FREDERIC W. COOK & CO., INC.

2007 DIRECTOR COMPENSATION:

NASDAQ 100 *vs.* NYSE 100

Non-Employee Director Compensation at the 100 Largest NASDAQ and 100 Largest New York Stock Exchange Companies

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EXECUTIVE SUMMARY

Over the past four years, this study has demonstrated increases in director compensation as the roles, responsibilities, and potential liability of outside directors have expanded significantly. The increases we saw in prior years, however, moderated last year. This year's study reports a plateau in compensation levels for outside directors, owing to flatter trends in cash compensation and continuation of trends in equity compensation design among NASDAQ and NYSE companies.

The two groups of companies consist of the 100 largest U.S.-based companies listed on the NYSE and the NASDAQ, determined by market capitalization as of March 31, 2007, with additional companies inserted based on market capitalization to replace companies removed due to: i) unavailable proxy filings (frequently as a result of investigations into company stock option grant practices) and ii) pending mergers and acquisitions (which can also result in late proxy filings).

New to this year's report are analyses on vesting periods for director equity awards, and deferred compensation opportunities for outside directors. Some notable findings and trends are:

- The median total value of director compensation remained flat for both NYSE and NASDAQ companies. Year-over-year comparisons in the total value of director compensation programs reflect changes in cash compensation, equity grant levels, stock prices, binomial ratios (for companies granting options) and pay mix, all of which are covered in detail throughout the report.
- The value of annual cash board retainers increased in 2006 consistent with recent years. For those companies that pay an annual board cash retainer, the median increased approximately seven percent and 15 percent for NASDAQ and NYSE companies, respectively. NYSE companies tend to have higher cash board retainers than NASDAQ companies, which have historically provided a greater percentage of overall value through equity awards, primarily in the form of options.
- Continuing the trend in recent years, stock option prevalence decreased for NYSE companies, with only 33 percent continuing to grant stock options as part of the annual equity program, compared to 38 percent last year. Stock options are still the most common award type granted to directors at NASDAQ companies, with 70 percent of the companies awarding stock options, down from 78 percent last year.
- A greater number of companies in both the NASDAQ and NYSE samples are providing higher annual retainers to committee chairmen, than to other committee members. The size of these retainers did not change dramatically from last year.
- The number of companies on both the NASDAQ and NYSE providing annual retainers for committee members also did not change dramatically. Committee member annual retainers for NASDAQ companies are generally lower than those provided by NYSE companies. Providing member retainers continues to be a minority practice among all companies used in the study.
- The prevalence of stock ownership guidelines or share retention requirements continues to increase, with 54 percent of NASDAQ companies and 85 percent of NYSE companies disclosing such requirements, up from 39 percent and 80 percent last year for NASDAQ and NYSE companies, respectively.

This is our fifth annual report on director compensation practices. Our report compares and contrasts the outside director compensation programs at 100 of the largest U.S.-based companies listed on each of the two major U.S. stock exchanges, the NASDAQ and the New York Stock Exchange ("NYSE"). We continue to see sharp contrasts between program structures at large technology companies (i.e., the NASDAQ) and general industrial companies listed on the NYSE. By understanding the differences, companies can develop competitive practices for attracting talented outside directors.

As illustrated below, the NYSE companies are considerably larger than the NASDAQ companies in terms of both revenues and market capitalization.

Among the NASDAQ 100, stock prices have increased only moderately since last year, thereby reducing the influence of higher share prices on growth in compensation values at these companies. The stock price increase of nearly 15 percent among NYSE did not affect compensation values, since the majority of these companies disclose an intended dollar value rather than a fixed number of shares.

	NASDAQ 100			NYSE 100		
	Trailing 12-Month Revenue ($ Millions)	Market Capitalization as of 3/31/07 ($ Millions)	1-Year Total Shareholder Return as of 3/31/07	Trailing 12-Month Revenue ($ Millions)	Market Capitalization as of 3/31/07 ($ Millions)	1-Year Total Shareholder Return as of 3/31/07
75th Percentile	$6,552	$17,753	19.0%	$58,546	$86,198	23.8%
Average	$7,191	$21,418	6.8%	$49,877	$76,553	14.3%
Median	$2,721	$9,348	3.0%	$33,387	$47,850	14.9%
25th Percentile	$1,700	$5,948	–8.2%	$16,586	$34,283	3.8%

Information on each company's director compensation program was collected from SEC disclosure statements including annual proxy statements, annual reports and Form 8-Ks issued in the one-year period ending June 30, 2007.

Typically, outside directors' compensation programs are composed of several components. This report analyzes each compensation component individually, as well as in the aggregate, paying particular attention to the way NASDAQ and NYSE companies utilize them within their programs. These pay components are as follows:

- Annual cash retainer for board and committee service.
- Fees for attendance at board and committee meetings.
- Additional compensation for chairing the board or a specific committee.
- Equity compensation, in the form of stock options or full-value awards such as outright stock grants, restricted stock, or deferred stock.

We use the same standard assumptions and valuation methodologies as were used in last year's study to facilitate year-over-year comparisons. The assumptions are as follows:

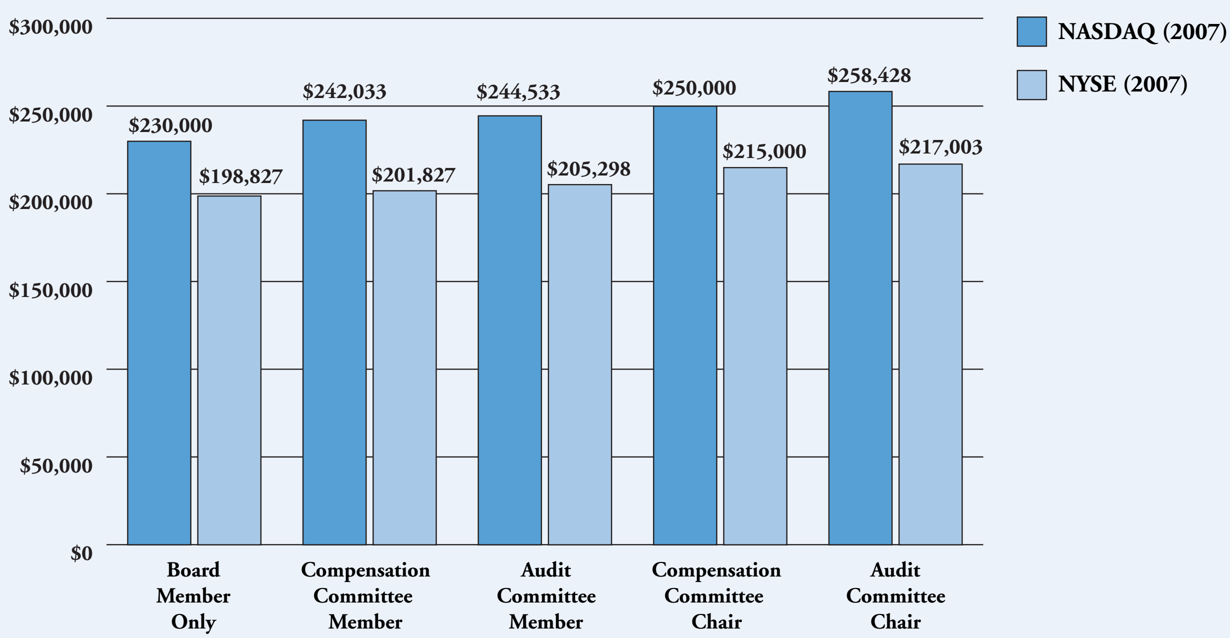
- Each board meets **eight** times a year.
- Each committee of the board meets **five** times a year.
- All equity compensation is valued based on the closing stock price on **March 31, 2007**.
- All equity compensation is annualized over a five-year period (e.g., if a Company makes an initial equity grant upon election to the board and then annual grants thereafter, our analysis annualizes the initial grant and the four subsequent annual grants over the five-year period).
- Options are valued using a binomial model and each individual company's publicly disclosed FAS 123(R) valuation assumptions (which are used by companies to estimate the fair value of stock option grants); this valuation methodology aligns our values with the accounting cost of each program.

Note that comparisons to prior-year analyses do not reflect a constant company population, as a point-in-time snapshot of company size determines inclusion in this report. Therefore, "trend" data can be influenced by changes in the company sample from year-to-year, as well as actual changes in compensation practices. A total of 31 (including 11 from NYSE and 20 from NASDAQ) out of the 200 companies covered in this study are new to this year's report.

Companies are increasingly linking compensation to specific director roles and responsibilities, and their related individual time commitments and overall workload. This dynamic is particularly evident in the case of the Audit Committee. To measure differences in compensation, the following common categories of board service were considered:

- **Board Member Only** – A member of the board who does not serve on any committees.
- **Compensation Committee Member** – A member of the board, who also serves as a member of the Compensation Committee.
- **Compensation Committee Chair** – Like the "Compensation Committee Member" above, but this director is the chair of the Compensation Committee (instead of a regular member).
- **Audit Committee Member** – A member of the board, who also serves as a member of the Audit Committee.
- **Audit Committee Chair** – Like the "Audit Committee Member" above, but this director is the chair of the Audit Committee (instead of a regular member).

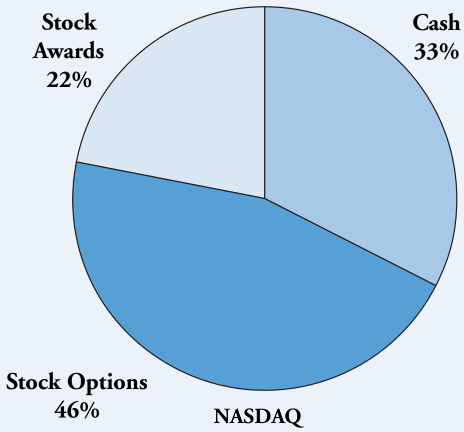
The table below shows median compensation values at NASDAQ and NYSE companies. Based on this comparison NASDAQ companies provide, on average, 18 percent higher compensation value than NYSE companies across the categories examined in this study, primarily due to NASDAQ companies delivering a higher portion of total compensation in the form of stock options.

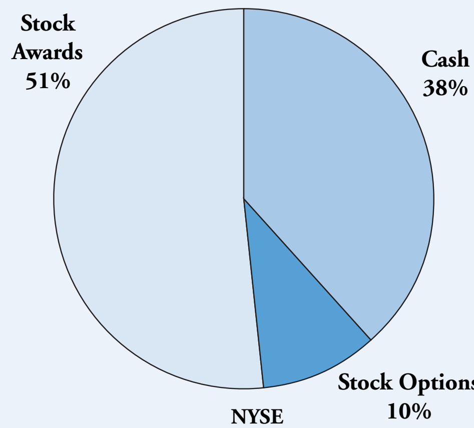


Compared to last year, the median value of directors' compensation programs remained flat at both NASDAQ and NYSE companies. For NASDAQ companies, which tend to grant equity in fixed-share amounts, the three percent median stock price increase was offset by a two percent median binomial model value decrease, thereby leaving the values of stock options relatively flat. For NYSE companies, flat trends were a result of the overwhelming number of companies disclosing an intended dollar value for equity grants rather than a fixed number of shares, which rendered the 15 percent median stock price increase inconsequential with respect to changes in total equity value.

CASH VS. EQUITY

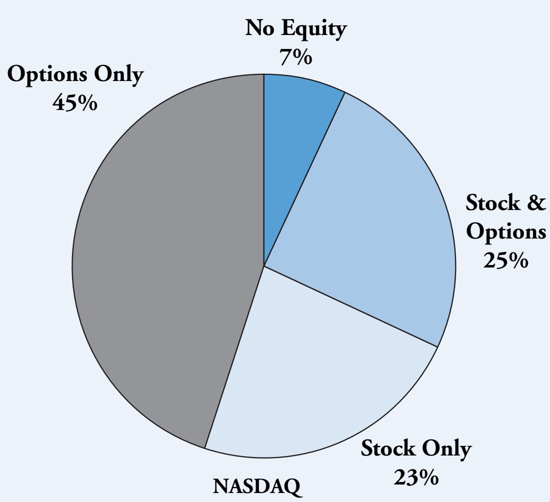
The charts below illustrate the average mix of pay elements for board members (with no committee membership) at NASDAQ and NYSE companies, as a percentage of total compensation. NASDAQ companies provide less cash than NYSE companies, but more equity, which results in higher total compensation value. NYSE companies rely more heavily on full-value stock awards while NASDAQ companies favor options, illustrating the more leveraged pay strategies at NASDAQ companies.

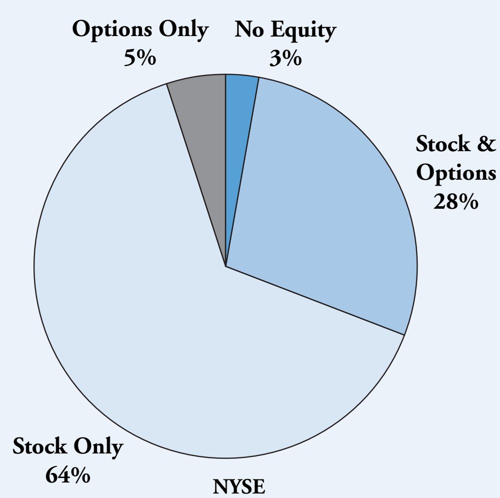




The following charts show the percentage of companies using each type of award in the equity portion of their director compensation program:

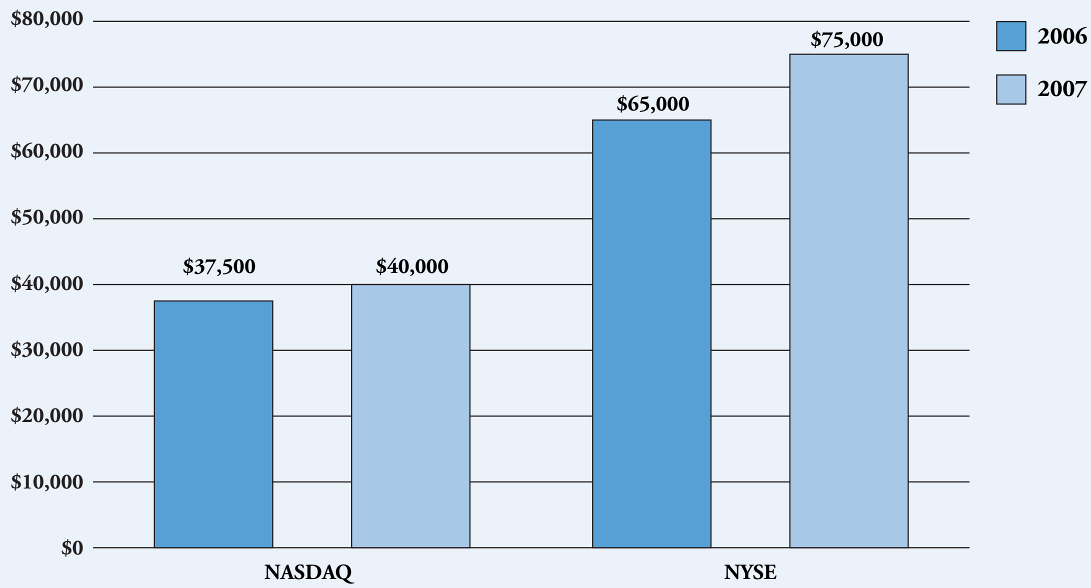
- 23 percent of NASDAQ companies (up from 17 percent last year) and 64 percent of NYSE companies (up from 60 percent last year) use stock awards exclusively (i.e., no options) for the equity portion of their director compensation programs.
- 45 percent of NASDAQ companies (down from 57 percent last year) and five percent of NYSE companies (down from six percent last year) use solely stock options in their director compensation programs.
- Of the 169 companies that were included in last year's study, 12 companies (seven NASDAQ and five NYSE companies) eliminated options from their director programs in the past year.





In the last section of this report we examine voluntary deferral opportunities available to outside directors. To distinguish such benefits from *mandatory* deferrals we note that the 140 companies granting full-value shares above include four NASDAQ and 37 NYSE companies that grant shares which must be held until termination of board service.

The majority of companies – 95 percent of both NASDAQ and NYSE companies – in this study provide an annual cash retainer to directors. The following chart shows the median annual cash retainers for those companies that provide them. These retainers represent approximately seven percent and 15 percent increases over last year's median retainers of $37,500 and $65,000 for NASDAQ and NYSE companies, respectively.



BOARD MEETING FEES

Approximately 46 percent of the companies in the study provide meeting fees for regular board meetings, with 54 NASDAQ companies and 38 NYSE companies providing this pay element. These figures represent a six percent increase in the number of NASDAQ companies providing this pay element (51 percent provided board meeting fees last year) compared to a 21 percent decrease in the number of NYSE companies (48 percent provided board meeting fees last year).

Of the 169 companies that were in last year's study, nine companies (two NASDAQ and seven NYSE companies) dropped board meeting fees from their program. Seven of the nine companies that eliminated board meeting fees increased their annual cash retainer.

The following chart shows median meeting fees for those companies that provide them. The median meeting fee at both NASDAQ and NYSE companies remained the same as in last year's study, at $2,000.

Some companies provide additional compensation for committee service in the form of a meeting fee or additional retainer (either cash or equity). The following table shows median meeting fees and annual retainers for committee service for those companies that pay such additional compensation. Additional committee chair fees are not included in this analysis, but are discussed in the following section.

	Percentage of Companies		Median Retainer / Fee	
	NASDAQ	**NYSE**	**NASDAQ**	**NYSE**
Additional Retainers				
Audit Committee	38%	32%	$10,000	$10,000
Compensation Committee	28%	15%	$7,500	$10,000
Nominating & Governance Committee	25%	12%	$5,000	$9,500
Committee Meeting Fees (per meeting)				
Audit Committee	52%	47%	$1,500	$1,800
Compensation Committee	52%	45%	$1,500	$1,500
Nominating & Governance Committee	48%	42%	$1,500	$1,500

Last year's study found a significant increase in companies providing member retainers. This year, member retainers among NASDAQ companies were less prevalent, and the number of NYSE companies providing them remained flat. The decrease for NASDAQ companies is primarily due to changes in the study's company base rather than companies eliminating such fees from their programs.

Between 42 percent and 52 percent of NASDAQ and NYSE companies provide committee meeting fees to committee members, with a median meeting fee of $1,500 for non-Audit committees.

COMMITTEE CHAIR ADDITIONAL COMPENSATION

To recognize the additional duties and time involved in chairing a committee, most companies provide additional compensation above that paid to regular committee members. Such supplemental compensation typically takes the form of a higher annual retainer (either in the form of cash or additional equity awards) or an augmented meeting fee. The table below shows the compensation paid to committee chairs at NASDAQ and NYSE companies for only those companies that provide this additional form of compensation.

This analysis only shows compensation above that paid for regular committee service (e.g., if a regular committee member receives an annual retainer of $5,000 and the chairman receives an annual retainer of $7,500, then only the **additional** $2,500 is reflected).

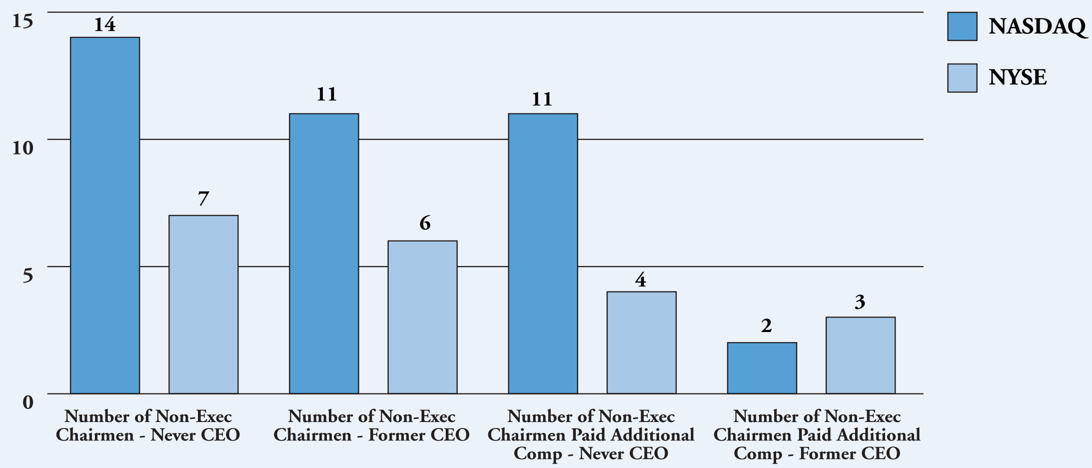
	Percentage of Companies		Median Retainer / Fee	
	NASDAQ	**NYSE**	**NASDAQ**	**NYSE**
Chair Additional Retainers				
Audit Committee	76%	87%	$10,000	$15,000
Compensation Committee	68%	87%	$10,000	$10,000
Nominating & Governance Committee	63%	79%	$5,000	$9,500
Chair Additional Meeting Fees (per meeting)				
Audit Committee	8%	5%	$750	$1,500
Compensation Committee	4%	5%	$500	$1,500
Nominating & Governance Committee	4%	4%	$500	$1,250

For those companies that pay additional compensation to committee chairs, the Audit Committee chair is typically paid more than the chairs of other committees. The most common form of additional compensation is a retainer (versus an additional per meeting fee). The number of companies providing additional chair meeting fees is too small to draw any meaningful conclusions.

It is important to note that certain committee chairs who receive this additional compensation also receive either meeting fees or a retainer that is provided to regular, non-chair committee members. The chart below shows the total retainers and meeting fees (member and chairman) provided to committee chairs above that provided to regular board members.

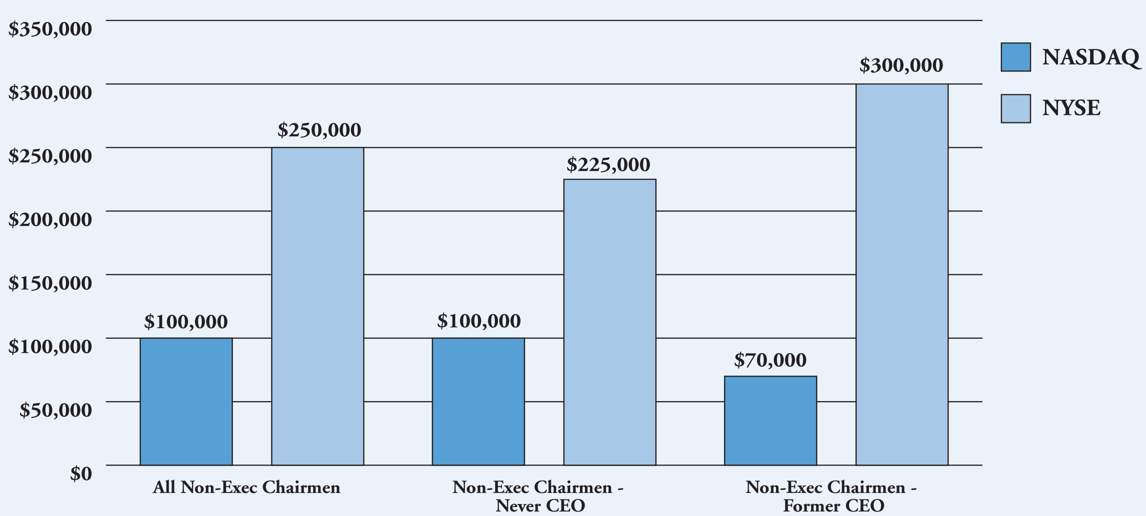
	Median Retainers		Median Meeting Fee	
	NASDAQ	**NYSE**	**NASDAQ**	**NYSE**
Total Chair Retainers				
Audit Committee	$15,000	$20,000	$1,500	$2,000
Compensation Committee	$10,000	$12,125	$1,500	$1,750
Nominating & Governance Committee	$10,000	$10,000	$1,500	$1,500

A non-executive chairman is a chairman who is not currently an employee of the Company. We classify non-executive chairmen into two groups: those who were formerly the CEO of the Company and those that have never been the CEO of the Company. The NASDAQ companies had 25 non-executive chairmen, 11 of which were formerly the CEO of the Company. The NYSE companies had 13 non-executive chairmen, six of which were formerly the CEO.



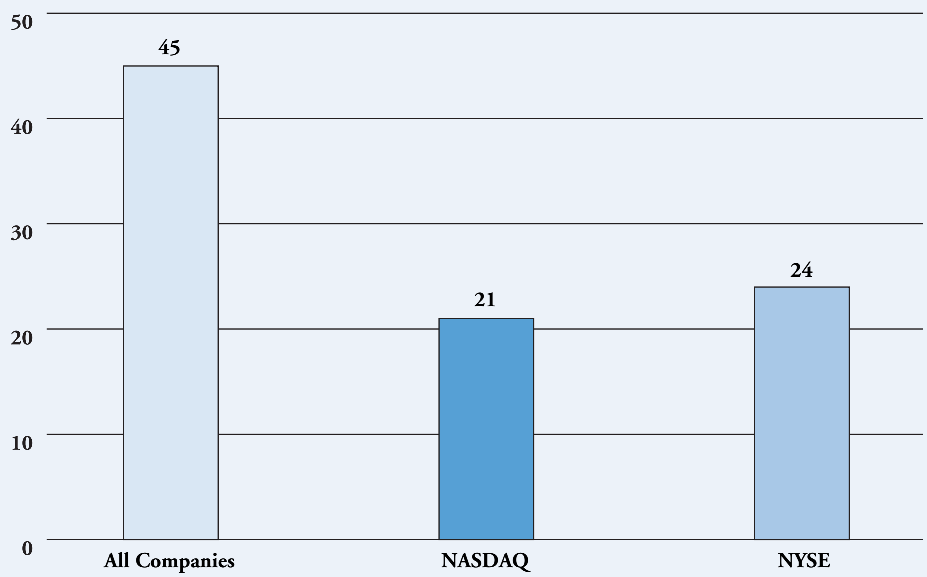
Median compensation for serving as the non-executive chairman, in addition to that paid for regular board service, is shown below. Such compensation is usually a mix of cash and equity and tends to reflect the chairman's responsibilities, which vary significantly across companies. The median value of the additional compensation provided to non-executive chairmen at NYSE companies is considerably larger than the amount provided at NASDAQ companies.

The median ratio of non-executive chairman additional compensation to regular board member compensation for NYSE companies is approximately 1.50 for former CEOs and 1.15 for those who have never been the CEO. The median ratio for NASDAQ companies is approximately 0.30 for former CEOs and 0.45 for those who have never been the CEO. Due to the small sample size used for calculations, it is impossible to draw meaningful conclusions.

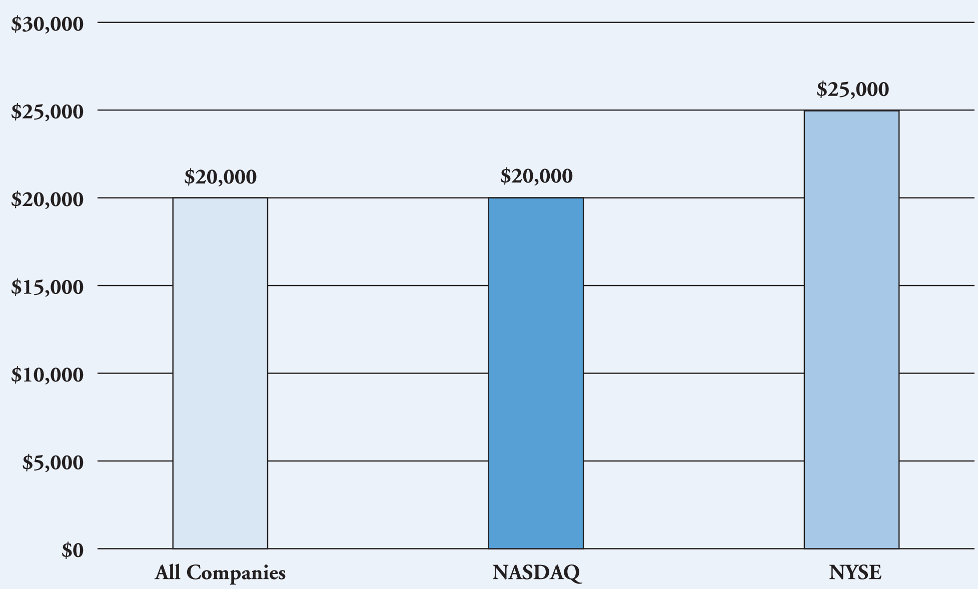


LEAD DIRECTOR COMPENSATION

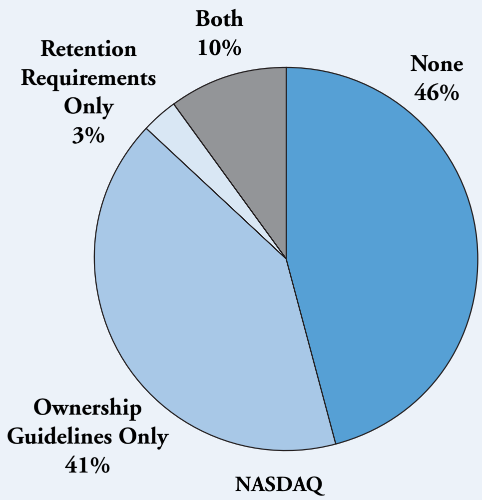
Many companies have established the role of "Lead Director" (in some cases referred to as "Presiding Director"), whose purpose is often to act as an independent control on the influence of Chairman-CEOs. Lead Directors have become more prevalent in recent years as companies have adjusted their board structures to reflect corporate governance "best practices." The chart below shows the number of Lead Directors that receive compensation above that provided to regular board members. Fifty-four of the companies in this study currently have Lead Directors, and 45 of these pay additional compensation to their Lead Director, up from 40 companies in last year's report.

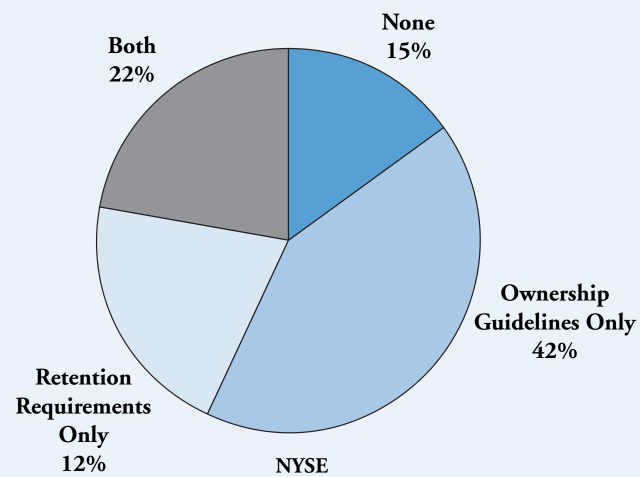


The chart below shows the median additional compensation (for those companies that provide such compensation) provided to the Lead Director at NYSE and NASDAQ companies. These amounts are typically paid in the form of cash retainers, although certain companies provide this additional compensation in the form of equity awards (stock awards or stock options). The median value of compensation provided to Lead Directors has remained relatively unchanged from last year, with the median value for Lead Directors at NYSE companies increasing slightly.



In an effort to further align directors' interests with those of shareholders, companies increasingly require that directors own shares. Ownership program designs are either specific ownership guidelines or share retention requirements. The most prevalent forms of ownership guidelines require directors to accumulate and hold a certain amount of company stock, and are typically defined as a multiple of the director's annual cash board retainer. Retention requirements most commonly take the form of a mandatory holding period for vested stock awards or deferred stock units that have been granted to the director. Fifty-four percent of NASDAQ companies have stock ownership guidelines of some type, compared to 85 percent of NYSE companies. The following charts show the percentage of NASDAQ and NYSE companies that disclose such requirements:





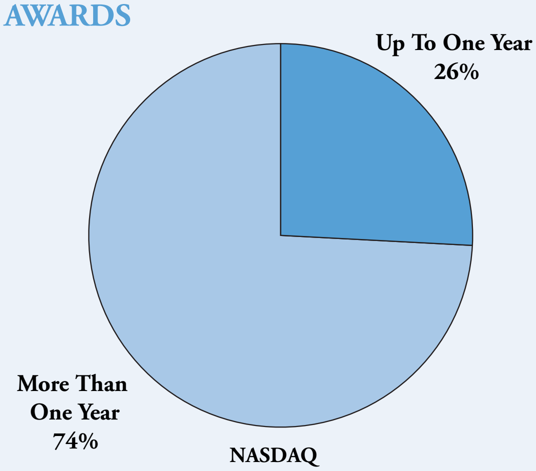
- 41 percent of NASDAQ companies (up from 31 percent last year) and 42 percent of NYSE companies (up from 37 percent last year) use ownership guidelines exclusively (i.e. no additional retention requirements).
- The number of NASDAQ companies using retention requirements (three percent) remained more-or-less the same as last year (two percent), while 21 percent of NYSE companies used such requirements (up from 12 percent last year).
- The number of NASDAQ companies using both ownership guidelines and retention requirements (ten percent) increased only slightly from last year (six percent). Twenty-two percent of NYSE companies used both ownership guidelines and retention requirements (down from 31 percent last year). The decrease here is due to widespread implementation of retention requirements through the increased prevalence of deferred stock unit awards.

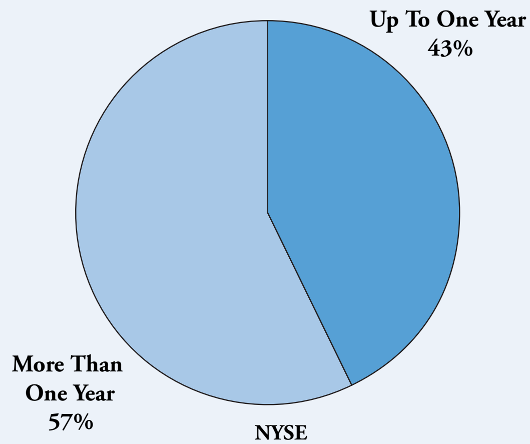
VESTING OF EQUITY AWARDS

This year's analysis provides prevalence of vesting periods for initial and annual equity grants made to outside directors. We consider i) vesting periods lasting up to and including one year, and ii) vesting periods lasting longer than one year. Only companies that disclosed vesting requirements in their annual proxy are included in the sample set, and mandatory deferred stock units that convert into shares upon termination of board service are not considered for the analysis.

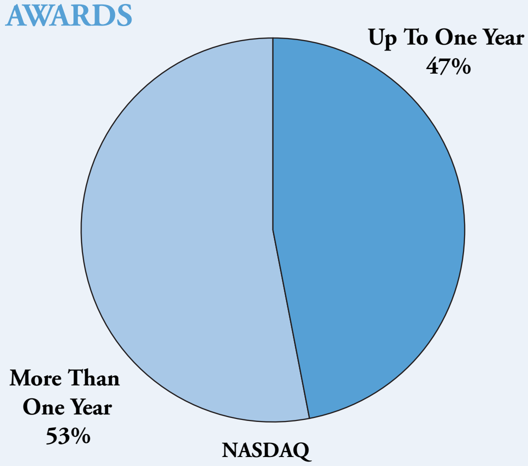
The following charts provide the number using the various vesting periods for initial and annual equity awards:

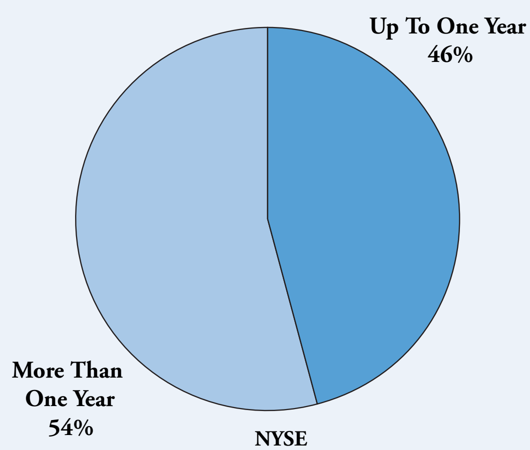
INITIAL AWARDS





ANNUAL AWARDS





Longer vesting periods are more widely applied to initial awards, and are only slightly less prevalent for annual awards. At NASDAQ companies, where stock compensation represents a larger portion of total compensation, we see longer vesting periods for initial awards than at NYSE companies.

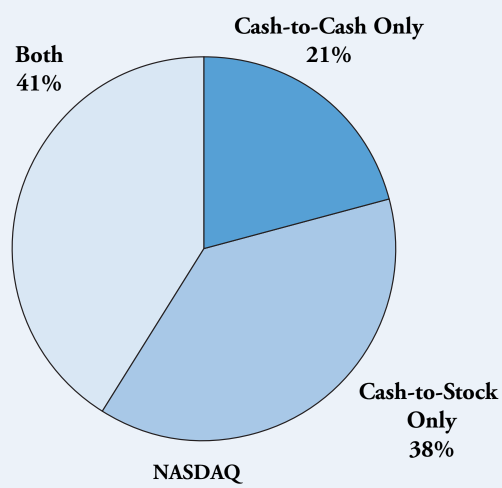
An important added benefit for attracting and retaining directors is the ability to voluntarily defer receipt of both cash-based and stock-based compensation. New SEC disclosure rules provide additional information on deferred compensation programs for outside directors. We have organized deferral programs into the following three categories:

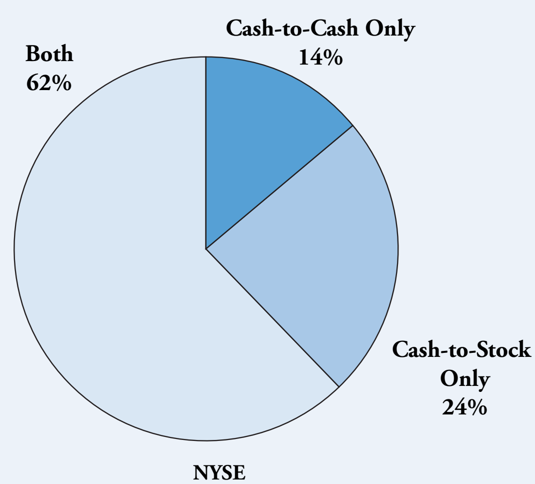
- Cash-to-Cash Deferrals – Directors may elect to defer part or all of their cash compensation into a cash account, in which they have various investment options.
- Cash-to-Stock Deferrals – Directors may elect to defer part or all of their cash compensation into deferred stock units, or "phantom shares," of the Company's stock. Stock amounts are generally deferred until termination of board service, when they are paid either in shares of company stock or cash.
- Stock-to-Stock Deferrals – Directors may elect to defer receipt of equity awards (option gains at exercise, restricted stock, or outright stock grants) into deferred stock units.

Note that this analysis does not consider mandatory deferrals, such as stock units that automatically convert to shares upon termination of board service.

Of the 34 NASDAQ companies providing disclosure on voluntary deferred compensation programs for directors, seven companies provide cash-to-cash deferrals only, 13 provide cash-to-stock deferrals only, and 14 provide both opportunities. Of the 84 NYSE companies providing such disclosure, 12 companies provide cash-to-cash deferrals only, 20 provide cash-to-stock deferrals only, and 52 provide both opportunities.

The following charts show the prevalence of voluntary cash deferral opportunities for those companies disclosing such programs:





Twenty-three of the 200 companies (four NASDAQ and 19 NYSE) in our study disclosed voluntary stock-to-stock deferrals, and each of these were among the above companies disclosing cash deferrals.

NASDAQ COMPANIES

ACTIVISION
ADOBE SYSTEMS
AKAMAI TECHNOLOGIES
ALTERA
AMAZON.COM
AMERICAN CAPITAL STRATEGIES
AMGEN
AMYLIN PHARMACEUTICALS
APOLLO GROUP
APPLE
APPLIED MATERIALS
AQUANTIVE
AUTODESK
BEA SYSTEMS
BED BATH & BEYOND
BIOGEN IDEC
BIOMET
BROADCOM
C.H. ROBINSON WORLDWIDE
CADENCE DESIGN SYSTEMS
CDW
CELGENE
CEPHALON
CINCINNATI FINANCIAL
CINTAS
CISCO SYSTEMS
CITRIX SYSTEMS
COGNIZANT TECHNOLOGY SOLUTIONS
COMCAST
COSTCO WHOLESALE
CYTYC
DELL
DENTSPLY INTERNATIONAL
DISCOVERY HOLDING
E TRADE FINANCIAL
EBAY
ECHOSTAR COMMUNICATIONS
ELECTRONIC ARTS
ENDO PHARMACEUTICALS
EXPEDIA
EXPEDITORS INTERNATIONAL WASHINGTON
EXPRESS SCRIPTS
FASTENAL
FIFTH THIRD BANCORP
FIRST SOLAR
FISERV
GENZYME
GILEAD SCIENCES
GOOGLE
HUDSON CITY BANCORP
HUNTINGTON BANCSHARES
IAC/INTERACTIVECORP
INTEL
INTUIT
INTUITIVE SURGICAL
JOY GLOBAL
JUNIPER NETWORKS
KLA-TENCOR
LAM RESEARCH
LAMAR ADVERTISING
LEAP WIRELESS INTERNATIONAL
LEVEL 3 COMMUNICATIONS
LIBERTY GLOBAL
LINEAR TECHNOLOGY
MAXIM INTEGRATED PRODUCTS
MEDIMMUNE
MICROCHIP TECHNOLOGY
MICROSOFT
MOLEX
MONSTER WORLDWIDE
NETWORK APPLIANCE
NII HOLDINGS
NORTHERN TRUST
NVIDIA
ORACLE
PACCAR
PATTERSON COMPANIES
PAYCHEX
PENN NATIONAL GAMING
PRICE (T. ROWE) GROUP
QUALCOMM
SANDISK
SCHEIN HENRY
SCHWAB (CHARLES)
SEARS HOLDINGS
SEI INVESTMENTS
SIGMA-ALDRICH
STAPLES
STARBUCKS
SUN MICROSYSTEMS
SYMANTEC
TD AMERITRADE HOLDING
TELLABS
VERISIGN
VIRGIN MEDIA
WHOLE FOODS MARKET
WYNN RESORTS
XILINX
YAHOO
ZIONS BANCORPORATION

3M
ABBOTT LABORATORIES
ALCOA
ALLSTATE
ALTRIA GROUP
AMERICAN EXPRESS
AMERICAN INTERNATIONAL GROUP
ANHEUSER-BUSCH COMPANIES
AT&T
BANK OF AMERICA
THE BANK OF NEW YORK MELLON
BAXTER INTERNATIONAL
BERKSHIRE HATHAWAY
BOEING
BRISTOL-MYERS SQUIBB
BURLINGTON NORTHERN SANTA FE
CAPITAL ONE FINANCIAL
CARDINAL HEALTH
CATERPILLAR
CHEVRON
CITIGROUP
COCA-COLA
COLGATE-PALMOLIVE
CONOCOPHILLIPS
CORNING
CVS CAREMARK
DEERE & COMPANY
DEVON ENERGY
DIRECTV GROUP
DISNEY (WALT)
DOMINION RESOURCES
DOW CHEMICAL
DU PONT (E I) DE NEMOURS
EMC CORP
EMERSON ELECTRIC
EXELON
EXXON MOBIL
FEDERAL HOME LOAN MORTGAGE
FEDEX
FRANKLIN RESOURCES
FREEPORT-MCMORAN
GENENTECH
GENERAL DYNAMICS
GENERAL ELECTRIC
GOLDMAN SACHS GROUP
HALLIBURTON
HARTFORD FINANCIAL SERVICES
HEWLETT-PACKARD
HOME DEPOT
HONEYWELL INTERNATIONAL
ILLINOIS TOOL WORKS
INTERNATIONAL BUSINESS MACHINES
JOHNSON & JOHNSON
JPMORGAN CHASE
KIMBERLY-CLARK
KRAFT FOODS
LAS VEGAS SANDS
LEHMAN BROTHERS HOLDINGS
LILLY (ELI)
LOCKHEED MARTIN
LOEWS
LOWE'S COMPANIES
MARATHON OIL
MCDONALD'S
MEDTRONIC
MERCK
MERRILL LYNCH
METLIFE
MONSANTO
MORGAN STANLEY
MOTOROLA
NEWS CORP
OCCIDENTAL PETROLEUM
PEPSICO
PFIZER
PROCTER & GAMBLE
PRUDENTIAL FINANCIAL
SCHERING-PLOUGH
SPRINT NEXTEL
SUNTRUST BANKS
TARGET
TEXAS INSTRUMENTS
TIME WARNER CABLE
TIME WARNER
TRAVELERS
U S BANCORP
UNION PACIFIC
UNITED PARCEL SERVICE
UNITED TECHNOLOGIES
UNITEDHEALTH GROUP
VALERO ENERGY
VERIZON COMMUNICATIONS
VIACOM
WACHOVIA
WALGREEN
WAL-MART STORES
WASHINGTON MUTUAL
WELLPOINT
WELLS FARGO
WYETH

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Frederic W. Cook & Co., Inc. is an independent consulting firm specializing in executive and director compensation and related corporate governance matters. Formed in 1973, our firm has served more than 2,000 corporations, including 24 percent of the Fortune 200 during 2006, in a wide variety of industries from our offices in New York, Chicago, Los Angeles, San Francisco and Atlanta. Our primary focus is on performance-based compensation programs that help companies attract and retain business leaders, motivate and reward them for improved performance, and align their interests with shareholders. Our range of consulting services includes:

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