

**POLICY REGARDING THE RECOUPMENT OF CERTAIN
PERFORMANCE-BASED COMPENSATION PAYMENTS**

The Board of Directors or Compensation Committee shall, in such circumstances as it determines to be appropriate, require reimbursement of all or a portion of any performance-based short or long-term cash or equity incentive payments to an employee at the level of vice-president or above where: (1) the amount of, or the number of shares included in, any such payment was calculated based on the achievement of financial results that were subsequently the subject of an accounting restatement due to material noncompliance with any financial reporting requirement under the securities laws; (2) the need for the accounting restatement was identified within 3 years after the date of the first public issuance or filing of the financial results that were subsequently restated; and (3) a lesser payment of cash or shares would have been made to the employee based upon the restated financial results. This policy does not limit any other remedies the Company may have available to it in the circumstances, which may include, without limitation, dismissing the employee or initiating other disciplinary procedures. The provisions of this policy are in addition to (and not in lieu of) any rights to repayment the Company may have under Section 304 of the Sarbanes-Oxley Act of 2002 and other applicable laws.

**INCENTIVE COMPENSATION AWARDS SUBJECT TO THE COMPANY'S POLICY
REGARDING RECOUPMENT OF
CERTAIN PERFORMANCE-BASED COMPENSATION PAYMENTS (THE "POLICY")**

1. All restricted stock awards granted after December 31, 2010 and all performance stock awards granted under the Company's 2008 Stock Incentive Plan provide that the awards that are the subject of the Award Agreement and the common shares received by the grantee upon the vesting of the award, or the value, proceeds or other benefits received by the grantee upon the sale of such shares are subject to the Policy, as it may be amended from time to time, or as otherwise may be required by law.
2. All short-term cash incentive awards provide that the payment of an objective bonus, a discretionary bonus or an aggregate bonus under the Company's short-term cash incentive program are subject to recoupment pursuant to the Policy as in effect from time to time, and a grantee is required to promptly make any reimbursement requested by the Board or the Compensation Committee pursuant to such policy with respect to any such bonuses. Further, each grantee agrees that by accepting the award and executing an award agreement that the Company and/or any of its affiliates may deduct from any amounts that it may owe the grantee from time to time (such as wages or other compensation) any and all amounts the grantee is required to reimburse the Company pursuant to such policy with respect to the award.
3. Since the adoption of the Policy, executive officers have only received incentive compensation from the Company and/or its subsidiaries pursuant to the terms of award agreements described above.