

STOCK SALE GUIDELINES

PURPOSE: To establish guidelines under which directors and executive officers may sell Company stock, including sales as part of “cashless” option exercises. These guidelines are in addition to the Company’s other policies and procedures regarding trading by insiders (i.e., window period observance, pre-clearance requirements, Section 16 compliance, etc.).

SCOPE: These guidelines apply to all directors and executive officers of the Company (sometimes collectively referred to herein as “insiders”).

GUIDELINES: All insiders are expected to comply with the following guidelines. Exceptions may be allowed for in extraordinary situations (such as retirement or extreme financial hardship resulting from emergency medical expenditures and the like), but only with the approval of the Corporate Governance Committee of the Board.

1. Share Retention and Holding Period Requirements

Options – Insiders who are not at their targeted stock ownership level and who exercise options must retain the net shares exercised and hold those shares until they have achieved their ownership target. For purposes of this guideline, “net shares exercised” means the shares remaining after the exercise price of the option and applicable withholding taxes have been covered. (*Example:* Insider exercises 10,000 options with a strike price of \$20 per share, and the stock currently is trading at \$40. Assuming a 30% tax withholding rate, it will take 6,500 shares to cover the exercise price and taxes. An insider below his or her targeted ownership level at the time of exercise would have to retain the remaining 3,500 shares until they achieve their ownership target.)

Other Stock-Based Awards – An insider may not sell net vested shares from any other stock-based awards until they have achieved their ownership target. “Net vested shares” means unrestricted shares acquired by an insider under any equity-based compensation plan maintained by the Company, net of any shares sold or withheld to cover applicable withholding taxes upon receipt or vesting of the award. (*Example:* Executive receives 10,000 restricted stock units that will convert to shares after two years. Upon conversion of the units, assume 3,000 shares are withheld to cover taxes. The executive must retain the remaining 7,000 shares until they achieve their ownership target.)

2. Sales Requiring Rule 10b5-1 Plans

Unannounced sales of large blocks of Company stock by an insider may lead to speculation in the market as to why the insider is selling, and thereby create unwarranted volatility in the trading of the Company's stock. To help protect against such scenarios, any insider who intends to sell 200,000 shares or more of Company stock within any 12-month period should only do so pursuant to an approved Rule 10b5-1 plan. In determining whether this threshold will be reached, all open market sales by the insider are to be aggregated, including sales made or to be made to cover option exercise prices and taxes.

OTHER GUIDELINES

As indicated above, these guidelines are in addition to the Company's other insider trading policies and procedures. As a result, no insider should engage in any transaction involving Company stock without pre-clearing the transaction with the Law Department.