





Governance Risk Indicators

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As of 15 January 2010

Board Structure  MEDIUM CONCERN		Compensation  LOW CONCERN	
Factor	Impact	Factor	Impact
73.33% of the board is independent	←	The minimum vesting periods mandated in the plan documents, adopted/amended in the last 3 years, for executives' restricted stock is 36 months	←
83.33% of the nominating committee is independent	←	The company has not repriced options or exchanged them for shares, options or cash without shareholder approval in the last 3 years	←
100% of the compensation committee is independent	←	There are no change in control agreements for named executive officers	←
100% of the audit committee is independent	←	There are no NEOs that receive tax gross-ups on their perks other than relocation and other broad-based benefits	←
There were no directors that attended less than 75% of the board meetings without a valid excuse	←	All directors with one or more years of service own stock	←
The company discloses board/governance guidelines	←	There are no NEOs eligible for multi-year guaranteed bonuses	■
6.67% of directors were involved in material RPTs	■	The company does not provide excise tax gross-ups for change in control payments	■
The company has a majority vote standard without a director resignation policy	■	There is no disclosure regarding the minimum vesting periods mandated in the plan documents for executives' stock options or SARS in the equity plans adopted/amended in the last 3 years	→
The number of directors who received withhold/against votes of 50% or greater at the last annual meeting was not disclosed	→	The company's equity plans are silent on repricing and cash buyouts	→
The Chairman of the board is an executive director	→	It is not disclosed whether or not Directors are subject to stock ownership guidelines	→
Shareholder Rights  HIGH CONCERN		Audit  LOW CONCERN	
Factor	Impact	Factor	Impact
The company does not have classes of stock with different voting rights	■	Non-audit fees represent 33% of total fees	■
The company does not have a poison pill (shareholder rights plan) that was not approved by shareholders	■	The auditor issued an unqualified adverse opinion in the past year	■
All directors are not elected annually	→	A securities regulator has not taken action against the company in the past 2 years	■
The board is authorized to issue blank check preferred stock	→	The company has not made late financial disclosure filings in the past 2 years	■
The company requires a super-majority vote to approve amendments to the charter and bylaws	→	2 financial experts sit on the audit committee	■
The company requires a super-majority vote to approve mergers/business combinations	→	There was no material weakness disclosed in the past two years	■
85% of share capital is needed to convene a special meeting	→		
Shareholders cannot act by written consent	→		

→ indicates practices that increase concern, ← indicates practices that reduce concern, ■ indicates practices with no impact on concern.