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Name, Age and Principal Occupation and  
Employment During Past Five Years

First Became  
Director

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**STEPHEN B. ORESMAN**, 71, Chief Executive Officer since June 23, 2003 of Technology Solutions Company, a systems integration and business consulting firm. He is President since January, 1991 of Saltash, Ltd., management consultants. Mr. Oresman was with Booz•Allen & Hamilton, Inc., management consultants, for 19 years where he was Senior Vice President and Chairman of Booz•Allen & Hamilton International, and previously held manufacturing positions at Bausch & Lomb and Acme Steel. Mr. Oresman is a manufactu ma Gs

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## CONSIDERATION OF DIRECTOR NOMINEES

### Shareholder Nominees

The policy of the Board Affairs Committee is to consider properly submitted shareholder nominations for candidates for membership on the Board as described below under “Identifying and Evaluating Nominees for Dire) “I

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## DIRECTORS' COMPENSATION

During 2003, Directors who are not employees of the Company ("Nonemployee Directors") received an annual retainer of \$25,000 and fees of \$1,000 for each Board Committee meeting attended, and \$1,500 for each Board of Directors meeting attended. Nonemployee Directors, who are committee chairmen, each received an additional annual retainer of \$2,500. In January 2004, upon the recommendation of the Board Affairs Committee following its review of market conditions, the Board of Directors approved a new compensation policy for Nonemployee Directors. Under the new policy, Nonemployee Directors who are not committee chairmen will receive an annual retainer of \$25,000 and fees of \$1,000 for each Board Committee meeting attended, and \$1,500 for each Board of Directors meeting attended. Nonemployee Directors who are committee chairmen will receive an annual retainer of \$27,500 and fees of \$1,000 for each Board Committee meeting attended, and \$1,500 for each Board of Directors meeting attended. The new policy will be effective for the 2004 annual meeting of shareholders.

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Shares. Each Retention Unit represents the value of one Common Share, which is payable in cash based on the participant's continued employment throughout the three-year retention period. Additional details about the et



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**Executive Retention Program**

Early in 2001 the Committee increased the incentives offered to certain officers and key managers to continue their employment with the Company. The Executive Retention Plan (the "Plan") was amended to include the Executive Retention Program.

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of employment. Participants are entitled to vesting of all incentive pay at the greater of target or actual performance, and to medical and life insurance benefit continuation for life following termination, unless the termination was for “cause”. Also, participants are eligible for reimbursement of outplacement expenses up to 15 percent of base pay. The Severance Plan providn /

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independent auditor's analysis of matters requiring modification to management's certifications pursuant to ~ r





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