

Macris, Michael

From: Friedman, Bart
Sent: Friday, January 25, 2002 3:09 PM
To: 'Lake, Doug'; 'Lake, Doug - by pager'
Subject: additional resolution needed -

ATTORNEY CLIENT WORKPRODUCT - PRIVILEGED AND CONFIDENTIAL

Doug - Lets discuss how you intend to get comp. committee buy in on this. We need to make sure that the record is bullet-proof. Bart

While you and David have voluntarily agreed to a base salary reduction for the year, it was never your intention that the salary reduction would result in a reduction of your incentive bonus compensation and benefits arrangements which are calculated with reference to your annual base salary. Such effect on your compensation arrangements was never a part of what you had offered. Accordingly the following additional resolution is needed to clarify the record:

RESOLVED, that the benefits to which Messrs. Wittig and Lake are entitled under the Company's employee benefit plans, programs, arrangements and agreements, including without limitation the annual incentive bonus and the Company's Executive Salary Continuation Plan, shall be computed as if their respective salaries had not been reduced as set forth in the preceding resolution; and further

REDACTED