DATE: 14 MARCH, 2009

SUBJECT: EXECUTIVE STOCK RETENTION GUIDELINES

The Board of Directors of the Company believes that certain executives should own and hold common stock of the Company to further align their interests and actions with the interests of the Company's stockholders. Therefore, the Board of Directors has adopted the following Executive Stock Retention Guidelines, effective March 14, 2009.

1. Participation

The Company's Executive Stock Retention Guidelines apply to the following executives (each a "Covered Executive"):

- Chief Executive Officer; and
- All other reporting officers under Section 16 of the Securities and Exchange Act of 1934.

In the event that a Covered Executive also serves as a member of the Board of Directors, the Covered Executive will be subject to these Executive Stock Retention Guidelines in lieu of any stock ownership guidelines applicable to members of the Board of Directors.

2. Retention Guidelines

A Covered Executive may not sell shares received through an option exercise or grant as detailed below:

Retention Ratio

- The *retention ratio* is 50% of "net profit shares." The Covered Executives are expected to hold 50% of the shares remaining after payment of the option price and taxes owed upon exercise and/or hold 50% of newly vested shares of restricted stock after the payment of applicable taxes.

Sale of Shares

- The company will provide a calculation of required shareholdings resulting from application of the retention ratio to the exercise of a stock option or vesting of a grant.
- A Covered Executive may sell any shares not covered by the retention policy.

3. Hedging

Covered Executives covered are prohibited from speculating in the Company's stock, including the use of short sales, "sales against the box" or any equivalent transaction involving the Company's stock. In addition, Covered Executives may not engage in any other hedging transactions, such as "cashless" collars, forward sales, equity swaps and other similar or related arrangements, with respect to the shares that they hold in satisfaction of retention requirements.

4. Exceptions

There may be instances where these Executive Stock Retention Guidelines would place a severe hardship on a Covered Executive. In such instances, the Personnel and Compensation Committee will recommend an alternative stock ownership guideline for the Covered Executive that reflects both the intention of these Executive Stock Retention Guidelines and the personal circumstances of the Covered Executive.