

Macris, Michael

From: Friedman, Bart
Sent: Friday, June 14, 2002 12:35 PM
To: Lake, Doug; Lake, Doug - by pager
Subject: FW: additional resolution needed

Doug - this is a copy of the original email that I sent to you on January 25th - lets talk -

—Original Message—

Sent: Friday, January 25, 2002 2:07 PM

We suggest the following be explained to the Compensation Committee and the Board:

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