CAP REPORT
CAP Compensation Advisory Partners REPORT | #3 | JANUARY 2012

2011-12 Director Compensation: Trends and Outlook

JANUARY 2012

By **Dan Laddin**, **Matt Vnuk**, and **Roman Beleuta**

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Introduction

We are pleased to present the 3nd annual report on non-employee director (NED) compensation produced by Compensation Advisory Partners LLC (CAP). The report provides:

- A review of current director pay practices among the largest public U.S. corporations (trend setting organizations)
- Observations regarding trends and outlook

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Additional information about Compensation Advisory Partners can be found in the Company Profile section of the Appendix.

1 Research assistance was provided by Armando Rivera, Alex Stahl, and Kevin Scott.

CAP regularly publishes research and articles focused on executive and director compensation, and related corporate governance issues, designated as a "CAPFlash." To sign up, please visit our website at www.capartners.com. Access to timely and targeted advice/data is critical to an informed and deliberate decision-making process.

Executive Summary

- **BEST IN CLASS DIRECTOR COMPENSATION PROCESS / PRACTICES**
- **RECENT LITIGATION**
- **NOTABLE FINDINGS / OUTLOOK**
- **ELEMENTS STUDIED**

Executive Summary

BEST IN CLASS DIRECTOR COMPENSATION PROCESS / PRACTICES

It continues to be important to comprehensively evaluate director pay programs on a regular basis or risk falling behind the curve in terms of desired market positioning and best in class program design. When programs are evaluated, the process and practices listed below should be considered.

Process – Independent Directors Should:

BEST IN CLASS DIRECTOR COMPENSATION PROCESS
Establish director pay levels and structure in an informed, deliberate and objective way, with consideration given to market data, trends and outlook
Define target market positioning for total pay · Generally, the target should align with the executive compensation philosophy · "Market" should reflect the peer group used for executive compensation benchmarking and/or size-appropriate general industry data
Use equity compensation as a tool to align the interests of non-employee directors and long-term shareholders
Disclose the director compensation philosophy and rationale for the program

Practices – Compensation / Governance Committees Should:

BEST IN CLASS DIRECTOR COMPENSATION PRACTICES
Align pay levels with an organization's size and complexity; to provide appropriate pay for time and responsibilities
Review director pay programs focusing on aggregate pay (Total Board Compensation), with consideration given to the ratio of cash compensation to equity compensation and additional pay for Board leadership roles
Structure pay so that equity represents at least half of the total
The pay program should be viewed as an "advisory fee" vs. an "attendance fee"
Establish meaningful equity ownership requirements that must be achieved within 5 years
Eliminate benefit / perquisite programs unless there is a strong business case for maintaining them

RECENT LITIGATION

The Delaware Chancery Court recently allowed a claim that directors paid themselves excessively to survive a motion to dismiss. The director pay claim survived because the Delaware Vice Chancellor in the case objected to the lack of limits on how much directors could pay themselves. The Board's decision on pay will not be protected under the business judgment rule. Instead, the entire fairness standard will apply to the case which requires the Board to show that both the process it undertook to determine director pay and the level of compensation are fair to the company.

This litigation reinforces the need for companies to take a robust approach to director compensation. We may also see more discussion in proxies on the rationale and philosophy for director compensation. As this continues to develop, the companies and committees will need to determine if additional steps need to be taken protect against the litigation noted above. For example, we expect a number of companies will be placing limits on director pay (e.g., $1M), potentially allowing for more pay in the year of initial election.

EXECUTIVE SUMMARY | NOTABLE FINDINGS / OUTLOOK

Looking Back – The time commitment and potential for reputational and legal risk connected with service as a director has increased over the past few years. Economic challenges and an uneven recovery have slowed the rate of growth in director compensation. Due to this, we have observed only moderate increases to director pay levels. However, in terms of practices, pay programs have continued a more significant trend towards simplification, as director compensation has become viewed more as an "advisory fee" than an "attendance fee."

This year's study on director pay programs found:

- At median, there was a six percent increase in Total Board Compensation from 2010 to 2011
- A slight decrease in year-over-year prevalence of meeting fees, which were already minority practice
- Continued use of full-value equity awards as the most common equity vehicle
- A majority of companies studied require that at least a portion of equity not be transferred until retirement.

LOOKING AHEAD – OVER THE NEXT FEW YEARS, WE EXPECT:

- Low-to-mid single digit annual increases in Total Board Compensation
- More companies moving to a fixed retainer pay structure with a component in cash and a component in equity as opposed to paying meeting fees
- A continued trend away from committee member fees, at a slow-to-moderate pace, with the value being rolled into Board cash or equity retainers
- A continued emphasis on full-value equity awards
- At least 50 percent of director compensation will continue to be in the form of equity; delivering a majority of compensation in the form of equity coupled with stock ownership / retention requirements creates strong alignment with long-term shareholders and is considered a best practice

EXECUTIVE SUMMARY | ELEMENTS STUDIED

CAP analyzed director compensation programs among Fortune 100 companies. These firms are trend-setting organizations. This CAPFlash reflects key findings from the analysis. "CAP Perspectives," included throughout this report, provide commentary on trends and outlook.

ELEMENTS STUDIED:

- *Annual Cash Retainer*
- *Total Board Meeting Fees:* per meeting fee times the number of meetings
- *Committee Member Compensation:* all committee meeting fees and retainers
- *Total Board Cash Compensation*: sum of cash retainer, total Board meeting fees and average committee member compensation
- *Equity Awards (stock retainer)*: full-value shares/ equivalents and stock options
- *Total Board Compensation*: sum of Total Board Cash Compensation and Equity Awards
- *Total Company Cost (of Board oversight)*: Total Board compensation times number of non-employee directors plus additional/premium pay for committee leadership (Chair) roles and additional/premium pay for independent Board leadership roles (presiding / lead director or non-executive chair)

REPORT ALSO PROVIDES DATA / ANALYSIS ON:

- Equity Grant Practices
- Compensation for Board Leadership Positions
- Stock Ownership Guidelines
- Perquisites / Benefits
- Industry Pay Practices

Note: Total Board Cash Compensation includes committee member compensation (excludes additional/ premium meeting fees or retainers paid for chairing a committee) as the trend is towards companies building fees for basic committee service into annual Board fees/ retainers. Further, committee member compensation is typically cash-based.

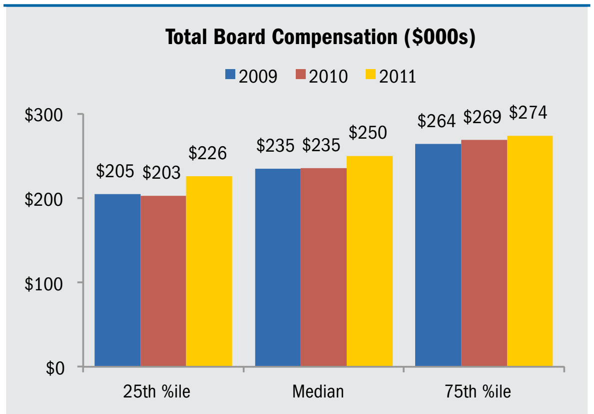
Pay Levels

- **BOARD MEMBER TOTAL COMPENSATION**
- **BOARD CASH RETAINERS**
- **BOARD MEETING FEES**
- **COMMITTEE MEMBER COMPENSATION**
- **TOTAL BOARD CASH COMPENSATION**
- **VALUE OF EQUITY AWARDS**
- **COMMITTEE CHAIR COMPENSATION**
- **NON-EXECUTIVE BOARD LEADERSHIP (ADDITIONAL COMPENSATION)**

PAY LEVELS | BOARD MEMBER TOTAL COMPENSATION

Year-over-year, median Total Board Compensation increased by 6% (from $235,000 to $250,000) after being flat from 2009 to 2010.

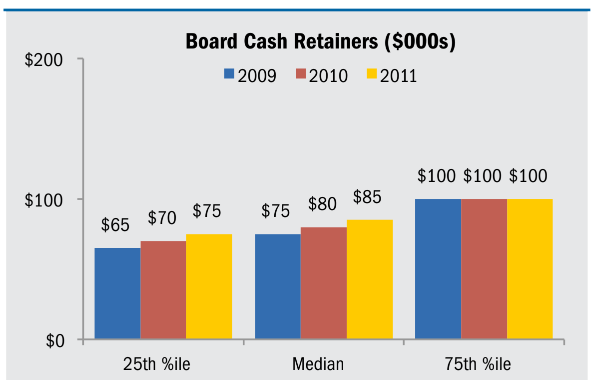
- Reflects all cash and equity compensation, excluding compensation for additional leadership roles such as committee Chairman, Lead/Presiding director or non-executive Chairman of the Board



CAP Perspective: *During each of the next few years, we expect to see low-to-mid single-digit annual increases in Total Board Compensation.*

PAY LEVELS | BOARD CASH RETAINERS

At median, the value of annual Board cash retainers increased by 6% in 2010 and 7% in 2011. 98 percent of companies studied provide an annual cash retainer.



CAP Perspective: *The increase in cash compensation is largely due to a shift in pay from committee member compensation to the Board retainer. We expect this trend to continue during in 2012, at a slow-to-moderate pace.*

PAY LEVELS | BOARD MEETING FEES

Board meeting fees are a minority practice, provided by only 19 percent of companies studied in 2011, down from 23 percent in 2010 (therefore, the median Board meeting fee in 2011 was zero). Among those companies paying meeting fees for all regular Board meetings, the median fee in 2011 was unchanged from 2010.

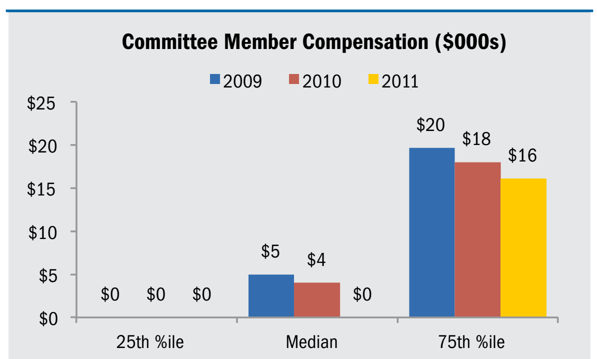
ALL COMPANIES - 2011 PER MEETING FEE (EXCL. 0S)		
25th %ile	**Median**	75th %ile
$2,000	**$2,000**	$2,375
ALL COMPANIES - 2011 TOTAL MTG. FEES (EXCL. 0S)		
25th %ile	**Median**	75th %ile
$15,000	**$18,000**	$28,000

CAP Perspective: *The practice of using Board meeting fees continues to decline in prevalence, partly in reaction to difficulties in defining what constitutes a "meeting" (e.g. ad hoc teleconferences). Elimination of meeting fees is typically accompanied by an increase in Board cash or equity retainer.*

We expect to see more companies simplify their director compensation programs and eliminate meeting fees, moving towards a more fixed cash pay structure / "advisory fee." In-line with emerging practices, more and more large companies are relying on annual retainers to compensate outside directors.

PAY LEVELS | COMMITTEE MEMBER COMPENSATION

Over 50 percent of companies studied pay no committee-specific fees to members of the 3 major committees (Audit; Compensation; Nominating / Governance).



At median, from 2010 to 2011 committee member compensation declined to $0 for all committee service.

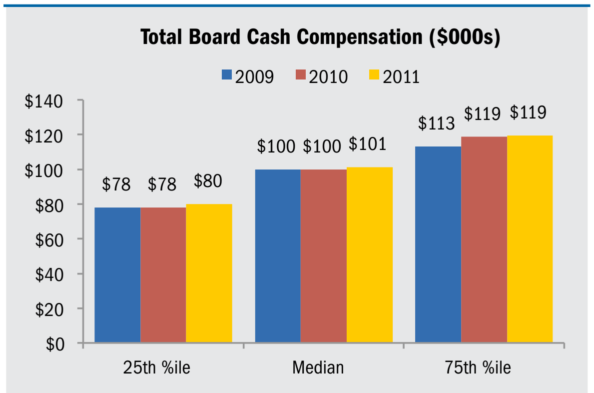
- The median meeting fee for each of the Audit, Compensation and Nominating / Governance committees is $2,000 (excluding 0s)

- The median committee member retainer at the Audit Committee, Compensation and Nominating / Governance committees is $10,000 (excluding 0s)

CAP Perspective: *Over recent years workload has become less differentiated between the 3 major Board committees and many companies are shifting, or have shifted, committee member fees to the annual Board cash or equity retainer, viewing all Board members as active participants in Board matters and committee-level work. In 2012, we expect the trend away from committee member fees to continue at a slow-to-moderate pace with the value being rolled into the Board cash or equity retainers.*

PAY LEVELS | TOTAL BOARD CASH COMPENSATION

At median, from 2010 to 2011, Total Board Cash Compensation[2] increased by 1% to $101,000.[3] 98 percent of companies studied provide annual cash compensation to non-employee directors.



CAP Perspective: *In 2012, we expect to continue to see low-to-mid single digit percent increases in Total Board Cash Compensation.*

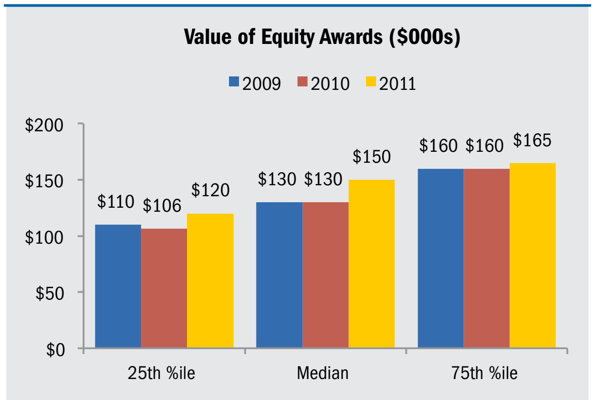
2 Sum of cash retainer, total Board meeting fees and average committee member compensation.

3 Total Board Cash Compensation includes committee member compensation (but excludes additional/premium meeting fees or retainers paid for chairing a committee) as the trend is towards companies building fees for basic committee service into annual Board fees/retainers. Further, committee member compensation is typically cash-based.

PAY LEVELS | VALUE OF EQUITY AWARDS

At median, from 2010 to 2011 the value of equity awards for non-employee directors increased by 15 percent, from $130,000 to $150,000. Granting equity awards is a near universal practice, with about 98 percent prevalence among companies studied.

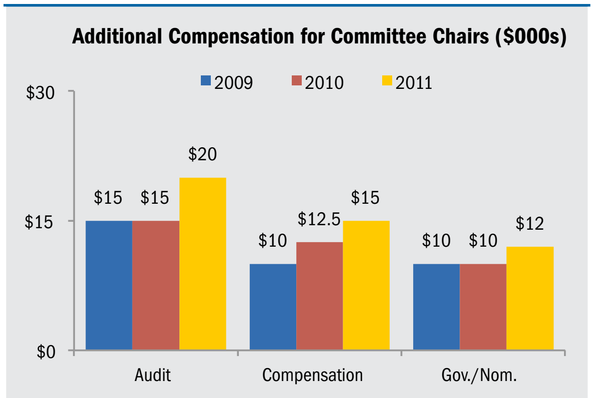
- Approximately 10 percent of companies studied grant initial at-election equity awards, meant to "ramp up" director equity ownership and alignment with shareholders (also used as a recruitment tool)

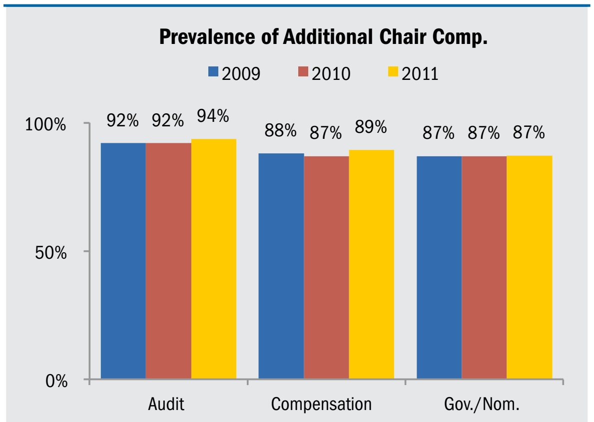


CAP Perspective: *In 2012, we expect to see low-to-mid single digit percent increases in annual equity awards. We also expect initial at-election equity awards to remain a minority practice.*

PAY LEVELS | COMMITTEE CHAIR COMPENSATION

Median additional compensation for committee Chairs increased from 2010 to 2011. While in absolute dollars the increases are relatively small, in percentage terms they are fairly large: +33 percent for the Audit Committee; +20 percent for the Compensation Committee (following a 25% increase in from 2009-10); and +20 percent for the Nominating / Governance Committee. Also, as shown below, most Committee Chairs receive additional compensation for the role.



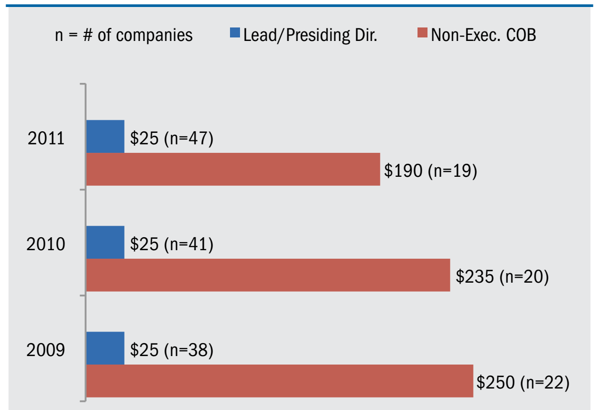


CAP Perspective: *The increases in additional compensation have been driven by recognition of the differential between the time requirements of the leadership role versus that of a committee member, in addition to supporting the recruitment of new qualified directors to serve as committee leaders.*

PAY LEVELS | NON-EXECUTIVE BOARD LEADERSHIP (ADDITIONAL COMPENSATION)

During 2011, the prevalence of providing additional compensation for Lead/Presiding Directors and non-Executive Board Chairs increased from approximately 65 percent in 2010 to approximately 70 percent in 2011. In terms of additional compensation for the role, median pay was unchanged at $25,000 in 2011 for Lead/Presiding Directors, and decreased slightly for non-Executive Chairs.

- It is common to provide additional pay to a non-executive Chairman, and less common to do so for Lead / Presiding Directors. The premium / additional retainer paid to non-Executive Chairs is almost 8x that paid to Lead / Presiding Directors. Additional pay to Lead/Presiding Directors is awarded by 72% of companies with the role, while 82% of non-Executive Chairs receive pay premiums for their role.
- It is uncommon to provide additional pay for both a Lead / Presiding Director and a non-Executive Chair



CAP Perspective: *When determining compensation for a Board leadership position, it is important to consider if the role merits a premium based on scope of responsibilities, workload, visibility, influence, etc., and how the role / responsibilities relates to that of committee Chairs.*

While not all non-executive Board leaders receive additional pay for the role, prevalence of additional compensation for these roles is expected to continue to increase over time. The differential in pay between Lead/Presiding directors and non-Executive Chairs is in line with the responsibilities of each position.

The decline in additional pay for the non-Executive Chair role shown above was driven by a change in the dataset, rather than any companies reducing pay for the role / an incumbent.

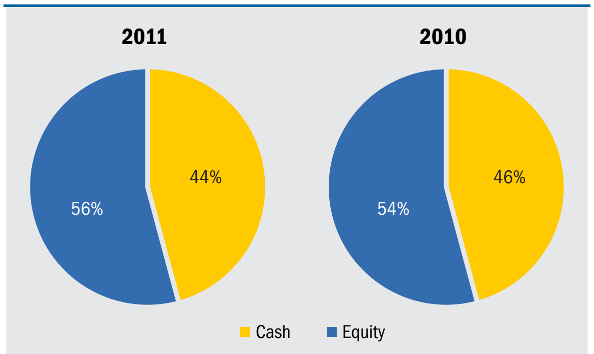
Pay Practices

- **MIX**
- **EQUITY VEHICLE TYPE**
- **DENOMINATION OF EQUITY AWARDS (FIXED VALUE VS. FIXED SHARES)**
- **VESTING OF EQUITY AWARDS**
- **NON-EXECUTIVE BOARD LEADERSHIP (ADDITIONAL COMPENSATION)**

PAY PRACTICES | MIX

The mix of cash and equity paid to outside directors was generally consistent between 2010 and 2011. On average, the majority of compensation delivered to directors continues to be in the form of equity.

- Reflects all cash and equity compensation, excluding compensation for additional leadership roles such as committee chairs or independent Board leader (Lead/Presiding Director or non-executive Chairman of the Board)
- CAP's *Best in Class Director Compensation Process / Practices* (p.5) state that independent directors should structure pay so that equity represents the majority of compensation

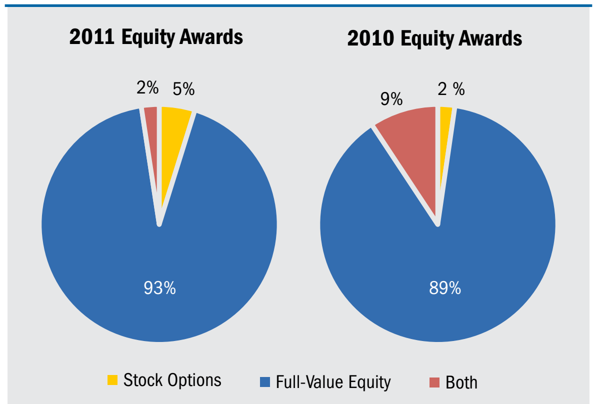


CAP Perspective: *Once 2012 director pay levels are available, we expect to see the portion of pay delivered in equity-based compensation to be similar to 2010 and 2011, with a slight increase possible. Equity-based compensation aligns director pay with wealth created or lost for long-term shareholders, especially when the equity-based pay is required to be held for an extended period of time.*

PAY PRACTICES | EQUITY VEHICLE TYPE[4]

Full-value equity awards, including restricted stock units, restricted stock, deferred stock units and outright awards of common stock, continue to increase as a percentage of total equity delivered. In 2011, only seven percent of large companies granted stock options, down from 11 percent in 2010.

- As compared to full-value awards, stock options are both more leveraged and more likely to be granted based on fixed number of shares (rather than based on a fixed value)
- The value of equity awards based on a fixed number of shares are strongly affected by swings in stock price



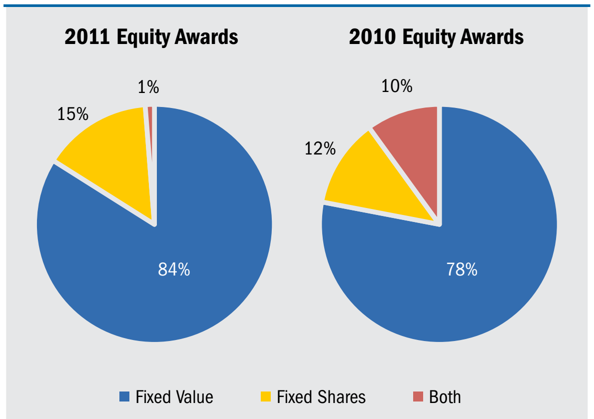
CAP Perspective: *The shift towards full value awards has been driven by companies moving towards viewing director compensation as somewhat of an "advisory fee" combined with a strong focus on risk management. Practices continue to vary by industry and we do not expect the use of stock options to stop completely; i.e., in some industries the prevalence of stock option awards is greater than others and/or that seen in general industry.*

4 Reflects both annual equity awards and initial at-election annualized over 5 years.

PAY PRACTICES | DENOMINATION OF EQUITY AWARDS (FIXED VALUE VS. FIXED SHARES)[5]

Director equity awards are based on either a fixed value or a fixed number of shares. From 2010 to 2011, the prevalence of fixed value equity awards increased and now accounts for over 80% of all equity awards.

- When equity awards are based on a fixed value, the number of shares / options granted changes each year, but the grant date value remains constant; however, when equity awards are based on a fixed number of shares, the value of the award changes each year mostly due to changes in stock price, but the number of shares granted remains constant from one year to the next
- Therefore, director compensation is more predictable (and in line with an "advisory fee" concept) from one year to the next when equity awards are based on a fixed value



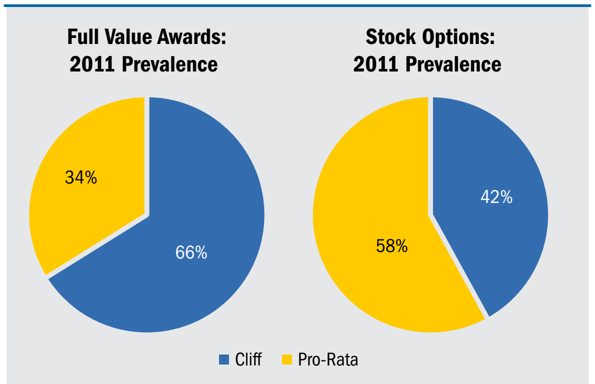
CAP Perspective: *Fixed value equity awards can be viewed as prudent risk management and a predictable way to reach expectations related to director stock ownership. Either approach links long-term director interests with those of shareholders.*

5 Reflects both annual equity awards and initial at-election equity awards.

PAY PRACTICES | VESTING OF EQUITY AWARDS

Most equity awards came with some sort of vesting requirement. A majority of stock options vest ratably, while full-value equity awards most often cliff vest.

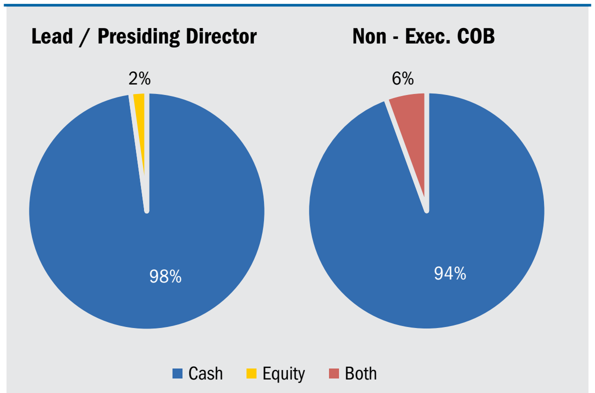
- Full-value equity awards typically vest after 1 year
- At least one full-value equity award at approximately half of companies studied will not be transferred to directors until retirement; over time, the prevalence of this practice has increased



CAP Perspective: *We expect a small increase in the prevalence of hold until / transfer at retirement provisions for full-value equity awards in 2012. Already, the high prevalence of hold until / transfer at retirement provisions is notable.*

PAY PRACTICES | NON-EXECUTIVE BOARD LEADERSHIP (ADDITIONAL COMPENSATION)

Additional / premium retainers for independent Board leadership roles are most often delivered through additional cash compensation.



CAP Perspective: *We expect cash to continue to be the dominant vehicle for delivering additional compensation for serving in an independent Board leadership role, with the possibility for an increase in equity-based compensation in coming years.*

Other Program Design Considerations

- **TOTAL COMPANY COST (OF BOARD OVERSIGHT)**
- **BOARD MEMBERSHIP AND MEETINGS**
- **COMMITTEE MEMBERSHIP AND MEETINGS**
- **STOCK OWNERSHIP GUIDELINES**
- **BENEFITS AND PERQUISITES**

OTHER PROGRAM DESIGN CONSIDERATIONS | TOTAL COMPANY COST (OF BOARD OVERSIGHT)

Total Company Cost can be a useful secondary reference point when reviewing non-employee director Compensation (e.g., individual directors could be high or low versus market but overall cost could be reasonable).

- Includes the sum of cash retainers, equity awards, committee fees, and Board leadership fees received by each non-employee director

ALL COMPANIES – 2011 ($000S)		
25th %ile	**Median**	75th %ile
$2,159	**$2,482**	$2,849

OTHER PROGRAM DESIGN CONSIDERATIONS | BOARD MEMBERSHIP AND MEETINGS

Between 2009 and 2011, at median, the size of Boards remained constant; however, Board activity marginally decreased based on the median number of meetings.

ALL COMPANIES - NO. OF NON-EMPLOYEE DIRECTORS			
Year	25th %ile	**Median**	75th %ile
2011	8	**10**	11
2010	9	**10**	11
2009	9	**10**	12

ALL COMPANIES - BOARD MEETINGS			
Year	25th %ile	**Median**	75th %ile
2011	6	**8**	11
2010	7	**8**	10
2009	7	**9**	10

CAP Perspective: *Over the past decade, the typical size of a Board shrunk, in part based on new proxy disclosure requirements; i.e. increased discussion of qualifications, required discussion of any director attending less than 75 percent of meetings, etc. As the year-over-year data shows, the size of Boards seems to have stabilized.*

OTHER PROGRAM DESIGN CONSIDERATIONS | COMMITTEE MEMBERSHIP AND MEETINGS

Across the 3 major committees, membership size is consistent. In contrast, activity, based on median number of meetings, varies significantly with audit having 50% more meetings than the next closest committee.

ALL COMPANIES - COMMITTEE MEMBERSHIP (MEDIAN)			
Year	**Audit**	**Compensation**	**Gov./Nom.**
2011	**4**	**4**	**4**
2010	**4**	**4**	**4**
2009	**4**	**4**	**4**

ALL COMPANIES - COMMITTEE MEETINGS (MEDIAN)			
Year	**Audit**	**Compensation**	**Gov./Nom.**
2011	**9**	**6**	**5**
2010	**9**	**6**	**5**
2009	**9**	**6**	**5**

CAP Perspective: *An increasing amount of work is being done outside of official committee meetings, and not all meetings are created equal (in terms of time spent, topics covered, etc.). Therefore, we find that number of meetings is only one component of judging total committee activity / time commitment / workload.*

OTHER PROGRAM DESIGN CONSIDERATIONS | STOCK OWNERSHIP GUIDELINES

Nearly 90 percent of companies studied have stock ownership guidelines, either formal or informal, as described below.

- Formal stock ownership guidelines reflect requirements stated as either: (i) a multiple of the annual Board cash retainer, the annual Board equity retainer, or both; (ii) a fixed value; or (iii) a fixed number of shares
  - Most often, formal stock ownership guidelines are defined as a multiple of the annual cash retainer
  - Most companies with formal stock ownership guidelines require non-employee directors to meet the ownership hurdle within 5 years of joining the Board; the next most common period is 3 years
  - The median value (based on multiple of retainer, a fixed value, or a fixed number of shares) of ownership guidelines is $375,000
- Informal stock ownership guidelines reflect retention

ratios, where equity awards are required to be held/deferred until retirement from the Board

- The number of companies with retention ratios and/or deferring equity awards until retirement, in addition to formal stock ownership guidelines, has been increasing
- Approximately 50 percent of companies studied now require directors to hold/defer full-value equity awards until termination of Board service

	MULTIPLE OF RETAINER	FIXED VALUE	FIXED SHARES	RETENTION RATIO
Prevalence[6]	51%	7%	18%	54%
Median	5x	$400,000	10,000	n/a

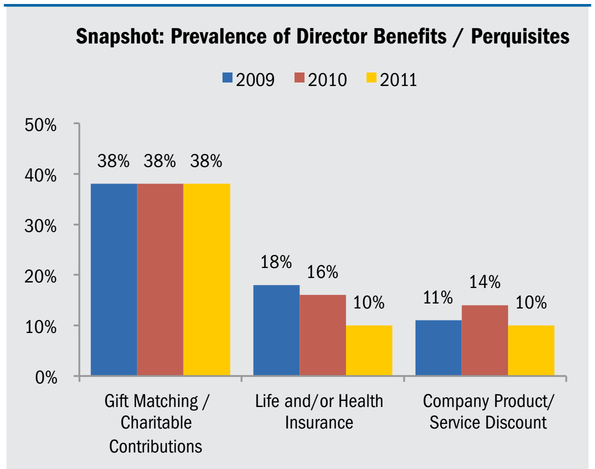
CAP Perspective: *Due to volatility, some companies that use either a fixed value- or share-based formal stock ownership guideline have been implementing an "either or approach;" either a certain dollar value or a certain number of shares must be owned within a minimum number of years. Other design features that can alleviate the volatility issue are the idea of ownership value vs. investment value and measuring stock price over an extended period of time, rather than at fiscal year-end.*

ISS expects a multiple of 5x annual cash retainer to be required for an ownership requirement to be viewed as "robust" and 3-4x to be viewed as "standard." It also expects all non-employee directors to own stock within one year of service, and prefers that directors not to be able to pledge shares.

6 Percentages do not add up to 100 as not all companies maintain stock ownership guidelines and some companies use more than one approach.

OTHER PROGRAM DESIGN CONSIDERATIONS | BENEFITS AND PERQUISITES

While many companies still provide directors with some form of benefit / perquisite, as shown below there has continued to be a modest decline in prevalence.



CAP Perspective: *Many companies have reduced or eliminated perquisites and benefit programs for outside directors, as they have for their executives. We expect that both the prevalence and value of benefits and perquisites will continue to decline; however, where a business case exists, some perquisites / benefits will be maintained.*

Appendix

- **BOARD MEMBER TOTAL COMPENSATION (INDUSTRY MEDIANS)**
- **METHODOLOGY**
- **COMPANY PROFILE**

APPENDIX | BOARD MEMBER TOTAL COMPENSATION (INDUSTRY MEDIANS)

Pay levels and practices were also reviewed, and differ somewhat, by industry.

GICS INDUSTRY GROUP	# OF COMPANIES	2011 REVENUE ($BIL.)	TOTAL OUTSIDE DIRECTORS	BOARD CASH	EQUITY GRANTS (TOTAL)	TOTAL BOARD COMPENSATION
Energy	10	$44	9	$109,850	$157,631	$274,694
Materials	2	$49	10	$110,000	$110,871	$220,871
Industrials	12	$45	10	$110,000	$117,750	$236,216
Consumer Discretionary	12	$50	9	$95,000	$142,500	$247,125
Consumer Staples	17	$60	10	$90,357	$156,480	$235,000
Health Care	13	$61	10	$107,250	$150,000	$254,545
Financials	15	$64	10	$95,000	$150,000	$240,000
Information Technology	10	$58	8	$96,563	$207,500	$287,500
Telecommunication Services[7]	3	$111	10	$110,000	$150,000	$270,000
All Companies	94	$53	**10**	**$101,273**	**$130,000**	**$250,000**

APPENDIX | METHODOLOGY

- It was assumed that every director served on the Board for the entire year and attended all meetings
- Meeting fees were calculated based on the actual number of meetings held
- Annual equity awards were assumed to have occurred on the annual meeting date; stock options were valued based on the ASC Topic 718 (FAS 123R) Black-Scholes value
- Initial at-election equity awards were annualized over 5 years
- Committee compensation includes all Board committees, reflecting actual committee assignments
- If the proxy statement disclosed forward-looking information regarding changes to the compensation structure, the most recent data was used

7 Due to limited number of companies, data/value reflects an average rather than a media

APPENDIX | COMPANY PROFILE

Compensation Advisory Partners LLC (CAP) is an independent consulting firm specializing in executive and director compensation, and related corporate governance matters, with a unique combination of deep expertise and intense client focus. Comprised of senior industry veterans from Mercer and KPMG, CAP's consultants have served as independent advisor to Boards and senior management at many of the world's largest and leading companies in the areas of compensation governance, strategy and program design.

- Formed in 2009, CAP's founding principle is that compensation should be a management tool to help support business strategy. Our consulting experience enables our team to assist companies in creating and implementing defensible, performance-oriented executive compensation programs that meet high governance standards in a changing regulatory environment
    - The staff has strong industry sector knowledge and a broad client base, ranging from the largest Fortune 100 multi-nationals to start-up companies across all major industries
    - The firm's breadth of experience and clientele keep it at the forefront of trends and practices in all areas of executive and director compensation
    - Compensation Advisory Partners provides Boards of Directors and Compensation Committees best-in-class advice, while also meeting the increasing need to demonstrate the independence and objectivity of that advice from a truly independent platform
- Please contact us at 212-921-9350 if you would like to discuss your own executive or director compensation issues. You can also access our website at www.capartners.com for more information

If you have any questions about the issues discussed above or if you would like to discuss your own executive or director compensation issues, please contact the authors at:

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