



Stock Ownership Guidelines

Purpose

The purpose of these guidelines is to align the interests of directors and executive officers of the Company with shareholders.

Application

These Stock Ownership Guidelines shall apply to the elected members of the Board of Directors and senior executive officers of the Company.

Equity Guidelines

On the date of the Company's Annual Meeting of Stockholders ("Annual Stockholders Meeting") each year, each person subject to these guidelines shall certify current compliance with the following stock ownership Guidelines:

<u>Office</u>	<u>Value of Shareholdings</u>
Non-Employee Director	5X Annual Retainer
CEO	4X Annual Salary (exclusive of annual bonus)
CFO, General Counsel and Chief Marketing Officer	3X Annual Salary (exclusive of annual bonus)
Other executive officers	2X Annual Salary (exclusive of annual bonus)

Time for Initial Compliance

Each person subject to these Guidelines shall be expected to be fully compliant on the date of the first Annual Stockholders Meeting following the fifth anniversary of the date of employment as an executive officer or director, as applicable.

Determination of Compliance

The following equity interests shall be included for purposes of determining compliance with these Guidelines:



- Shares of the Company purchased on the open market or in privately negotiated transactions
- Shares of the Company acquired by inheritance or gift
- Shares of the Company held by immediate family members
- Shares of the Company held in trust for the benefit of the employee or the employee's immediate family member
- Vested Restricted Stock of the Company
- Vested RSUs of the Company
- Vested in-the-money options
- Unvested RSUs and Restricted Stock that cliff vest three years or more to the extent full years of service have been completed (i.e. one-third of the RSUs granted with a three-year vesting requirement are included for purposes of determining compliance with the Guidelines at the one-year anniversary of the grant)

The following equity interests shall not be included for purposes of determining compliance with these Guidelines:

- Unvested Restricted Stock of the Company (except as provided above)
- Unvested options
- Vested but "not-in-the-money" options

Non-Compliance

Any individual who is not in compliance with the Guidelines shall not be eligible to receive equity grants under the Company's Long-Term Incentive Plan until the individual meets the Guidelines. In addition, until compliance with the Guidelines is achieved, the Company may elect to pay cash bonus awards in the form of RSUs.

Administration

Any individual faced with personal circumstances such that compliance would be problematic may apply for relief from the application of these Guidelines. Any request for relief shall be in writing and may be submitted to the General Counsel or Chief Executive Officer for approval by the Nominating and Governance Committee of the Board of Directors.