

DIRECTOR INDEPENDENCE STANDARDS

A director is independent if:

- A. Neither the Company nor any subsidiary has employed a director in any position within the last three years, and no immediate family member* of the director has been an executive officer of the Company or any subsidiary within the last three years;
- B. Neither the director nor any immediate family member of the director received more than \$120,000 in direct compensation from the Company during any twelve-month period within the last three years, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
- C. (i) The director is not a current partner or employee of a firm that is the Company's internal or external auditor; (ii) The director has no immediate family member who is a current partner of such a firm; (iii) The director has no immediate family member who is a current employee of such a firm and personally works on the Company's audit; and (iv) Neither the director nor any immediate family member of the director was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time;
- D. Neither the director nor any immediate family member of the director served as an executive officer of any company at the same time as a current executive officer served on the compensation committee of such company;
- E. No entity of which the director is an employee in any position, or of which any immediate family member of the director is an executive officer, made payments to, or received payments from, the Company and its consolidated subsidiaries in any of the last three years in excess of the greater of (i) \$1 million; or (ii) 2% of that entity's annual consolidated gross revenues; and
- F. The director has 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 or its subsidiaries).

*For purposes of these standards, an "immediate family member" includes a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home.