

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

1. What proposals are to be presented at the 2015 Ann

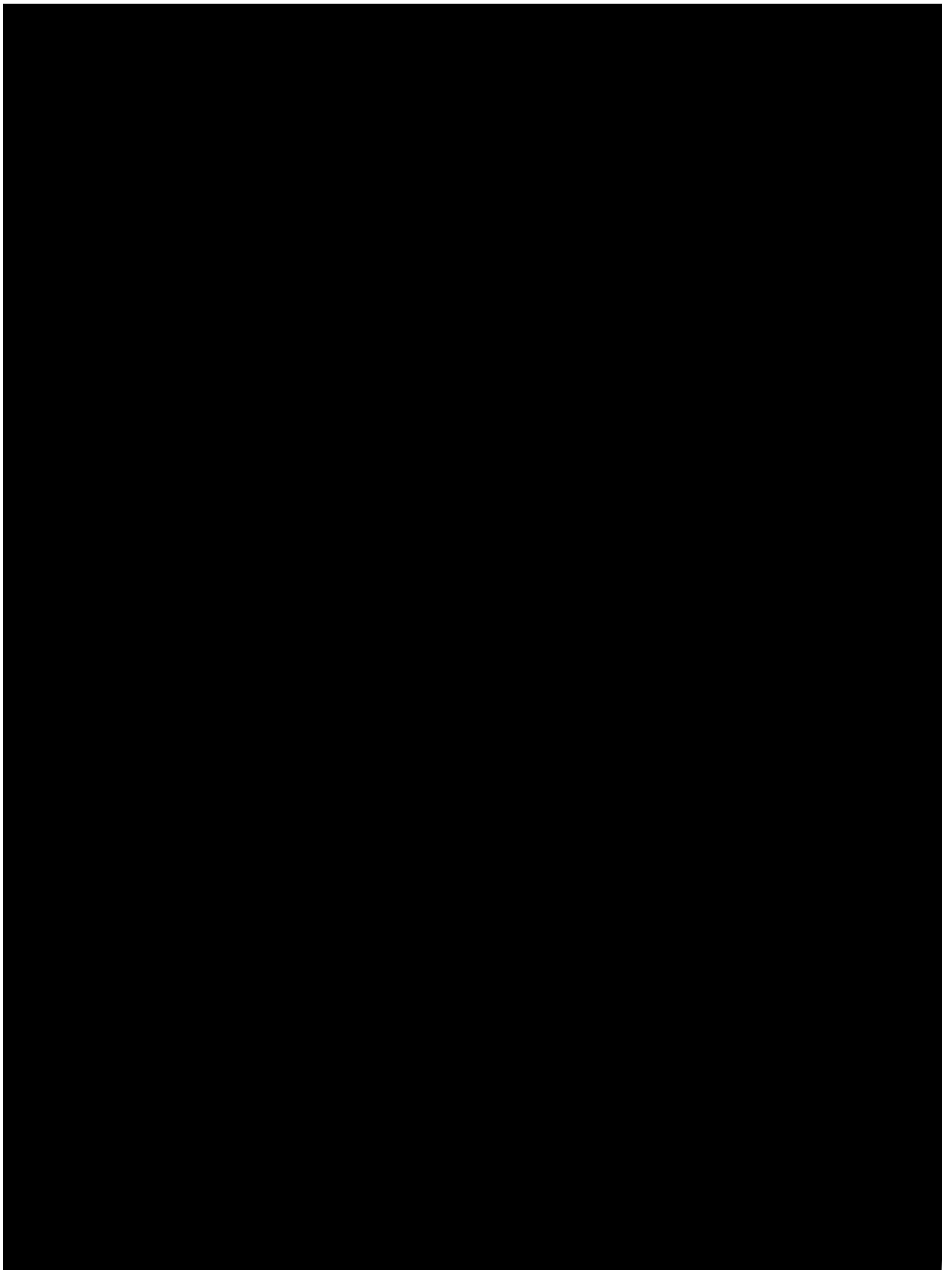




related to accounting and financial reporting. In addition, pursuant to its charter, the Audit Committee periodically reviews



DIRECTOR COMPENSATION

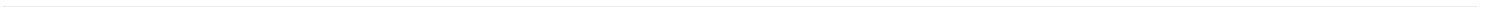


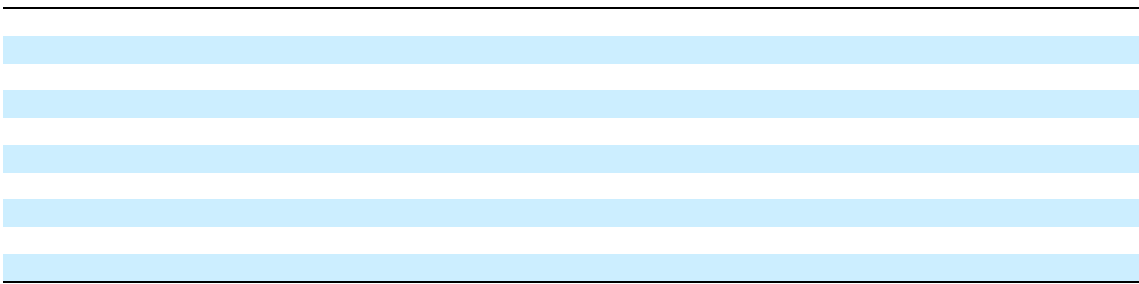




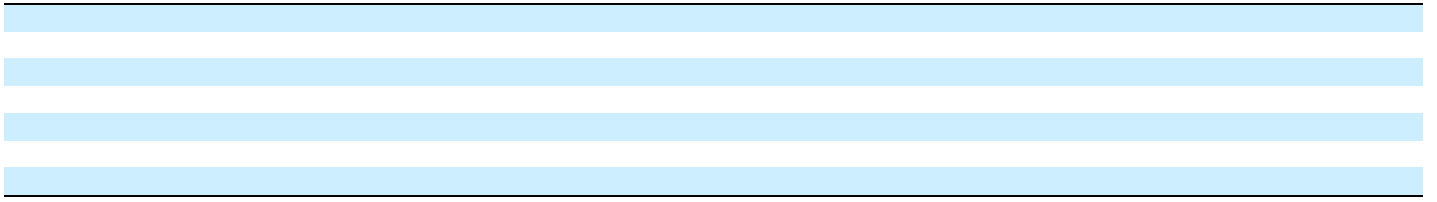
Following the 2014 Annual Meeting, in response to shareholders concerns over our compensation programs, the New Committee, our new CEO, and our management team in concert with the material changes they were ma

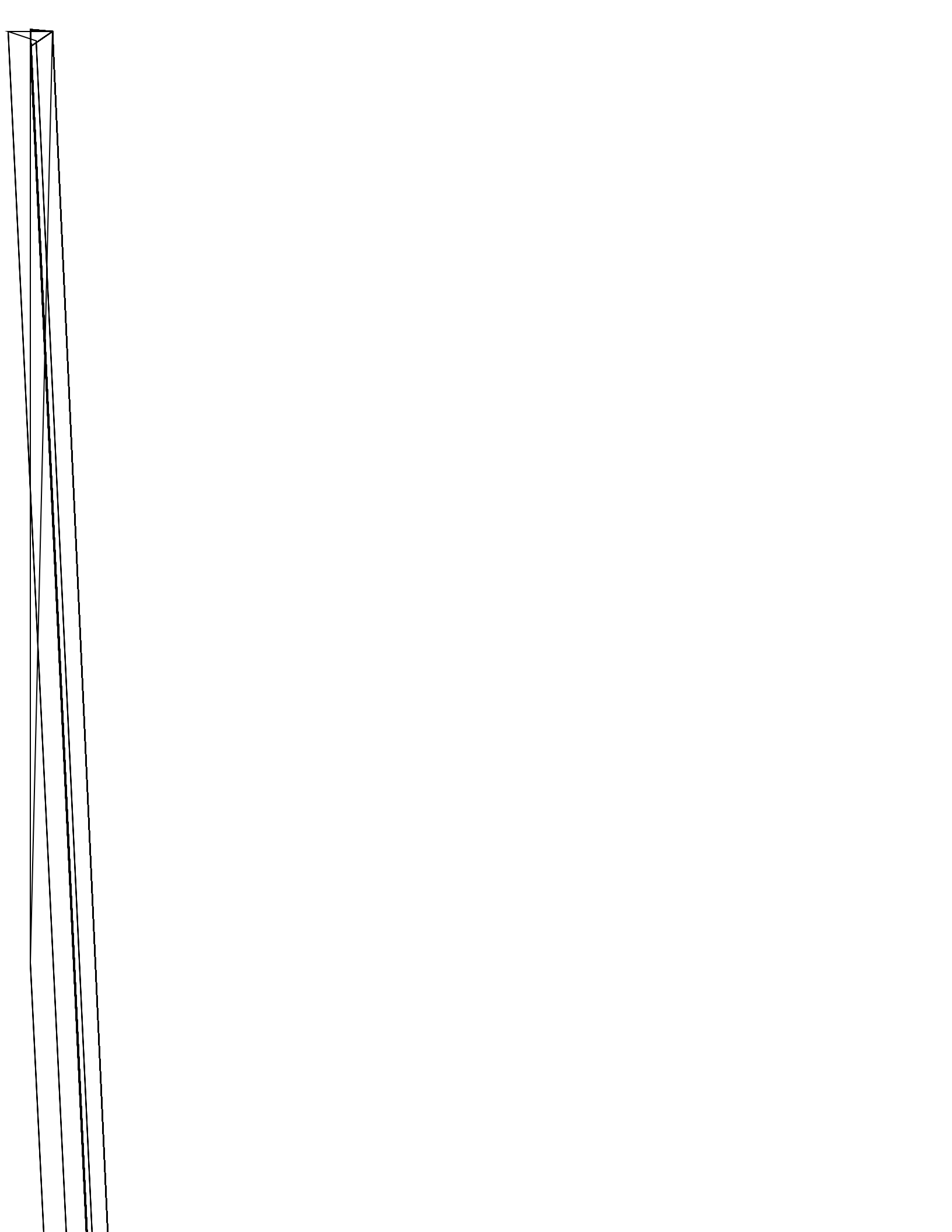




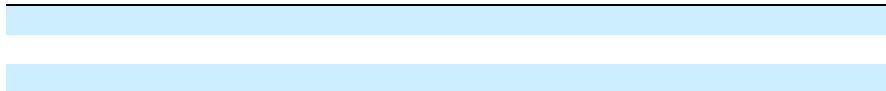


Principal Elements





Under the change in control, a lump sum payment (the "Non-accrued SERP")



COMPENSATION COMMITTEE REPORT

The following report has been submitted by the Compensation and Organization Committee of the Board:

The Compensation and Organization Committee of the Board has reviewed and discretely Organ r









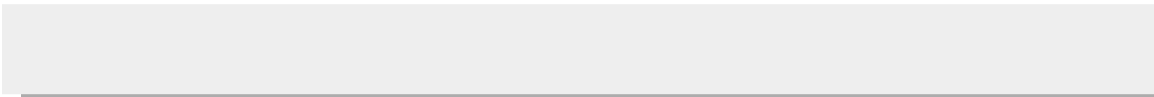


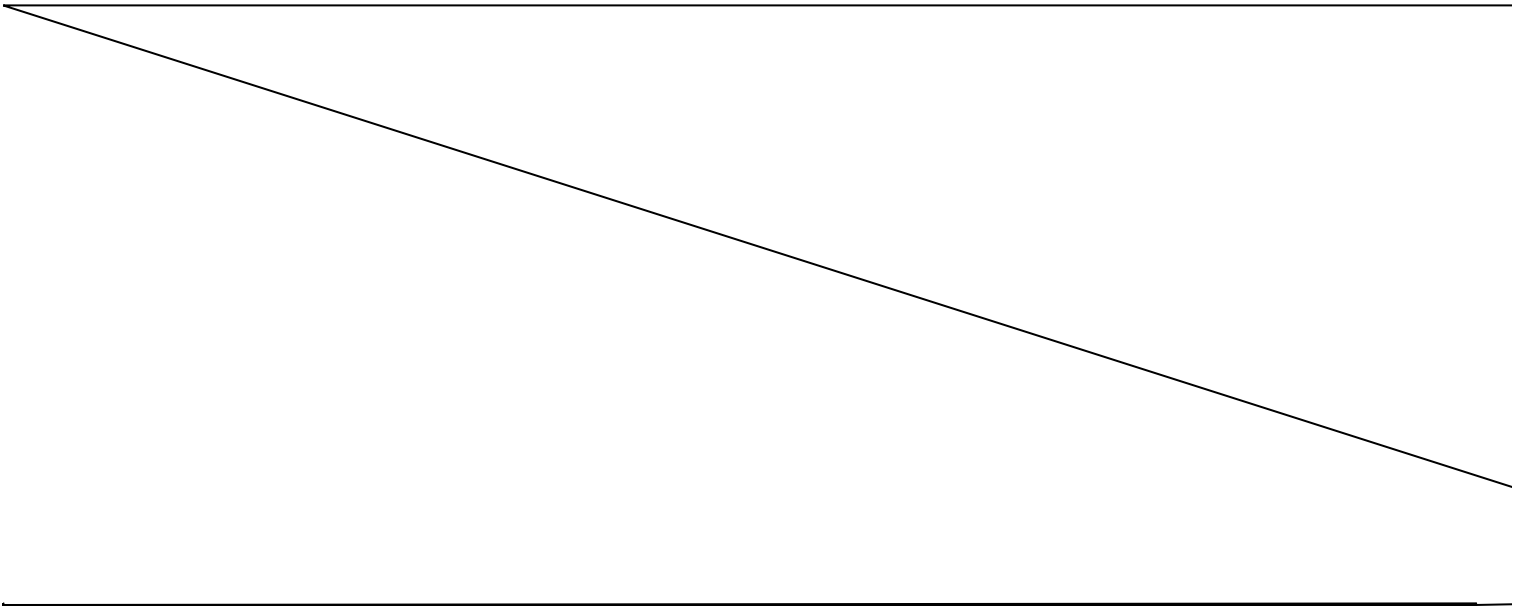












Stock Units or upon pa



Price or Base Price, as applicable, that is less than the Option Price of the original Option Rights or Base Price of the original Appre

intended to comply wit



of an Offering Period, to decrease the rate of his or her pay F

Purchase Date, the Company may retain the cash balance in the Participant's Plan 1 lan



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