Inc.
Weatherford International Ltd.
Wellcare Health Plans, Inc.
WellPoint Inc
Wells Fargo & Company
Wendy's/Arby's Group, Inc.
Westar Energy, Inc.
Westinghouse Air Brake Technologies Corporation
Westmoreland Coal Company
WEYERHAEUSER COMPANY
WGL Holdings, Inc.

Whirlpool Corporation
White Mountains Insurance Group, LTD.
White River Capital, Inc.
Whiting Petroleum Corporation
Wintrust Financial Corporation
Wisconsin Energy Corporation
Woodward Governor Company
World Fuel Services Corp
Worthington Industries, Inc.
Wright Express Corporation
Wyndham Worldwide Corporation
Wynn Resorts, Limited
Xcel Energy Inc.
Xerox Corporation
Yum! Brands, Inc.
Zep Inc.
Zions Bancorporation