



Policy on Cash Incentive Repayment

The Cash Incentive Repayment Policy ("Claw Back Policy") requires an executive officer to repay to the Company the amount of any annual cash incentive compensation that an executive officer receives to the extent that:

- the amount of such payment was based on the achievement of certain financial results that were subsequently the subject of a restatement that occurs within 12 months of such payment;
- the executive officer had engaged in theft, dishonesty or intentional falsification of the Company's documents or records that resulted in the obligation to restate the Company's financial results; and
- a lower annual cash incentive would have been paid to the executive officer based upon the restated financial results

Dated: September, 2012