Welcome!

Welcome to the NCEO's 2013 executive compensation questionnaire for ESOP companies.

By filling out this survey, you are contributing to a unique resource that contains executive compensation data specific to ESOP companies. If you participate by August 31, 2013, you are eligible to receive a free copy of the survey report (\$150 value), which includes the compensation data broken down by industry and revenue.

All of your answers to this questionnaire will be completely anonymous. All identifying information will be removed from the data. Anyone with access to the data will be subject to a strict confidentiality agreement. The final question in the survey asks for your email address so we can email you a copy of the results; email addresses will then be permanently removed from the database.

- Page 1 asks about your executive compensation.
- Page 2 asks about compensation mechanics and the process you use to determine executive compensation.
- Page 3 asks for background about your company and ESOP.

Many of the questions ask you to fill in compensation data for various executives. An estimated amount is acceptable. If there is more than one person in a category, please answer for the highest paid person in that category.

You do not have to be an NCEO member to take the survey. More information about us can be found at www.nceo.org. If you would like to view a PDF version of the questionnaire before filling it out, click here (opens as a new window). Contact Camille Kerr (ckerr@nceo.org; 510-208-1310) with questions or concerns.

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-the 2012 calenda -the 2012-2013 fis	questions, consider only amounts granted durar year or scal year (or the most recent 12 month period s made on compensation granted in earlier year.	for which the books are closed)	
1. Base pay (e	exclude bonuses, profit sharing, an	d all other incentive pay)	
CEO/President			
CFO/ Top Finance/Ac	counting Executive		
000			
Γορ Divisional Vice Pr	resident		
Top Human Resources	s/Personnel Professional		
Γορ Sales/Marketing Ε	Executive		
Top Manufacturing/Pro	oducts/Services Vice President		
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6. Stock-based compensation

Please indicate which of the following types of equity compensation you provide to the following executives. If you would like a description of the different types of equity compensation, see the paragraph below this question.

	Stock options	Restricted stock/ RSUs	Stock appreciation rights	Phantom stock
CEO/President				
CFO/ Top Finance/Accounting Executive				
coo				
Top Divisional Vice President				
Top Human Resources/Personnel Professional				
Top Sales/Marketing Executive				
Top Manufacturing/Products/Services Vice President				
Other (please specify)				

Types of Stock-Based Compensation

- --Stock options give employees the right to buy a number of shares at a price fixed at grant for a defined number of years into the future.
- --Restricted stock and its close relative restricted stock units (RSUs) give employees the right to acquire or receive shares, by gift or purchase, once certain restrictions, such as working a certain number of years or meeting a performance target, are met.
- --Phantom stock pays a future cash bonus equal to the value of a certain number of shares.
- --Stock appreciation rights (SARs) provide the right to the increase in the value of a designated number of shares, paid in cash or shares.

7. Stock-based compensation

Please provide the total fair value of all stock-based compensation granted during the last fiscal year, not just the amount expensed during the fiscal year.

If you do not know the fair value for stock options and SARs, you can use one-third of the grant price as an estimate. For full-value awards, use the value of the award at grant date.

CEO/President	
CFO/ Top Finance/Accounting Executive	
coo	
Top Divisional Vice President	
Top Human Resources/Personnel Professional	
Top Sales/Marketing Executive	
Top Manufacturing/Products/Services Vice President	

Equity Ownership and Cor	mpensation Mecl	hanics	
8. Please indicate the numbe	er of common share	s/units in each o	of the following categories:
Number of shares held by the ESOP			
Number of shares held directly by executives/ of	other employees:		
Number of shares held by non-employees (inclinivestors, etc.)	uding directors and founders w	ho are not employees, ou	atside
Approximate number of granted stock options			
Approximate number of granted SARs			
Approximate number of granted phantom stock	(
Approximate number of granted restricted stock	and RSUs		
Other (please specify type and number)			
9. What is the approximate verthe most recently completed	ESOP valuation? (Please provide y	your answer in dollars)
10. Please indicate how the f	ollowing types of c	ompensation ar	e granted:
	Based on discretion	Based on an indiv performance me	' '
Bonuses, profit sharing, and other short term cash incentives	•		•
Long term cash incentives	V		
Stock-based pay	•		•
11. How do the following type	es of incentive pay	vest, in general	!
		Type of vesting	Vesting schedule (fully vested after):
Long term cash incentives		•	<u> </u>
Stock-based pay		•	v
12. Please indicate which (if a	any) of the following	g officers	
·		cicipants in the ESOP.	have direct share ownership outside the ESOP (founding shares, vested restricted stock, granted on hire, etc.)
CEO/President			Stock, granted on file, etc.)
CFO/ Top Finance/Accounting Executive			
C00			
Top Divisional Vice President			
Top Human Resources/Personnel Professiona	ıl		
Top Sales/Marketing Executive			
Top Manufacturing/Products/Services Vice Products	esident		

13. How is your compensation with the company of		-	•	-	irectors ha	ve no
We do not have a compensation comm	ittee.					
None of the directors on our compensa	tion committee is	s independent.				
C At least one of the directors on our com	pensation comn	nittee is independ	lent.			
The majority of the directors on our cor	npensation com	mittee are indepe	endent.			
All of the directors on our compensation						
C 7 III OI IIIO III OOLO OII OII OOII POII OIII		аоролаоли				
14. Are any C-level executive control of the company?	es expecte	ed to receiv	e a payme	nt followin	g a change	·in-
C Yes						
15. Please indicate who rece employees per row):	We do not provide this benefit	All employees	Most employees (e.g. all but hourly	Managerial/ technical employees and	ategory of Only executives	Only the CEO
Bonuses/ profit sharing	©	0	employees)	above	0	\circ
401(k) contributions/ matching	0	0	0	0	0	0
Wellness plan	0	0	0	0	0	0
Health insurance premiums	0	0	O	0	0	0
Life insurance	O	0	O	O	0	0
Short term disability	0	0	0	0	0	0
Paid family and medical leave	\circ	0	0	0	0	O
Paid sick days leave	0	0	0	0	0	0
Personal travel/transportation	0	0	O	0	0	0
Stock-based compensation besides the ESOP	0	O	0	O	0	0
Above market base pay	0	0	O	O	0	0
Do you provide other benefits? Please descri	be the benefit ar	nd which employe	es receive it:			

Company and ESOP Background

16.	. How many employees do you have? (count both full- and part-time employees)
0	50 or fewer
0	51 to 100
0	101 to 200
0	200 to 500
0	501 to 1,000
0	More than 1,000
17.	. Which of the below best describes your industry?
0	Manufacturing
0	Retail
0	Wholesale
0	Financial, insurance, or real estate
0	Engineering, architecture, and related fields
0	Construction
0	Health Care
0	Technology (computers, biotechnology, software)
0	Other (please specify)
18.	. Where is your company's headquarters?
0	West (AK, CA, HI, NV, OR, WA)
0	Midwest (MN, IA, MO, WI, IL, MI, IN, OH)
0	Northeast (NY, ME, VT, NH, MA, CT, RI, PA, NJ)
0	Mid-Atlantic / Southeast (KY, WV, DE, MD, DC, VA, TN, NC, AR, LA, MS, AL, GA, SC, FL)
0	Mountains / Plains (ID, MT, ND, SD, WY, UT, CO, NE, KS, AZ, NM, OK, TX)
19.	. What was the company's average change in stock price over the past five years?
0	Negative (we had a loss)
0	0-10%
0	11-20%
0	21% or higher

	Which of the following best describes your pre-tax profits (as a percent of revenue) in
	most recently completed fiscal year?
0 1	Negative (we had a loss)
0 (0-10%
0	11-20%
0 2	21% or higher
21. \	When did you start your ESOP? (Answer with a 4-digit year)
22. \	What percentage of the company's shares is owned by the ESOP?
(Plea	ase enter a number between 0 and 100)
23. I	s your company an S corporation or a C corporation?
0 8	S corporation
0	C corporation
24. I	s your company's stock traded on a stock exchange?
0 '	Yes
0 1	No
25. V	What was the dollar value of your company's revenues in the most recently completed
fisca	al year?
0 1	Up to \$5 million
0 1	More than \$5 million, up to \$10 million
0 1	More than \$10 million, up to \$50 million
0 1	More than \$50 million, up to \$200 million
0 1	More than \$200 million, up to \$500 million
0 1	More than \$500 million, up to \$1 billion
0 1	More than \$1 billion
26. V	What is the approximate median W-2 compensation for employees at your company?
	er an approximate annual salary without commas or a dollar sign).

Closing
27. Please describe your compensation philosophy.
(Compensation philosophy is your approach for using base salary, incentive compensation, and qualified retirement plans including the ESOP to design your executive compensation plan. For example, if you seek to provide base salary that is at the median level versus the market, and use cash incentives or equity awards to provide total direct compensation that is above market norms, we would like to understand why you use this approach.)
28. Your contact information.
You may leave this question blank if you prefer. However, you must provide us your email address if you would like an advance summary of the results of this survey. We will not use your email for any purpose other than follow-up to this survey, and we will remove your contact information from the database. Your name
Email address
29. Check here if you would like to receive notification about the next edition of the NCEO's publication Executive Compensation and ESOP Companies or about custom analysis of the ESOP executive compensation data.
_
Notify me when customized reports on executive compensation are available.
30. Any comments? The NCEO's goal is to make this survey as useful for ESOP companies as possible without asking a burdensome number of questions. Help us improve this survey by telling us which questions were most and least useful or by making suggestions for future surveys. We welcome your comments here and you can contact Camille Kerr at any time (ckerr@nceo.org; 510-208-1310).
Notify me when Executive Compensation in ESOP Companies is published. Notify me when customized reports on executive compensation are available. 30. Any comments? The NCEO's goal is to make this survey as useful for ESOP companies as possible without asking a burdensome number of questions. Help us improve this survey by telling us which questions were most and least useful or by making suggestions for future surveys. We welcome your comments here and you can contact Camille Kerr at any time