GENERAL NOTES

- “NEOs” means named executive officers in most recent proxy.
- “Principal Officer” means principal executive officer, president, principal financial officer, principal accounting officer, principal operating officer or person performing similar functions.
- 8-K disclosure is not required where triggering event takes place within 4 business days before filing of 10-K, 10-Q or proxy statement – may be disclosed in the 10-K (Item 9B), 10-Q (Item 5 of Part II) or proxy instead (SEC FAQ 101.01 and 2008 discussion with ABA).
- “Material” means material to the registrant in amount or significance.
- Even if information is not specifically required to be disclosed under 8-K rules, should be added if required to make disclosure not misleading (Exchange Act Rule 12b-20).

CERTAIN COMPENSATION ARRANGEMENTS (ITEM 5.02(e))

**Disclose:**

- Commencement of material compensatory plan, contract or arrangement, whether or not written, covering principal executive officer, principal financial officer or NEO, other than broad-based plan (“Material Compensation Arrangement”).
- Material amendment of Material Compensation Arrangement.
- Material grant or award (cash or equity) under Material Compensation Arrangement or material modification to same (except as noted in column to the right).
- Disclosure required whether or not event accompanies departure or appointment of executive.

**Disclosure not required for:**

- Cash or equity awards or modifications under previously disclosed Material Compensation Arrangement, if award is materially consistent with terms thereof and disclosed when required, provided discretion was not exercised to make award where disclosed criteria were not satisfied (SEC / ABA JCEB 2007 Q&A 28; SEC FAQ 117.11).
- Specific targets for bonus performance criteria involving confidential commercial or business information disclosure of which would result in competitive harm, but must disclose difficulty and likelihood of achieving targets (SEC FAQ 117.12 / Instruction 4 to Reg S-K 402(b)).
- Establishment of specific performance targets that are consistent with previously disclosed terms of plan (e.g., included in list of criteria in filed 162(m) plan) (SEC FAQ 117.10).
- Discretionary determination of bonus amount or salary increase, consistent with previously disclosed Material Compensation Arrangement that relevant amount / increase shall be determined by the Compensation Committee in its discretion (SEC FAQ 117.13 and 2008 discussion with ABA).
- Material Compensation Arrangement adopted subject to shareholder approval, until approval is obtained (SEC FAQ 117.08).
- Employee communication about company’s intention to adopt plan in future, if formal board action has not yet been taken.
- If agreement becomes Material Compensation Arrangement but was not such when entered into or amended (e.g., employee becomes NEO) (see SEC FAQ 102.01 concerning Material Contracts).
- Renewal of Material Compensation Arrangement on automatic renewal by its terms (e.g., evergreen provision) (SEC FAQ 217.08).

DEPARTURE OF DIRECTOR, PRINCIPAL OFFICER OR NEO; ELECTION OF DIRECTOR; APPOINTMENT OF PRINCIPAL OFFICER (ITEM 5.02(b), (c), (d))

**Disclose:**

- Principal Officer or NEO resigns, or is terminated or demoted from that position; director retires, resigns, is removed, or refuses to stand for re-election; Principal Officer, NEO or director gives notice of resignation or retirement: fact that event has occurred and date of event. Whether communications / discussions amount to notice of termination is a facts and circumstances determination (SEC FAQ 117.01). If director resigns or refuses to stand for reelection because of disagreement with company or is removed for cause, describe circumstances and file any correspondence.
- Appointment of Principal Officer. Disclosure of appointment and entry into compensation arrangement and board appointment may be delayed if company intends to make public announcement (SEC FAQ 117.05); however, disclosure of predecessor’s termination may not be delayed (SEC FAQ 217.06).
- Election of new director, except by security holder vote at annual or special meeting. Disclosure of committees to which appointed upon election, and any related party transactions.
- Brief description of material plan, contract or arrangement (whether or not written) with Principal Officer or director entered into in connection with appointment or election (may be incorporated by reference from latest Form 10-K or proxy statement, if applicable); any material amendment to plan, contract or arrangement in connection with appointment or election; any grant or award or modification to same under plan, contract or arrangement in connection with appointment or election. For grants and awards in connection with appointment or election, there is no exception to the disclosure obligation on the basis that the grant or award is consistent with terms of disclosed plan (SEC FAQ 117.16).

**Disclosure not required for:**

- Agreements with / awards to directors (other than in connection with election) not specifically required.
- Disclosure of agreements / awards in connection with departure of director, Principal Officer or NEO not specifically required under 5.02(b), (c), or (d) (but for PEO / PFO / NEO may be required under 5.02(e)).
- Registrant decides not to nominate director for re-election (except if director then resigns or communicates refusal to stand for re-election) (SEC FAQ 117.04).
- Term sheet with prospective Principal Officer if same is not legally binding (2004 SEC FAQ 5).
- Rotation of director onto new committee, if change in committee assignment was not contemplated at the time of initial election (SEC FAQ 217.0).
SALARY OR BONUS OF NEO, IF PREVIOUSLY OMITTED FROM SUMMARY COMPENSATION TABLE (Item 5.02(f))
- Disclose:
  o If NEO salary or bonus cannot be calculated as of most recent practicable date and is omitted from Summary Compensation Table (per Instruction 1 to Reg S-K 402(c)(2)(iii)), disclose when there is payment, grant, award, decision or other occurrence as a result of which such amounts become calculable in whole or in part.
  o Provide new salary and bonus information and new total compensation figure for NEO.

ENTRY INTO OR AMENDMENT OF MATERIAL AGREEMENT TO WHICH DIRECTOR OR OFFICER IS PARTY (ITEM 1.01)
- Disclose:
  o Entry into material agreement (other than a Material Compensation Arrangement) with director or officer, except for purchase and sale of current assets at market price (“Material Contracts”).
  o Material amendment of Material Contract (including contract that was not Material Contract when entered into but has become material because of the amendment; however, an 8-K does not need to be filed if an agreement that was immaterial when entered into becomes material for some reason other than amendment though such an agreement may need to be filed as an exhibit to 10-K or 10-Q (SEC FAQ 102.01)).
  o Renewal of Material Contract that would otherwise expire by its terms.

TERMINATION OF PLANS AND BINDING CONTRACTS (ITEM 1.02)
- Disclose:
  o Delivery of termination notice that will result in expiry of Material Contract, even if parties are negotiating to continue the contract and registrant believes that it will not expire (SEC FAQ 103.01).
  o Termination of or receipt of notice of termination or non-renewal of Material Contract, other than expiration of Material Contract by its terms or by virtue of all parties completing performance.
- Disclosure not required:
  o During negotiations or discussions unless and until Material Contract has been terminated or notice of termination or non-renewal has been received.
  o If company believes in good faith that Material Contract has not been terminated, unless it has received notice of termination or non-renewal under Material Contract.

SUSPENSION OF TRADING UNDER REGISTRANT’S EMPLOYEE BENEFIT PLANS (ITEM 5.04)
- Disclose: Imposition of trading blackout under 29 USC §1021(i) [SOX 306(b)(1)] due to temporary suspension of trading in company stock fund under 401(k) or other broad-based savings plan.

SUMMARY OF CATEGORIES OF PERSONS COVERED BY FORM 8-K ITEM 5.02

<table>
<thead>
<tr>
<th>Category of persons</th>
<th>Item 5.02(a)</th>
<th>Item 5.02(b)</th>
<th>Item 5.02(c)</th>
<th>Item 5.02(d)</th>
<th>Item 5.02(e)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Directors</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
</tr>
<tr>
<td>Principal Officers:</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td>Only Principal Executive Officer, Principal Financial Officer, Principal Operating Officer, and anyone performing similar functions</td>
</tr>
<tr>
<td>Principal Executive Officer, President, Principal Financial Officer, Principal Accounting Officer, Principal Operating Officer, and anyone performing similar functions</td>
<td>No</td>
<td>Yes</td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
<tr>
<td>Named Executive Officers</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td>Executives identified in Summary Compensation Table in most recently filed proxy statement</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>No</td>
<td></td>
</tr>
</tbody>
</table>

Note: In many cases there will be overlap between Principal Officers and Named Executive Officers.