

## **Compensation Consultant Disclosure Policy**

**1. *Compensation Consultant Retained by the Compensation Committee.*** To assist the Compensation Committee in determining executive compensation, the Committee engages an independent compensation consultant. The independent compensation consultant is retained directly by the Committee. The Compensation Committee's charter specifies that the Committee has the sole authority to select, retain, and/or terminate its relationship with the compensation consultant, and sole authority to approve the consultant's fees and other engagement terms.

**2. *Purpose.*** Consistent with our commitment to high standards of corporate governance, this Compensation Consultant Disclosure Policy is designed to provide information to stockholders to enable them to assess the independence of the Company's compensation consultant, specifically whether information and advice provided to the Compensation Committee by the Company's compensation consultant is free from improper conflicts of interest that might arise from excessively high fees paid for non-compensation-related services.

**3. *Additional Proxy Statement Disclosures.*** Beginning in 2010, the Company will make additional disclosures pertaining to compensation consultants in its Proxy Statements for the Annual Meetings of Stockholders. For any compensation consultant or consultants retained by the Compensation Committee to provide it compensation advice with respect to the compensation disclosed in the Summary Compensation Table in the Company's Proxy Statement for its Annual Meeting of Stockholders, the Company will disclose (i) the total fees paid annually by the Company to the consultant for compensation-related services and non-compensation-related services, (ii) a description of any non-compensation-related services provided to the Company, and (iii) any services that the consultant has provided to senior executives of the Company and the nature of those services.