



Board Independence

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The Board is comprised of a majority of Directors who qualify as independent Directors. The Board will make a determination as to each Director's independence broadly considering all relevant facts and circumstances. However, the Board has adopted categorical standards to assist it in making the independence determination. Under these categorical standards, a Director shall be presumed not to have a material relationship with the Company or any of its consolidated subsidiaries, and thus be presumed to be independent, if:

1. He or she meets all the independence and other applicable requirements under the listing standards of the NYSE exchange and all other applicable laws, rules and regulations regarding director independence, in each case from time to time in effect;
2. He or she is not a current employee (and none of his or her "immediate family members", as defined by the NYSE Corporate Governance Rules, is employed as an "executive officer", as defined by the NYSE Corporate Governance Rules) of a company that has made payments to, or received payments from, the Company or any of its consolidated subsidiaries for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or one percent of such other company's consolidated gross revenues; and
3. In the event that he or she serves as an executive officer or director of a charitable organization, the Company and its consolidated subsidiaries donated less than five percent of that organization's charitable receipts (provided that if within the preceding three years the Company and its consolidated subsidiaries donated annual aggregate contributions in excess of \$1 million or 2% of the annual consolidated gross revenue of the charitable organization, such contributions must be disclosed in the Company's proxy statement).

The Board annually reviews the relationships that each Director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) to insure compliance with NYSE listing standards and requirements otherwise imposed by law or regulation and the foregoing categorical standards. Following this review, only those Directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) will be considered independent Directors under such standards, law or regulation and such categorical standards.

Our Board has determined that based upon this standard 6 of 7 of our directors are independent. The independent Directors are Elizabeth A. Geary, Parsa Kiai, Jeffrey Rose, Scott Schlackman, Andrea B. Thomas, and Ming Xian. The director that is not independent is our Chairman Daniel R. Chard.