2013 Director Compensation Report

Non-Employee Director Compensation Across Industries and Size

DECEMBER 2013

FREDERIC W. COOK & CO., INC.

TABLE OF CONTENTS

I. EXECUTIVE SUMMARY

Director compensation levels have stabilized since the introduction of the Dodd-Frank Act, with recent increases in the low to mid single digits (i.e., 3% to 6%). Compared to last year, small-cap companies had the largest increase in total director compensation. Director workload and oversight continues to increase, especially for Compensation Committee members, in light of regulatory changes like Say-on-Pay and mandated risk assessments. From a design perspective, the trend is toward simpler, more transparent director compensation programs that reward directors based on degree of responsibility, promote independence and objectivity, and align director interests with shareholders. Companies are moving away from Board and committee meeting fees to simplify administration and communicate that attendance is expected. In addition, companies are replacing stock options with deferred or restricted shares to provide stronger alignment between directors' and shareholders' long-term interests and to address investor concerns about the appropriateness of stock options due to their risk and reward profile.

The structure of this report focuses on director compensation across different industry sectors and company size categories. Industry comparisons have been expanded this year to include energy companies. This report includes 300 publicly traded companies in the financial services, industrial, retail, technology, and energy sectors, divided into three size categories based on market capitalization.

Key findings from the 2013 Board of Directors Compensation Report include:

Total Compensation Levels

- Total compensation levels are largely dependent on company size, while the relationship between pay levels and industry is less apparent
- Median total compensation for board service is summarized below:

MEDIAN VALUES	SMALL CAP	MID CAP	LARGE CAP
	Less than $1B	**$1B - $5B**	**Greater than $5B**
Market Capitalization ($M)	$465	$2,661	$17,436
Total Compensation - 2013 Study	$125,260	$182,500	$236,650
Total Compensation - 2012 Study	$118,000	$178,000	$229,000
Year-Over-Year Increase	6%	3%	3%

- Median total compensation increased at a faster rate in small-cap companies compared to mid- and large-cap companies
- Industrial and technology companies have the first and second highest median total compensation levels, respectively, while financial services companies have the lowest

Cash/Equity Mix

- The financial services sector pays the highest portion of total compensation in cash (55% of total compensation) and technology companies the lowest (34% of total compensation in cash)
- Small-cap companies pay the highest portion of total compensation in cash (53% of total compensation), and large-cap companies the lowest (39% of total compensation in cash)

I. EXECUTIVE SUMMARY

Cash Compensation

- The highest board retainer is provided in industrial companies and technology companies pay the lowest
- Similar to total compensation, board retainer levels are largely dependent on company size. Board retainers at large-cap companies are almost double the amount at small-cap companies
- Board meeting fees have not increased and remain at $1,500 from last year

Equity Compensation

- Stock awards (or stock units) are the most prevalent form of equity compensation and are most frequently determined based on a fixed dollar value versus number of shares
- Equity compensation continues to shift away from options toward full-value shares, illustrated by an approximately 20% year-over-year decline from our prior year's study in the number of companies that grant stock options
- With the exception of technology companies, stock option use is minimal (utilized by less than 15% of financial services, industrial, retail, and energy companies, compared to 30% of technology companies)

Program Structure

- Large companies (i.e., market capitalization greater than $5 billion) tend to have simple compensation structures composed of two parts:
    1. retainers for board and committee chair service, and
    2. equity awards delivered in full-value stock or stock units
- Committee chairs are usually provided additional retainers for leadership of the audit, compensation, or nominating and governance committees. Audit committee chairpersons and members continue to receive the highest level of compensation for committee service
- When provided, compensation for committee member service is usually in the form of meeting fees. The median meeting fee for the survey population is $1,500, with minimal variations based on industry or size
- A strong correlation exists between retainers for non-executive chairman and company size with large-cap companies paying three times as much as small-cap companies. Energy companies have the highest non-executive chairman retainers, followed by retail and industrial companies
- The median additional retainer for lead director service ranges from $20,000 to $25,000 across companies of various industries and different sizes

Research Sample

This study is based on 300 companies selected to include the financial services, industrial, retail, technology, and energy sectors of various sizes. Industry classifications were based on Standard & Poor's Global Industry Classification Standard (GICS) Industry Group code. The same 300 companies were grouped by size into small, mid-sized, and large segments based on market capitalization as of April 30, 2013. The complete list of companies included in this study is included at the end of the report.

MARKET CAPITALIZATION SEGMENTS

	Small Cap Less than $1B	Mid Cap $1B - $5B	Large Cap Greater than $5B	Total
Financial Services	20	20	20	60
Industrial	20	20	20	60
Retail	20	20	20	60
Technology	20	20	20	60
Energy	20	20	20	60
Total	**100**	**100**	**100**	**300**

Market capitalization and trailing 12-month revenue as of April 30, 2013 are shown below:

	MARKET CAPITALIZATION ($M)			TRAILING 12-MONTH REVENUE ($M)		
Industry	**25th Percentile**	**Median**	**75th Percentile**	**25th Percentile**	**Median**	**75th Percentile**
Financial Services	$991	$2,604	$11,414	$446	$1,282	$4,441
Industrials	$659	$3,529	$7,705	$1,292	$4,340	$10,465
Retail	$549	$2,306	$10,623	$1,229	$3,758	$9,947
Technology	$616	$2,716	$9,062	$466	$1,377	$3,621
Energy	$708	$2,493	$14,817	$1,284	$4,271	$16,601
Size	**25th Percentile**	**Median**	**75th Percentile**	**25th Percentile**	**Median**	**75th Percentile**
Small Cap	$211	$465	$652	$228	$702	$1,376
Mid Cap	$1,912	$2,661	$3,904	$1,208	$2,410	$4,605
Large Cap	$10,165	$17,436	$34,042	$5,061	$12,368	$28,970

Information regarding each company's director compensation program was collected from the Securities and Exchange Commission disclosure statements, including annual proxy statements and annual reports in the one-year period ending May 31, 2013.

Methodology

In addition to compensation for basic board service, we analyze compensation for service on each of the three most typical independent board committees (i.e., audit, compensation, and nominating and corporate governance). Pay components in this study include:

- Annual cash retainers and meeting fees for board service
- Additional compensation for chairing the board or serving as lead director
- Annual cash retainers and meeting fees for committee member and chair service
- Equity compensation, in the form of stock options or full-value stock awards (i.e., common shares, restricted shares/units, and deferred shares/units)

We also collected data on the prevalence of elective cash deferrals, stock ownership guidelines, mandatory retirement age, and pledging rules.

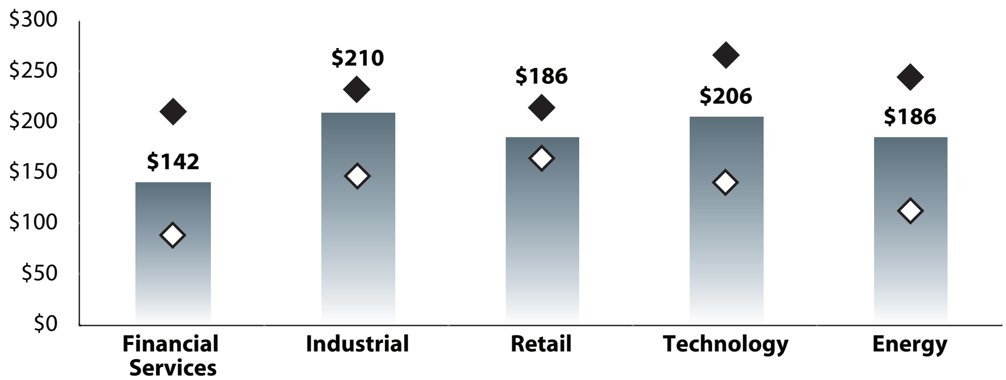
Assumptions used to facilitate comparisons include:

- Each board meets seven times per year
- A director holds one committee membership and attends six committee meetings per year
- All equity compensation is valued using closing stock prices as of April 30, 2013
- All equity compensation is annualized over a five-year period (e.g., if a company makes a "larger than normal" equity grant upon initial election to the board followed by smaller regular annual grants, our analysis takes the five-year average value of the initial grant and the four subsequent annual grants)
- Stock options are valued using each individual company's publicly disclosed Accounting Standards Codification ("ASC") Topic 718 assumptions (i.e., those used by companies to estimate the grant date fair value of stock option grants); this methodology aligns the option values used in this study with the accounting costs

Total Compensation – Pay Levels

Total compensation assumes a director attends seven board meetings, holds one committee membership, and attends six committee meetings per year.

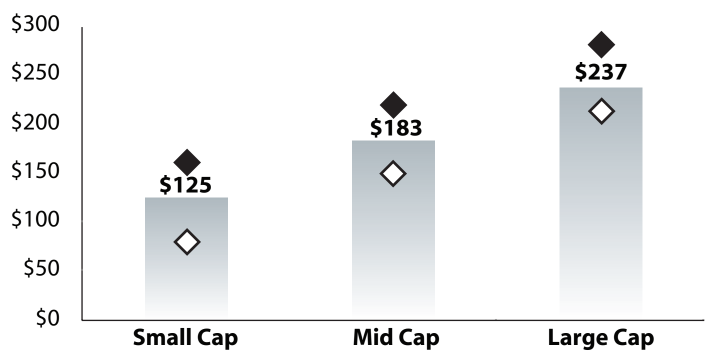
Industry



	Financial Services	Industrial	Retail	Technology	Energy
75th Percentile	$211	$233	$214	$267	$245
Median	$142	$210	$186	$206	$186
25th Percentile	$89	$148	$166	$141	$114

When segmented by industry, median total compensation levels are highest for industrial companies, followed by technology, retail and energy companies. The financial services sector has the lowest median total compensation levels.

Size

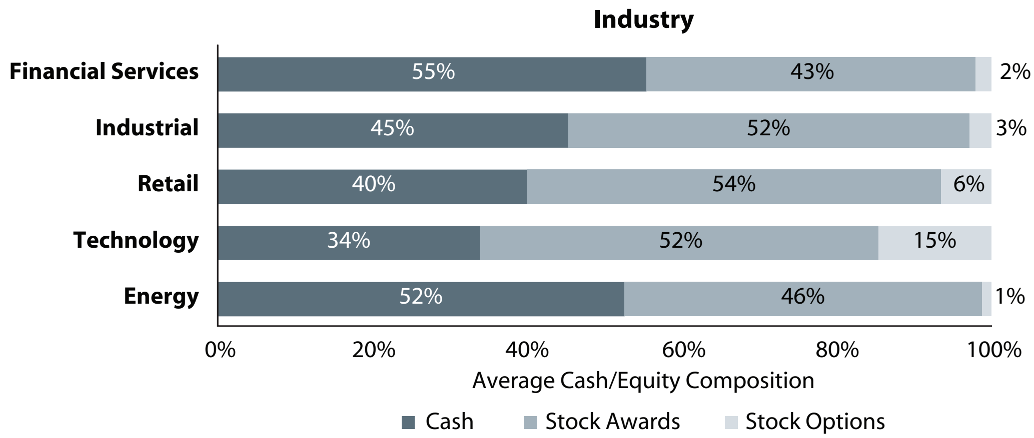


	Small Cap	Mid Cap	Large Cap
75th Percentile	$163	$220	$280
Median	$125	$183	$237
25th Percentile	$79	$150	$213

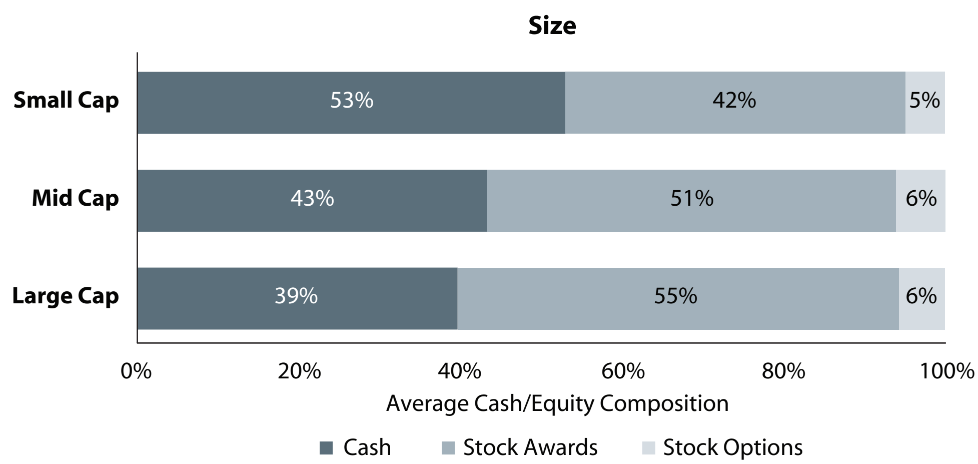
Variation in total board compensation levels is primarily related to the size of the company, as opposed to industry. The median total compensation received by directors in large-cap companies is nearly twice as much as small-cap companies. We note the range between the 25th and 75th percentile values is narrower for large-cap companies, indicating that in determining comparable peer organizations, it is more important for large-cap companies to focus on revenue, size, and market capitalization levels to determine comparable pay levels, as opposed to industry.

Total Compensation – Cash vs. Equity

Compensation for board service is typically composed of cash and equity awards (i.e. stock awards/equivalents and stock options). The charts below illustrate how the average pay mix of director compensation varies across industry and company size.



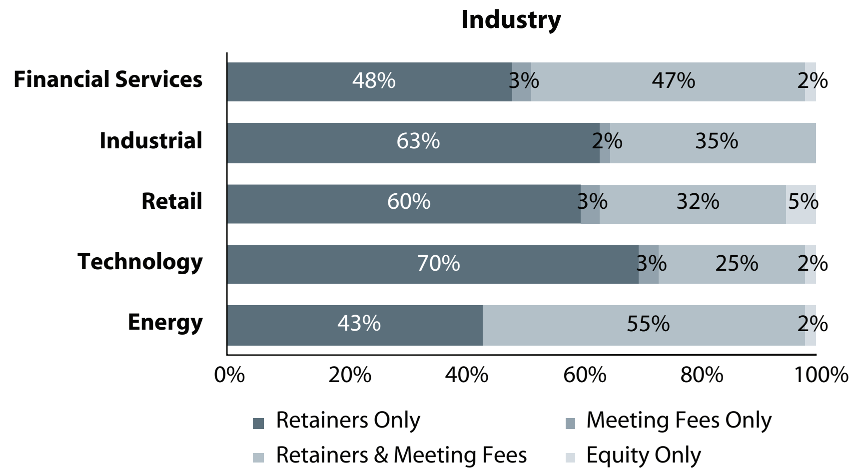
The financial services sector places the most emphasis on cash (55% of total compensation), while the technology sector provides the least at 34% of total compensation. Stock options are the least prevalent equity vehicle. The preference for stock awards will likely continue in light of the perceived relationship between stock options and risk-taking behavior, along with the fiduciary nature of board service. Stock options comprise 6% or less of average director total compensation among the financial services, industrial, retail, and energy sectors, but continue to be used by technology companies of all sizes.



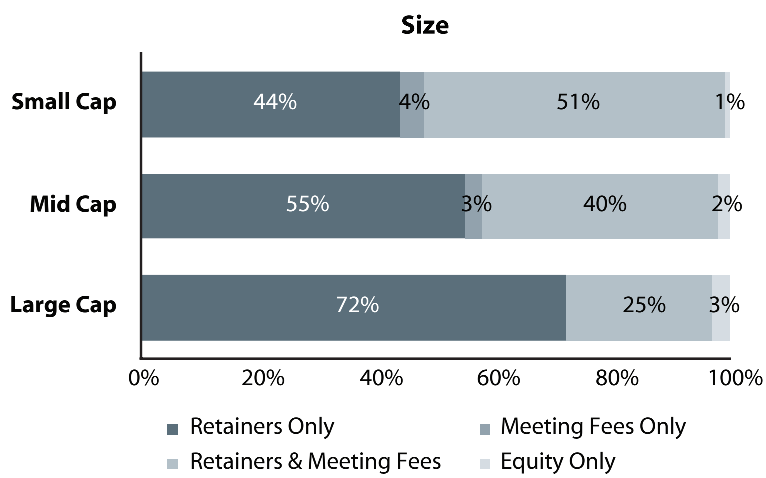
The larger companies offer a greater portion of total compensation in the form of equity. Larger companies, under greater scrutiny by the media and shareholders, are especially concerned about the fiduciary role of outside directors and alignment with shareholders, and therefore emphasize equity over cash compensation.

Cash Compensation Pay Structure

Director service is typically compensated through a fixed annual fee (i.e., retainer), a meeting fee for each board meeting attended, or a combination of both. Many companies have eliminated board meeting fees and increased board retainers to recognize meeting attendance is an expected part of board service.



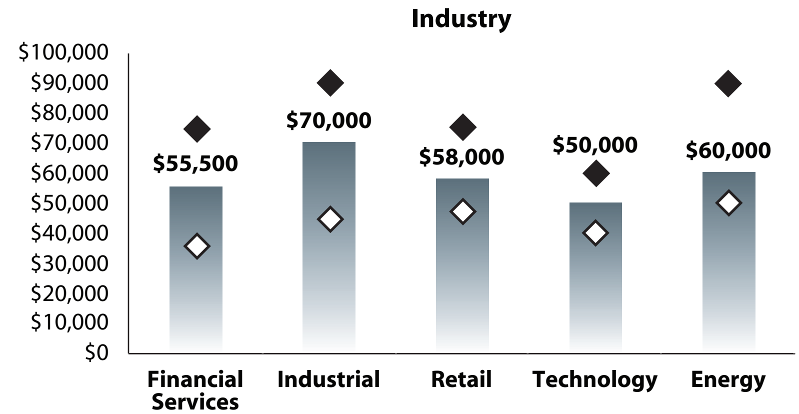
More than half of the companies in the financial services, industrial, retail, and technology sectors do not pay meeting fees. The number of companies utilizing meeting fees continues to decrease year-over-year.



Seventy-two percent of large cap companies use a retainer-only board compensation structure, compared to approximately half of the small- and mid-cap companies. Many of the small- and mid-cap companies continue to provide both retainers and meeting fees for board service.

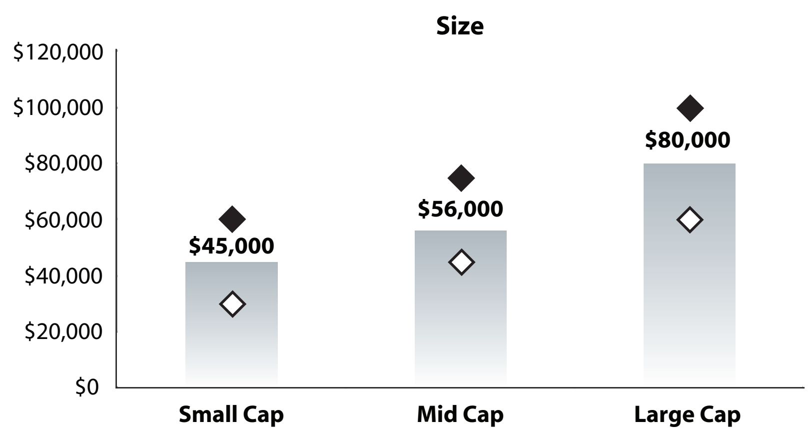
Board Cash Retainers

Our study shows a clear relationship between company size and board retainer levels, but only a slight variation based on industry. The median retainer by industry is tightly clustered between $50,000 to $60,000, with the exception of industrial companies, which has a higher median retainer of $70,000.



	Financial Services	Industrial	Retail	Technology	Energy
75th Percentile	$75,000	$90,000	$75,000	$60,000	$90,000
Median	$55,500	$70,000	$58,000	$50,000	$60,000
25th Percentile	$36,000	$45,000	$47,500	$40,000	$50,000

Median retainers for directors at small-, mid-, and large-cap companies are $45,000, $56,000, and $80,000, respectively. This represents approximately a $5,000 increase for all three segments over last year.



	Small Cap	Mid Cap	Large Cap
75th Percentile	$60,000	$75,000	$100,000
Median	$45,000	$56,000	$80,000
25th Percentile	$30,000	$45,000	$60,000

Board Meeting Fees

Median board meeting fees range from $1,500 to $2,000, with $2,000 being more typical among large-cap companies. Meeting fees are far less prevalent in large-cap companies as the vast majority have adapted the more simplified approach of providing retainers only. Retail and technology companies have higher meeting fees than other industries.

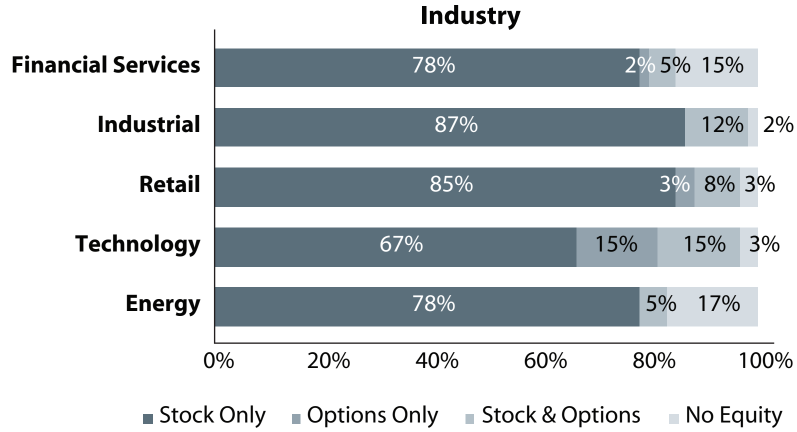
INDUSTRY	Prevalence	25th Percentile	Median	75th Percentile
Financial Services	50%	$1,313	$1,500	$2,000
Industrial	37%	$1,500	$1,500	$2,000
Retail	35%	$1,500	$2,000	$3,000
Technology	28%	$2,000	$2,000	$2,500
Energy	55%	$1,500	$1,500	$2,000

SIZE	Prevalence	25th Percentile	Median	75th Percentile
Small Cap	55%	$1,500	$1,500	$2,000
Mid Cap	43%	$1,500	$1,500	$2,250
Large Cap	25%	$1,500	$2,000	$2,500

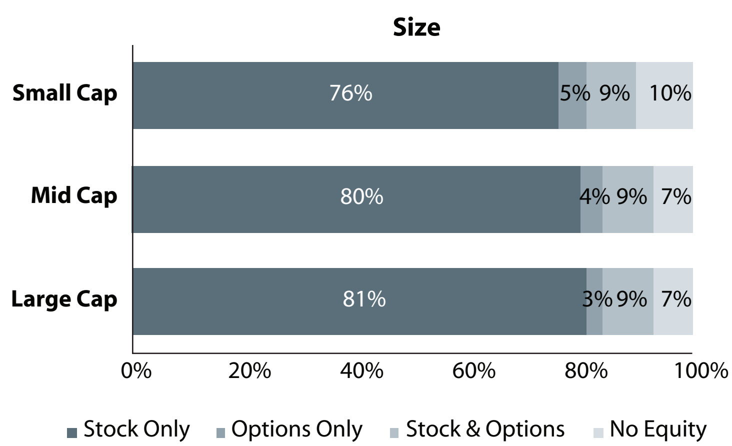
V. EQUITY AWARD TYPE

Full-value stock awards continue to be the most prevalent form of equity compensation for board service, as stock or stock units are viewed as more appropriate based on board fiduciary responsibilities and as providing stronger alignment with long-term shareholder interests than stock options.

Industrial and retail sectors continue to be the heaviest users of stock awards, followed by financial services and energy companies. Fifteen percent of technology and 3% of retail companies provide stock options as the sole equity vehicle. Fifteen percent of technology companies and 12% of industrial companies use a combination of stock awards and stock options (or 2 percentage points decrease from last year). Only 5% to 8% of the companies in the remaining sectors use this combination approach.



The graph below illustrates that providing stock awards only is the most prevalent equity approach for boards across all size segments.



VI. EQUITY AWARD DENOMINATION

Director equity programs primarily define annual equity grants based on fixed-dollar values instead of a fixed number of shares. Denominating equity awards as a fixed value eliminates the impact of stock price volatility and therefore, year-over-year fluctuation in grant value.

Most companies offer stock awards as a fixed dollar value. For those companies granting stock options, there is not a clear predominate approach to determine the annual equity grant although the vast majority of technology companies denominate stock option grants as a fixed number of shares. The table below shows the percentage of companies that denominate stock option and stock awards as a number of shares or a dollar value.

INDUSTRY: PERCENTAGE OF COMPANIES

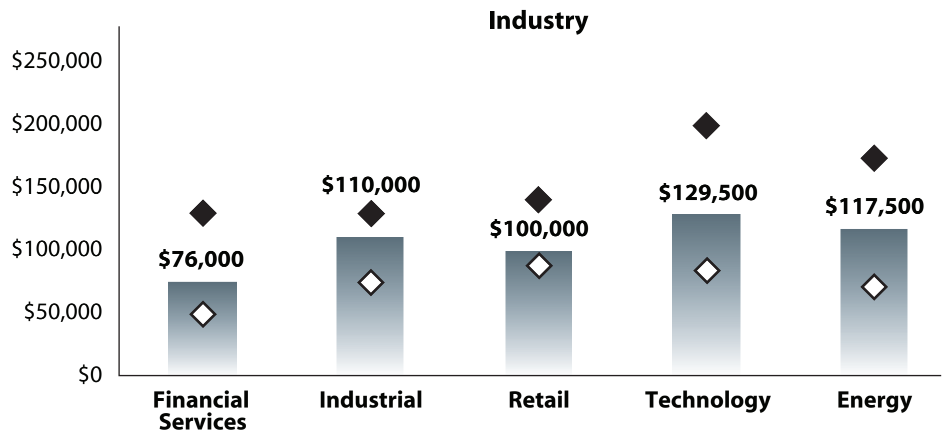
	Options		Stock Awards	
	Number of Shares	**Dollar Value**	**Number of Shares**	**Dollar Value**
Financial Services	50%	50%	19%	81%
Industrial	29%	71%	12%	88%
Retail	29%	71%	16%	84%
Technology	80%	20%	23%	77%
Energy	67%	33%	27%	73%

SIZE: PERCENTAGE OF COMPANIES

	Options		Stock Awards	
	Number of Shares	**Dollar Value**	**Number of Shares**	**Dollar Value**
Small Cap	71%	29%	24%	76%
Mid Cap	64%	36%	19%	81%
Large Cap	38%	62%	15%	85%

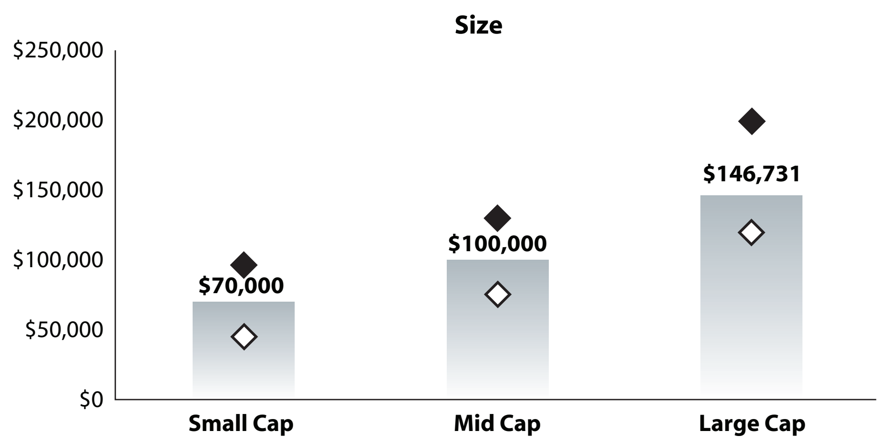
VII. EQUITY COMPENSATION VALUES

Median equity compensation values range from approximately $100,000 to $130,000 for industrial, retail, technology, and energy companies while the value is much lower for financial services ($76,000). There is greater variation in equity values between the 25th and 75th percentile for the technology sector in comparison to the other industries. This is likely due to the use of stock options as an equity vehicle, and the practice of determining annual grants based on number of shares versus target dollar value, the value of which is more subject to stock price volatility.



	Financial Services	Industrial	Retail	Technology	Energy
75th Percentile	$130,000	$130,000	$140,000	$200,000	$173,750
Median	$76,000	$110,000	$100,000	$129,500	$117,500
25th Percentile	$50,000	$75,000	$88,046	$84,375	$71,250

Similar to findings for cash compensation, the table below shows a positive relationship between company size and equity levels. The median equity value for small-cap companies of $70,000 is less than half the value for large-cap companies.

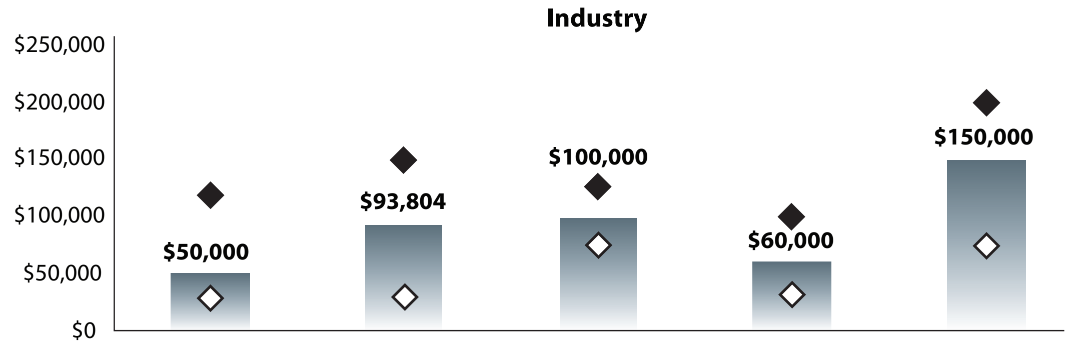


	Small Cap	Mid Cap	Large Cap
75th Percentile	$97,500	$130,000	$200,000
Median	$70,000	$100,000	$146,731
25th Percentile	$45,848	$76,000	$120,000

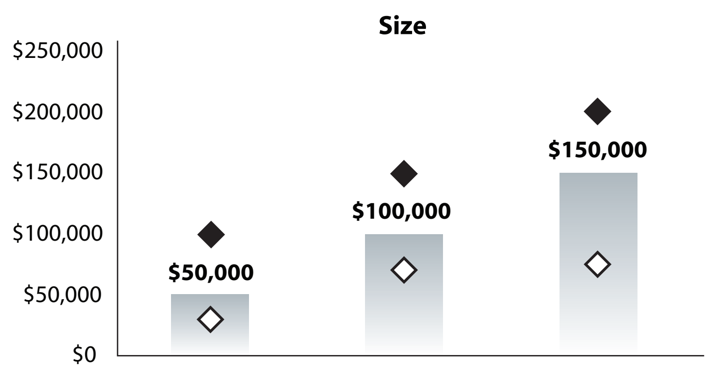
Chairman of the Board Retainer

There were a total of 122 non-executive chairman of the board in this year's study. Compensation for the chairman of the board, paid in addition to compensation for regular board member service, can be in the form of cash or equity. Energy companies provide the highest additional retainer for board chair service, followed by retail and industrial companies. Chairman pay is also highly dependent on company size. There is an increase in retainer at higher size segments.

The wide range between the 25th and 75th percentiles among energy companies and large-cap companies indicates variation in the chairman role at different companies, which is likely related to leadership structure and time commitment.



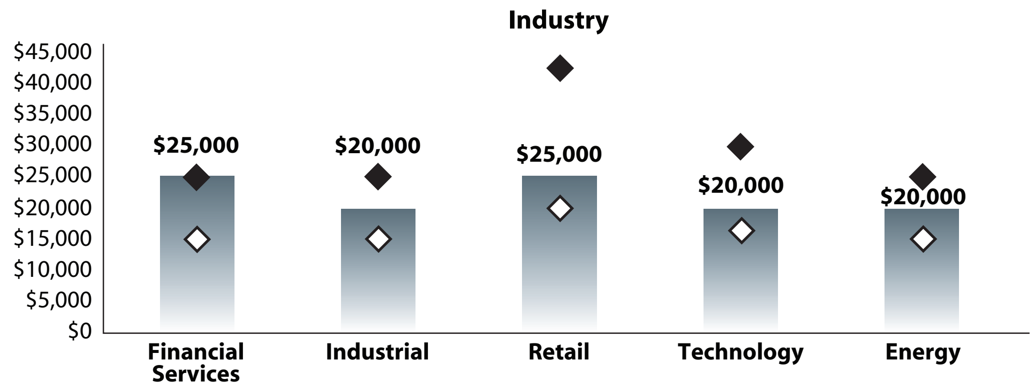
	Financial Services	Industrial	Retail	Technology	Energy
75th Percentile	$118,750	$150,000	$126,125	$100,000	$200,000
Median	$50,000	$93,804	$100,000	$60,000	$150,000
25th Percentile	$30,000	$30,000	$75,000	$31,692	$75,000



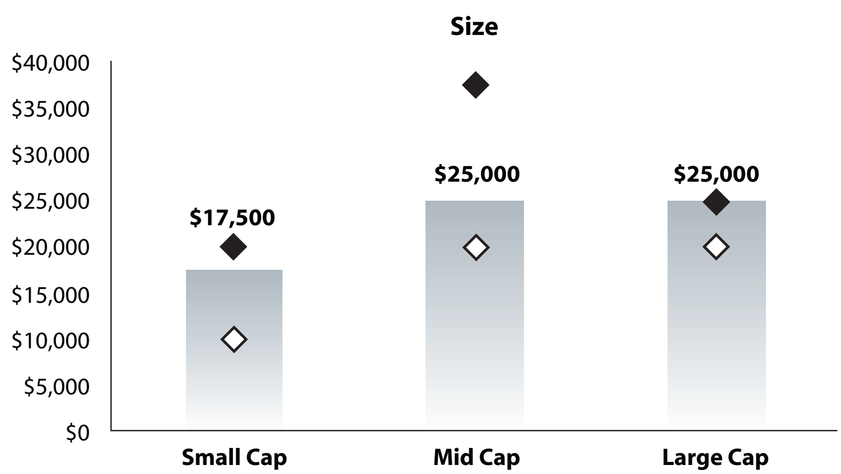
	Small Cap	Mid Cap	Large Cap
75th Percentile	$99,999	$150,000	$200,000
Median	$50,000	$100,000	$150,000
25th Percentile	$30,000	$70,000	$75,000

Lead Director Retainer

Of the 165 lead directors in our study, 114 (69%) received additional compensation for their service. The tables below show that there is limited variation in lead director compensation across industries and size, particularly in comparison to chairman of the board retainers. The median retainer is $20,000 to $25,000 across all industries. Lead director retainers among the small- and mid-cap companies increased from last year ($15,000 and $20,000, respectively) while retainers at large-cap companies stayed constant.



	Financial Services	Industrial	Retail	Technology	Energy
◆ 75th Percentile	$25,000	$25,000	$42,500	$30,000	$25,000
■ Median	$25,000	$20,000	$25,000	$20,000	$20,000
◇ 25th Percentile	$15,000	$15,000	$20,000	$16,250	$15,000



	Small Cap	Mid Cap	Large Cap
◆ 75th Percentile	$20,000	$37,500	$25,000
■ Median	$17,500	$25,000	$25,000
◇ 25th Percentile	$10,000	$20,000	$20,000

IX. COMMITTEE CHAIR COMPENSATION

Most companies provide additional compensation to committee chairs to recognize the time required to lead the committee. Some boards have questioned whether compensation chair retainers will become equal to audit committee chairs as scrutiny over executive compensation intensifies and responsibility levels increase. Over 90% of the companies in our research provide compensation to both audit and compensation committee chairs, and 26% of those companies pay their audit and committee chairs the same, compared to 23% and 20% in our 2012 and 2011 studies, respectively. We expect this trend to continue over the next few years.

The table below shows the prevalence and median levels of retainers and meeting fees paid to directors who chair the audit, compensation, or nominating and governance committees. Meeting fees paid to committee chairs and members range from $1,225 to $1,500. The amounts shown are in addition to compensation for board service.

Additional Compensation for Committee Chair (Median)

	RETAINERS			MEETING FEES		
	Audit	Compensation	Nominating & Governance	Audit	Compensation	Nominating & Governance
Prevalence *(All Companies)*	**94%**	**91%**	**88%**	**43%**	**43%**	**42%**
Industry						
Financial Services	$20,000	$10,000	$10,000	$1,250	$1,225	$1,250
Industrial	$15,000	$10,000	$10,000	$1,500	$1,500	$1,500
Retail	$20,000	$15,000	$10,000	$1,500	$1,500	$1,500
Technology	$21,250	$15,000	$10,000	$1,500	$1,500	$1,500
Energy	$15,000	$15,000	$10,000	$1,500	$1,500	$1,500
Size						
Small Cap	$15,000	$10,000	$7,500	$1,500	$1,500	$1,500
Mid Cap	$20,000	$15,000	$10,000	$1,500	$1,500	$1,500
Large Cap	$20,000	$15,000	$12,500	$1,500	$1,500	$1,500

Overall, directors who serve as chairpersons of the audit committee receive the highest retainer, followed by the compensation committee and the nominating and governance committee.

Technology companies provide slightly higher retainers for audit compared to others.

Compensation for committee chairmanship also varies by size. Large- and mid-cap companies provide committee chair retainers ranging from $10,000 to $20,000, followed by small-cap companies at $7,500 to $15,000.

X. COMMITTEE MEMBER COMPENSATION

Directors may receive additional compensation for serving on a board committee. The audit committee is commonly perceived to have the most responsibility and risk exposure; however, the heightened scrutiny over executive compensation has increased the time commitment and risk assumed by members of the compensation committee.

The table below shows the prevalence of retainers and meeting fees paid to directors who serve on the audit, compensation, or nominating and governance committees.

Prevalence of Retainers and Meeting Fees for Committee Service

	RETAINERS			MEETING FEES		
	Audit	Compensation	Nominating & Governance	Audit	Compensation	Nominating & Governance
Prevalence *(All Companies)*	**39%**	**30%**	**28%**	**42%**	**43%**	**42%**
Industry						
Financial Services	33%	18%	15%	57%	57%	52%
Industrial	33%	20%	18%	37%	37%	35%
Retail	33%	28%	25%	33%	33%	33%
Technology	67%	60%	55%	32%	32%	28%
Energy	27%	22%	20%	53%	52%	52%
Size						
Small Cap	29%	25%	23%	29%	25%	23%
Mid Cap	47%	34%	30%	42%	41%	39%
Large Cap	40%	30%	27%	31%	31%	28%
Median Pay Levels *(All Companies)*	**$10,000**	**$8,000**	**$6,000**	**$1,500**	**$1,500**	**$1,500**

Additional compensation for committee member service is most frequently delivered through meeting fees. As shown in the table above, over 40% of companies provide meeting fees to members of all three committees, while around one-third of companies provide retainers (slightly higher for audit committee members). However, it is important to note that the prevalence of meeting fees has decreased in recent years, and the prevalence of retainers has increased across the board. Making similar observations at the industry level, we noticed the technology sector is far more likely to provide retainers for committee service. On the opposite end of the spectrum, financial services companies are less likely to provide retainers for committee service; instead, nearly 60% of financial services companies use meeting fees.

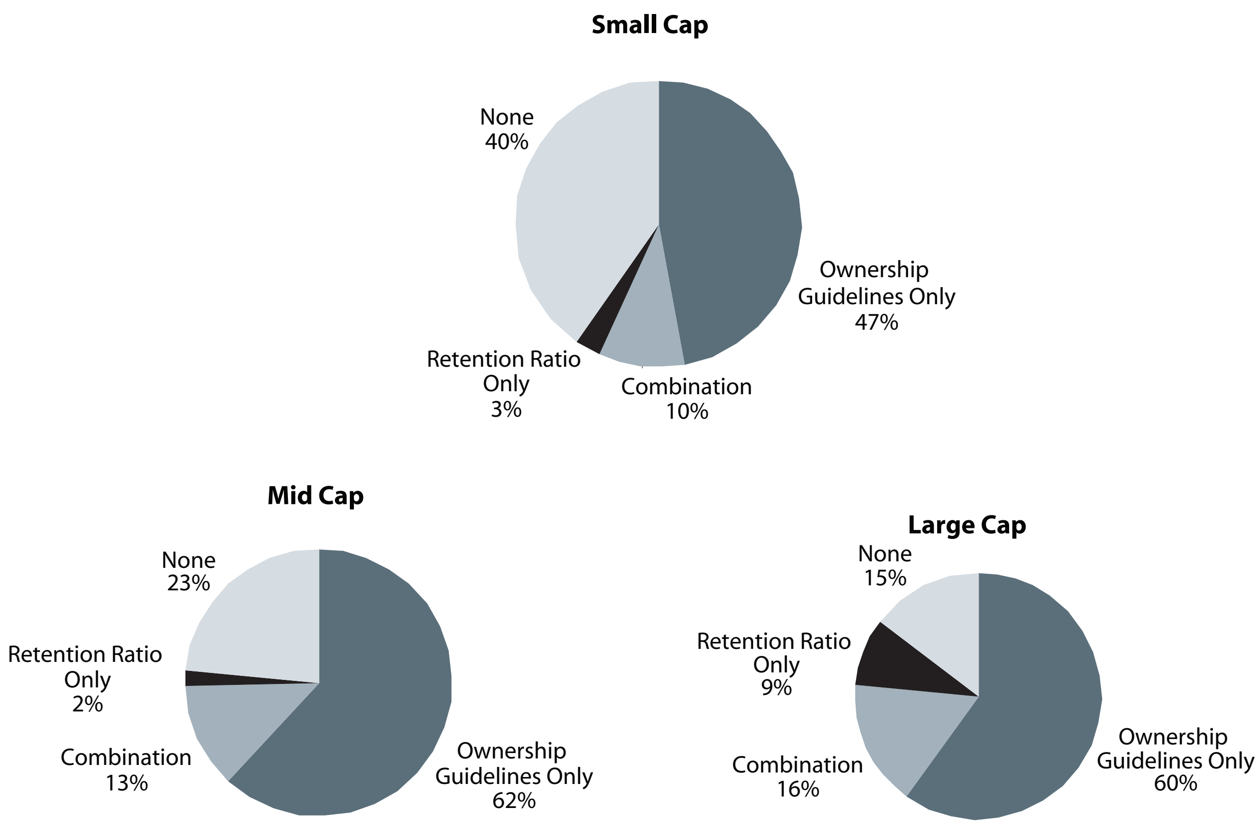
In general, compensation for committee service does not vary significantly by size or industry. When provided, compensation is most common and usually highest for the audit committee. Meeting fees are typically identical for all three committees.

XI. STOCK OWNERSHIP GUIDELINES

Stock ownership guidelines are commonly used to align director and shareholder interests. The graphs below illustrate that the most prevalent approach is to provide a specific level of ownership that directors must attain in a certain number of years. The required ownership level is usually defined as a fixed multiple of a director's cash board retainer, a fixed dollar value, or a fixed number of shares. Companies typically require directors to own three to five times annual cash board retainer within three to five years. Approximately 85% of the large-cap companies have some type of stock ownership guidelines and/or retention ratio practice in place, while only 60% of the small-cap companies have such practices.

An emerging trend is a retention ratio or a holding period in combination with the use of ownership guidelines. Retention ratios express ownership requirements as a percentage of "net shares" acquired (i.e., shares retained by the director through the exercise of options or vesting of full-value shares, net of shares used to fulfill tax obligations). Holding periods require directors to hold shares for a time period (e.g. one year) after exercise or vesting of shares.

Types of Stock Ownership Guidelines

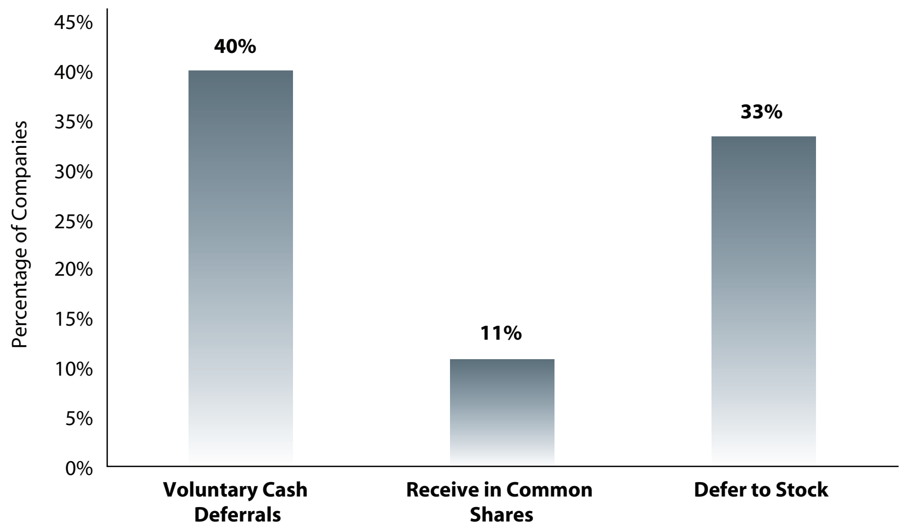


*Combination means the use of retention ratio in addition to ownership guidelines

XII. VOLUNTARY COMPENSATION DEFERRALS

Forty percent of companies allow directors to voluntarily defer cash compensation into alternative investments. The most prevalent approaches include investments similar to the company's 401(k) account for its employees or restricted stock units or company unit accounts that typically do not pay out until a director's termination from the board service. Election to receive common shares in lieu of cash compensation is less common.

Prevalence of Cash Deferral Alternatives



Anti-Pledging Rules

In response to the current corporate governance environment and updated proxy advisory firm policies (i.e., Institutional Shareholder Services or ISS), more companies are implementing formal anti-pledging rules (prohibition against pledging of shares) for both executives and directors. Pledging company stock as collateral for a loan is considered by ISS a "failure in risk oversight" since a margin call can force executives and directors to sell company stock at an inopportune time, which could subject the company to outside criticisms. Our study finds that 76 companies (25%) in the sample currently have formal anti-pledging rules. We anticipate this number to grow in the following years as more companies react to institutional shareholder pressures.

Mandatory Retirement Age

Having a mandatory retirement age allows companies to have a healthy turnover of directors as new directors often bring fresh ideas and talent to the table. Companies, however, have been raising the retirement age over the past few years as it is increasingly difficult to replace long-tenured directors who have valuable insight to the company's history. Seventy-two companies in our research sample disclosed mandatory retirement age with an average retirement age of 73.

XIV. RESEARCH COMPANY LIST

1-800-Flowers.com
3M
Abercrombie & Fitch
Accelrys
Adobe Systems
Advance Auto Parts Inc
Aeropostale
Alamo Group
Allstate Corp
Alon USA Partners
Altera
Amazon.com
American Financial Group Inc
American Greetings
American Midstream Prtnrs
Amkor Technology Inc
Anadarko Petroleum Corp
Analog Devices
ANN
Apache Corp
Apartment Investment & Management
Applied Materials
Applied Micro Circuits
Argo Group Intl Holdings Ltd
Arkansas Best
Assurant
Atlas Air Worldwide
Autozone
Avery Dennison
Axcelis Technologies
Baker Hughes Inc
Bank Jos A Clothiers
Barnes Group
Basic Energy Services Inc
BB&T
Bebe Stores
Bed Bath & Beyond
Belden
Best Buy
Bgc Partners Inc
Big 5 Sporting Goods Corp
Big Lots
Bill Barrett Corp
Biofuel Energy Corp
Bon Ton Stores
Bristow Group Inc
Broadcom
Brown & Brown
Brown Shoe
Brunswick Corp
Build A Bear Workshop
C&J Energy Services Inc
CA
Cache
Cadence Design Systems
Calumet Specialty Prods LP
Capital One Financial
Cascade Bancorp
Caterpillar
Cathay General Bancorp
Cbiz
Cenovus Energy Inc
Cenveo
Chesapeake Energy Corp
Chevron Corp
Childrens Place Retail Stores
Cincinnati Financial
Citrix Systems
Clayton Williams Energy Inc
CNO Financial Group, Inc.
Cognex
Cognizant Technology Solutions
Coldwater Creek Inc
Colfax Corp
Comerica
Compressco Partners
Comscore
Comstock Resources Inc
Conocophillips
Con-Way
Cowen Group Inc
Cree
Crosstex Energy Inc
CSG Systems International
CTS
Cummins
DCP Midstream Partners
Deere & Co.
Delek US Holdings Inc
Dicks Sporting Goods
Dillards
Dover Corp
Dresser-Rand Group Inc
Dst Systems Inc
Duke Realty
E*Trade Financial
Earthlink
Emcore
Enbridge Inc
Encana Corp
Engility Holdings Inc
Enpro Industries
Equal Energy Ltd
Equinix Inc
Era Group Inc
Expeditors International of Washington
Express
Exterran Holdings Inc
Exxon Mobil Corp
F5 Networks
Fairchild Semiconductor
Falconstor Software
FBL Financial Group
Finish Line
First Acceptance Corp
First Defiance Financial Corp
Firstmerit Corp
Flagstar Bancorp Inc
Fluor Corp
Foot Locker Inc
Forbes Energy Services Ltd
Forest Oil Corp
Forum Energy Tech Inc
Frontline Ltd
Fuelcell Energy Inc
Gamco Investors, Inc. Et Al
Gamestop Corp.
Gap Inc
General Dynamics Corp
General Electric Co
Genesee & Wyoming Inc
Genesis Energy LP
Gentex Corp
Gibraltar Industries Inc
Global Partners LP
Goldman Sachs Group Inc
Goodrich Petroleum Corp
Graftech International Ltd
Green Plains Renewable Enrgy
Griffon Corp
Gt Advanced Technologies Inc
Guaranty Bancorp
Guess Inc
Half Robert International Inc
Halliburton Co
Hancock Holding Co
Harris & Harris Group Inc
Harris Corp
Hartford Financial Services Group Inc
Healthcare Realty Trust Inc
Home Depot Inc

XIV. RESEARCH COMPANY LIST

Hot Topic Inc
Hub Group Inc
Icg Group Inc
Imperial Oil Ltd
Ingram Micro Inc
Intel Corp
Invesco Ltd
Iron Mountain Inc
Itron
J C Penney Co Inc
Jabil Circuit Inc
Jacobs Engineering Group Inc
Jakks Pacific Inc
James River Coal Co
Jds Uniphase Corp
Johnson Outdoors
Joy Global Inc
Juniper Networks Inc
Kelly Services Inc
Kirkland'S, Inc
KLA Tencor Corp
Knight Capital Group Inc
Kohls Corporation
Korn Ferry International
Lasalle Hotel Properties
Lexmark International Inc
Limited Brands Inc
Lincoln National Corp
Lockheed Martin Corp
Lowes Companies Inc
LSI Corp
M&T Bank Corp
Mack Cali Realty Corp
Macy'S, Inc.
Madden Steven Ltd
Marathon Oil Corp
Marathon Petroleum Corp
Mattel
Maximus Inc
Mentor Graphics Corp
Metlife Inc
MGIC Investment Corp
Micron Technology Inc
Molex Inc
Morgan Stanley
Murphy Oil Corp
National Financial Prtnrs
National Oilwell Varco Inc
NCR Corp
Netapp, Inc.
Netflix
Noble Energy Inc
Nordstrom Inc
Northern Tier Energy LP
Northrop Grumman Corp
Nustar Energy LP
Office Depot Inc
OfficeMax Inc
Oneok Partners LP
Openwave Systems Inc
Oracle Corp
Overstock.com, Inc
Owens Corning
Pacer International Inc
Pacific Sunwear of California Inc
PBF Energy Inc
Pentair Inc
Pier 1 Imports Inc
Piper Jaffray Companies
Plug Power Inc
PLX Technology Inc
Power One Inc
Precision Drilling Corp
Price T Rowe Group Inc
Priceline Com Inc
Principal Financial Group Inc
Prologis
Quanta Services Inc
Quantum Corp
Radioshack Corp
Realpage Inc
Red Hat Inc
Regal Beloit Corp
Rent-A-Center Inc
Resources Connection Inc
Rimage Corp
Rockwell Collins Inc
Ross Stores Inc
RR Donnelley & Sons Co
Ryder System Inc
Saia Inc
Saks Inc
Sapient
Seacor Holdings Inc
Semgroup Corp
Sigma Designs Inc
Skywest Inc
Sovran Self Storage Inc
SPX Corp
Stamps.Com Inc
Stancorp Financial Group Inc
Standard Parking Corp
Staples Inc
Stratasys Inc
Sun Bancorp Inc
Superior Energy Services Inc
Susser Petroleum Prtnrs LP
Sypris Solutions Inc
Take-Two Interactive
Tanger Factory Outlet Centers Inc
Targa Resources Corp
Target Corp
TCF Financial Corp
TD Ameritrade Holding Corp
Teletech Holdings Inc
Tennant Co
Tesoro Corp
Textron Inc
Timken Co
TJX Companies Inc
Tompkins Financial Corp
Transocean Ltd
Travelers Companies, Inc.
Trimble Navigation Ltd
Tuesday Morning Corp
Union Pacific Corp
United Fire Group Inc
United Online Inc
United Parcel Service Inc
United Rentals Inc
URS Corp
US Bancorp
Vornado Realty Trust
Wabash National Corp
Washington Banking Co
Waste Connections, Inc.
Waste Management Inc
WebMD
Webster Financial Corp
Wells Fargo & Co
Western Refining Inc
Willbros Group Inc
Williams Sonoma Inc
Wilshire Bancorp Inc
World Fuel Services Corp
WPX Energy Inc
Xilinx Inc
Zale Corp
Zions Bancorporation

XV. COMPANY PROFILE

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 2,700 corporations, in a wide variety of industries from our offices in New York, Chicago, Los Angeles, San Francisco, Atlanta, Houston, Boston, and Tarrytown. 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:

- Annual Incentive Plans
- Change-in-Control and Severance
- Compensation Committee Advisor
- Competitive Assessment
- Corporate Governance Matters
- Corporate Transactions
- Directors' Compensation
- Incentive Grants and Guidelines
- Long-Term Incentive Design
- Ownership Programs
- Performance Measurement
- Recruitment/Retention Incentives
- Regulatory Services
- Restructuring Incentives
- Shareholder Voting Matters
- Specific Plan Reviews
- Strategic Incentives
- Total Compensation Reviews

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