

Confirm Committee Membership

2013 Committee Membership Charter Compliance

Count	Committee Member Name	Board Member Type		Financial Understanding	Financial Expert
		Segment	Unaffiliated		
1	Bermudez, Jorge		X		
2	Bowling, Shannon	X			
3	Fehrenbach, Nick	X			
4	Gent, Michehl		X		
5	Gresham, Kevin	X			
6	Karnei, Clifton	X			
7	Walsh, Judy		X		
8	Ashley, Kristy (alt.)	X			
9	Comstock, Read (alt.)	X			
10	Packard, Mike (alt.)	X			

Membership requirements established in the Finance and Audit Committee Charter

The Committee shall be comprised of at least five Board members, at least three of which are from Market Segments and two or more of which must be Unaffiliated Board members.

Each Committee Member must be able to read and understand fundamental financial statements, including the balance sheet, income statement and cash flow statement. --> **PLEASE INITIAL THE CELL AT THE INTERSECTION OF THE ROW WITH YOUR NAME AND COLUMN LABELLED "FINANCIAL UNDERSTANDING" IF YOU MEET THIS REQUIREMENT.**

At least one Committee Member shall be designated a "financial expert" as such term may be defined from time to time by the Board consistent with definitions generally accepted by the accounting industry or other regulatory authorities (the "Financial Expert"). --> **PLEASE INITIAL THE CELL AT THE INTERSECTION OF THE ROW WITH YOUR NAME AND COLUMN LABELLED "FINANCIAL EXPERT" IF YOU MEET THIS REQUIREMENT (AS DESCRIBED ON THE REVERSE PAGE).**

The Chair of the Committee shall be elected through a majority vote of the Committee Members. The Committee Chair shall not be the CEO of the Company and shall have accounting or related financial

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    Q1[Has the person completed a program of learning in accounting or auditing?] -- No --> Q2[Does the person have experience as a principal financial officer, principal accounting officer, controller, public accountant, or auditor?]
    Q2 -- No --> Q3[Does the person have experience in one or more positions that involve performance of similar functions?]
    Q3 -- No --> Q4[Does the person have experience actively supervising a person(s) performing one or more of these functions?]
    Q4 -- No --> Q5[Does the person have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing, or evaluation of financial statements?]
    Q5 -- No --> Q6[Does the person have other relevant experience]
    Q6 -- Yes --> Q7[In connection with the education or experience, does the person have each of the following attributes:  
* An understanding of generally accepted accounting principles and financial statements  
AND  
*The ability to assess the general application of such principles in connection with accounting for estimates, accruals, and reserves  
AND  
*Experience preparing, auditing, analyzing, or evaluating financial statements that present a breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the company's financial statements, or experience actively supervising one or more persons engaged in such activities  
AND  
*An understanding of internal controls and procedures for financial reporting  
AND  
* An understanding of finance and audit committee functions.]
    Q7 -- Yes --> R1[The candidate meets the requirements to be identified as the finance and audit committee financial expert.]
    Q7 -- No --> R2[The candidate does not meet the requirements to be designated finance and audit committee financial expert.]
  
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