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has proposed six nomind







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Also on June 4, 2014, an allege

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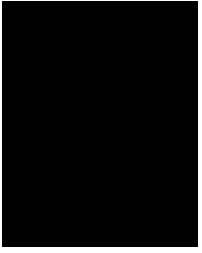




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# COMPENSATION







Our market capitalization at December 31, 2013 was approximately \$4 billion and our total11

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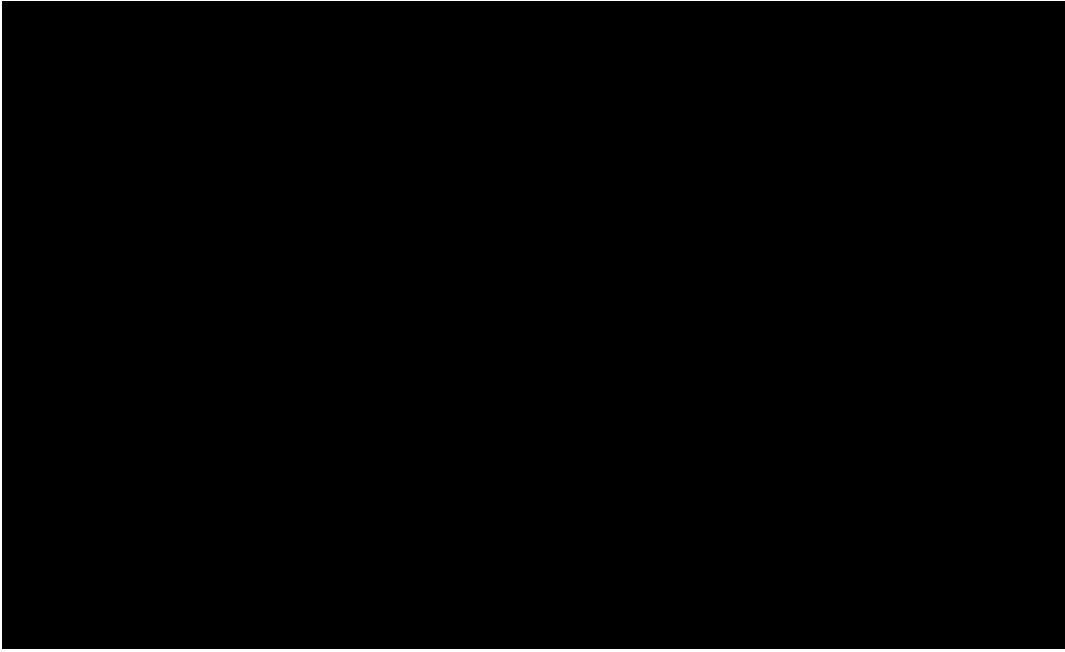




- Reviewing and approvan



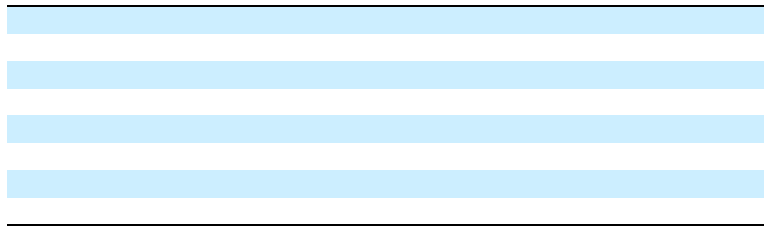




*\* Mr. Tompkins'*

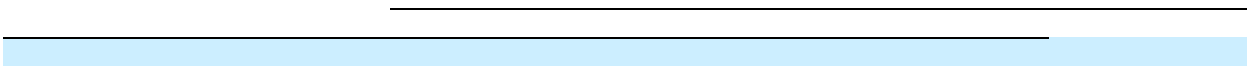
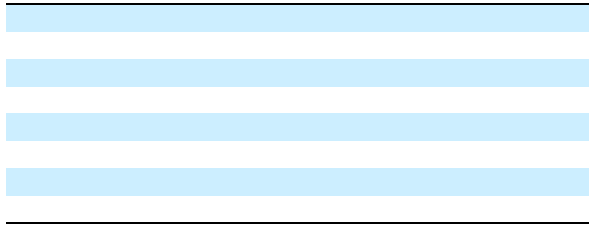














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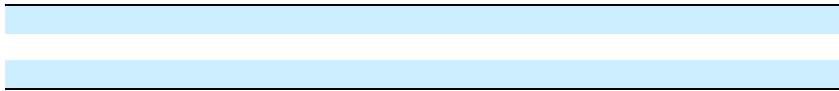
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and that provi





























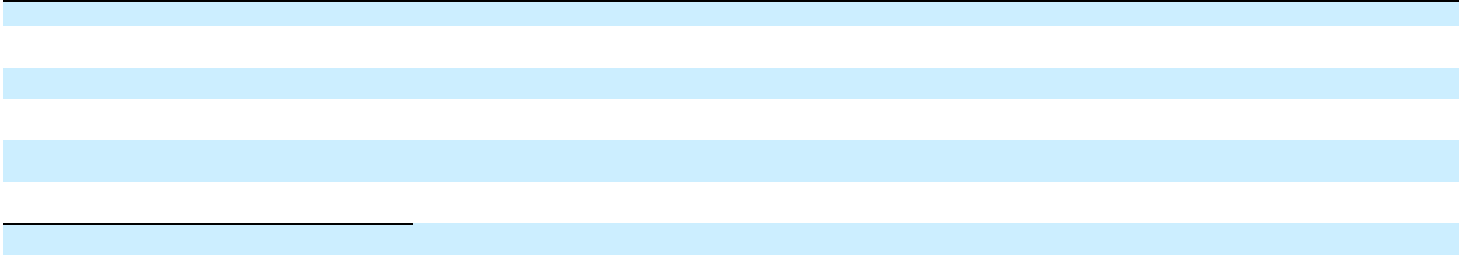




















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**IN**













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(vi) determine and certify whether any conditions or objectives related to Awards have been met, including any such determination required for compliance with Section 162(m) of the Code;

(vii) subsequently modify or waive any terms and conditions, restrictions, contingencies or limitations contained in, and grant extensions to the terms or exercise periods of, or accelerate the Vesting of, any outstanding Awards, not inconsistent with the terms of this Plan and any operative employment or other agreement,

p , ¼

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(b) Stock B >















as compared with that of other publicly-traded companies.













18.7 *Exemption From, or Compliance With, Section 409A.* For federal income tax purposes, the Plan and the Awards granted hereunder are intended to be either exempt from, or compliant with, Section 409A of the Code. This Plan and all vis ¶ ö

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