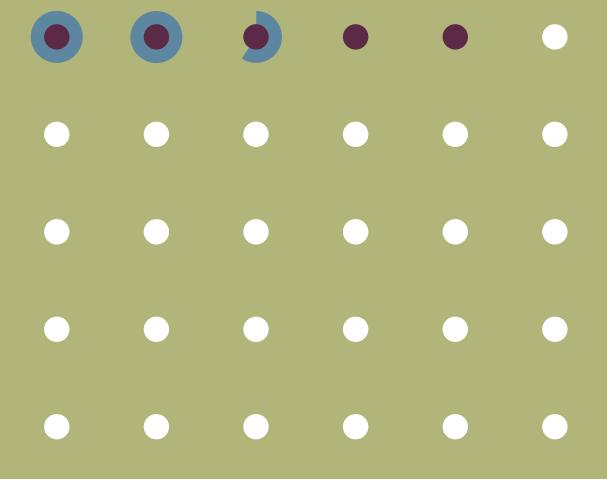


# 2012 SAY ON PAY RESULTS



#### **SUMMARY OF FINDINGS**

2

#### **2012 Vote Results (n=262)**

The majority of companies continue to pass Say on Pay in 2012 with substantial shareholder support:

- 186 companies (71%) passed with over 90% support
- 52 companies (20%) passed with between 70% and 90% support
- 19 companies (7%) passed with between 50% and 70% support
- 5 companies (2%) in the Russell 3000 have failed

3

#### Vote of the Week

Citigroup received a voting result of 45%, likely given concern from shareholders and their advisors over the value and nature of long-term retention awards granted during a period of poor shareholder returns

4

#### **Vote Results and Financial Metrics**

Total shareholder return and market value, while important measures to evaluate a company's performance, do not exhibit a clear correlation with Say on Pay vote results

6

#### **How Vote Results Changed in 2012**

Companies below 70% in 2011 have generally received increased vote support in 2012:

- So far, all companies that failed in 2011 have passed in 2012
- Companies that failed or were between 50-70% in 2011 improved by 15% or more

Vote results for companies above 90% in 2011 have decreased by an average of 3% in 2012

7

#### **Impact of Proxy Advisors on Vote Results**

ISS has recommended 'against' at 43 companies (16%) in 2012:

- This compares to approximately 12% in 2011
- On average, shareholder support was 27% lower at companies with an ISS 'against'

9

## **Appendix and Data Tables**

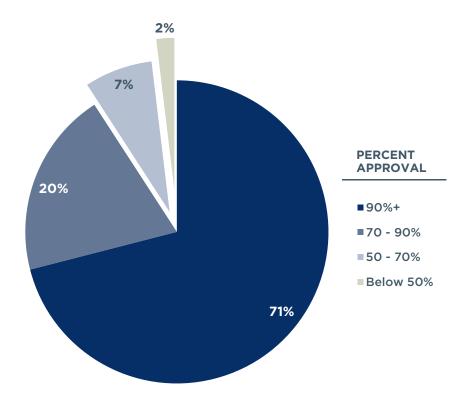
#### **COMING NEXT WEEK in Say on Pay**

Stanley Black & Decker received a Say on Pay voting result of 94%, which represents an increase of 55% year-over-year. We will analyze the relevant factors leading to the company's voting result improvement and report back in our Vote of the Week.

#### **2012 VOTE RESULTS**

- 71% of companies passed Say on Pay with over 90% shareholder approval In 2011: 72% of companies passed with over 90% approval
- 91% of companies passed Say on Pay with over 70% shareholder approval In 2011: 93% of companies passed with over 70% approval
- Five Russell 3000 companies (2%) have so far failed Say on Pay<sup>1</sup>
  In 2011: 37 Russell 3000 companies (approximately 1%) failed to receive 50% support on Say on Pay

#### 2012 SAY ON PAY VOTE RESULTS (n=262)



<sup>&</sup>lt;sup>1</sup> Companies that have failed Say on Pay: Actuant Corporation, Citigroup, FirstMerit Corp, International Game Technology, and KB Home.

Notes: As of April 25, 2012. Year over year data presented in this document do not reflect a constant sample, given the change in the Russell 3000 in June 2011.

The 2012 sample includes companies that had an Annual Meeting and Say on Pay vote in calendar year 2012. Actuant Corporation, as well as approximately 50 other companies, do not have 2011 vote results due to timing (Say on Pay became mandatory on 1/21/11).

#### **VOTE OF THE WEEK**

— Citigroup is the fourth company to fail Say on Pay this season; its 2012 vote result was 45% -- a decline of 48% from 2011

BACKGROUND	LAST PROXY SEASON	THIS PROXY SEASON
Say on Pay Vote Result	93%	45%
1-Year Total Shareholder Return <sup>1</sup>	43%	-44%
3-Year Total Shareholder Return <sup>1</sup>	-45%	-27%
Reported CEO Total Compensation (\$000s) <sup>2</sup>	\$0	\$14,857

— Citigroup's vote result likely stems from concern from shareholders and their advisors over the high value and discretionary nature of long-term retention awards granted to the CEO in FY2011 during a period of continued poor stock performance.

CONTEXT	DETAILS
Company Performance	<ul> <li>Negative 1-year and 3-year total shareholder return; also below broader S&amp;P 500 and median GICS group performance</li> <li>Revenues and pre-tax income (excluding pre-tax income of Citi Holdings) decreased 8%; net income increased 4%</li> </ul>
Pay Levels <sup>2</sup>	<ul> <li>Mr. Pandit received \$1 in FY2010; reported CEO pay per the Summary Compensation Table (SCT) for FY2011 was \$14.9MM (includes \$1.67MM in salary, \$5.3MM in bonus, and \$7.8MM in stock options). Mr. Pandit also received additional pay not disclosed in the SCT: \$8MM in deferred bonus payments (50% cash; 50% equity), a performance-contingent deferred stock grant of \$10MM, and a target long-term cash opportunity of \$10.1MM.</li> </ul>
Pay Program	<ul> <li>Annual incentive program based on subjective assessment of company performance, individual contributions, and market data. 60% of payouts are deferred (50% cash; 50% stock) over four years</li> <li>Citigroup made three retention grants in FY2011 to the CEO: \$10MM in deferred stock (tied to subjective objectives), \$10.1MM in long-term cash (tied to two-year pre-tax income objectives), and \$7.8MM in stock options (64% standard; 36% premium-priced)</li> </ul>
Other Compensation Practices	<ul> <li>Citigroup has a clawback policy and a stock holding requirement for executives</li> <li>Requires deferral of 60% of annual incentive awards, 50% in cash and 50% in stock.</li> </ul>
Meaningful Factors	<ul> <li>Proxy advisors question discretionary nature of the company's annual incentive program, and FY2011 deferred stock awards (tied to Committee's assessment of achievement in three areas: regulatory considerations, organizational culture, and talent development).</li> <li>Proxy advisors also take issue with threshold goal for long-term cash award (cumulative pretax income, minus pre-tax income of Citi Holdings, goal of \$12 billion for the FY2011-FY2012 period; in FY2010, pre-tax income was above \$19 billion)</li> </ul>

<sup>&</sup>lt;sup>1</sup> 1-year and 3-year total shareholder return as of FYE 2010 and FYE 2011.

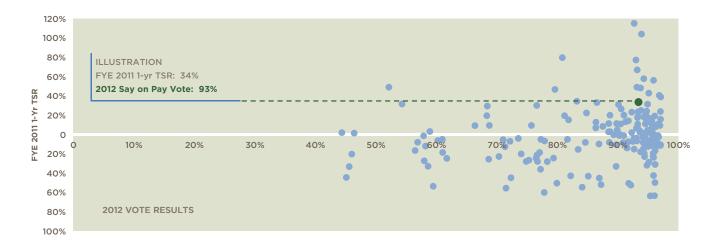
<sup>&</sup>lt;sup>2</sup> As disclosed in the Summary Compensation Table.

#### **VOTE RESULTS AND FINANCIAL METRICS**

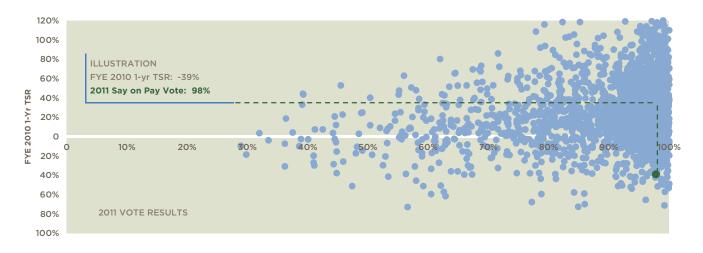
TOTAL SHAREHOLDER RETURN (TSR)

- There does not appear to be a strong correlation between the Say on Pay vote results and absolute one-year Total Shareholder Return (TSR)
- However, we expect to observe a stronger correlation between a single company's TSR and change in vote result

#### 2012 SAY ON PAY VOTE RESULTS VS 1-YEAR TSR



#### 2011 SAY ON PAY VOTE RESULTS VS 1-YEAR TSR



#### **VOTE RESULTS AND FINANCIAL METRICS**

MARKET VALUE

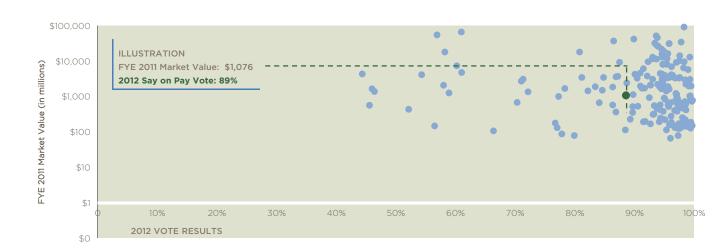
— There does not appear to be a strong correlation between a company's Say on Pay vote result and market value

#### 2012 SAY ON PAY VOTE RESULTS VS MARKET VALUE

MARKET VALUE RANGE	#	2012 AVG. VOTE RESULTS	STANDARD DEVIATION <sup>1</sup>
\$100B +	1	83%	-
\$30 - \$100B	17	85%	17%
\$10 - \$30B	27	90%	12%
\$5 - \$10B	19	92%	10%
\$1 - \$5B	93	88%	13%
\$500M - \$1B	39	91%	12%
Below \$500M	66	92%	10%
TOTAL / AVERAGE	262	90%	12%

 $<sup>^{\</sup>rm 1}$  Standard deviation of 2012 vote results; indication of variability in results.

## 2012 SAY ON PAY VOTE RESULTS VS MARKET VALUE



#### **HOW VOTES RESULTS CHANGED IN 2012**

- On average, vote results are roughly flat year over year
- Overall, companies that failed or were close to failing in 2011 (i.e., received a vote result between 50-70%) generally are receiving significantly more support. On average:
   Companies that failed in 2011 are receiving 45% more support (current sample size: 7 companies)
   Companies that received 50-70% in 2011 are receiving 15% more support (current sample size: 14 companies)
- 197 companies (95%) have passed both years
- Seven companies (3%) failed in 2011 but passed in 2012, and four companies (2%) passed in 2011 but failed in 2012

AVERAGE VOTE RESULT CHANGE - BY 2011 VOTE BRACKET

		AVERAGE CHANGE
2011 RESULT	#	IN 2012
Under 50%	7	+45%
50 - 70%	14	+15%
70 - 90%	35	+3%
Above 90%	152	-3%
TOTAL	208	+1%

#### 2011 AND 2012 SAY ON PAY VOTE RESULTS



Note: The 2012 sample includes companies that had an Annual Meeting and Say on Pay vote in calendar year 2012. Actuant Corporation, as well as approximately 50 other companies, do not have 2011 vote results due to timing (Say on Pay became mandatory on 1/21/11).

#### **IMPACT OF PROXY ADVISORS ON VOTE RESULTS**

— ISS has recommended that shareholders vote 'against' Say on Pay at about 16% of the companies it has assessed

In 2011: ISS recommended 'against' 12% of companies it assessed

— On average, shareholder support was 27% lower at companies with an ISS 'against'

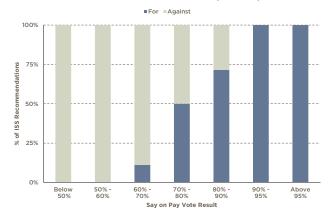
In 2011: Shareholder support was 25% lower at these companies

### — Average approval with ISS:

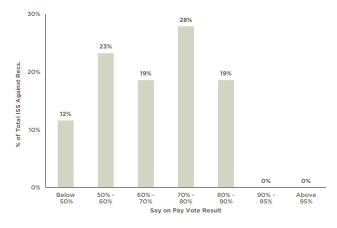
'For' recommendation: 94%

'Against' recommendation: 67%

## 2012 SAY ON PAY VOTE BREAKDOWN (n=262)



#### 2012 SAY ON PAY VOTE RESULTS WHEN ISS RECOMMENDS AGAINST (n=43)



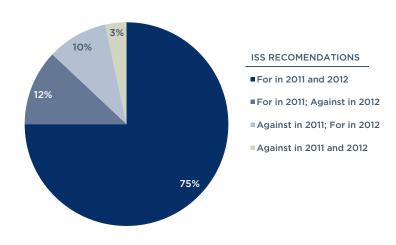
Note: Data provided by ISS Voting Analytics.

#### **IMPACT OF PROXY ADVISORS ON VOTE RESULTS**

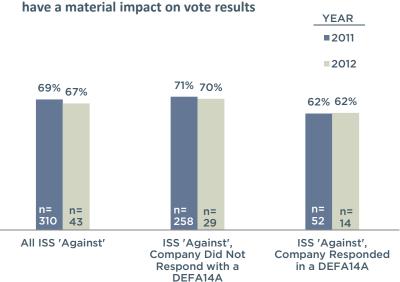
YEAR OVER YEAR

 ISS has switched its Say on Pay recommendation at 45 companies (22%) year over year

YEAR OVER YEAR ISS RECS (n=208)



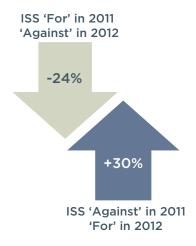
 Company responses to an 'against' recommendation from ISS do not appear to have a material impact on vote results



 Say on Pay voting results are impacted significantly when ISS switches its recommendation year over year

This occurs regardless of whether ISS switches from positive to negative or vice-versa

#### **AVERAGE SAY ON PAY VOTE RESULTS**



Notes: The 2012 sample includes companies that had an Annual Meeting and Say on Pay vote in calendar year 2012. Actuant Corporation, as well as approximately 50 other companies, do not have 2011 vote results due to timing (Say on Pay became mandatory on 1/21/11).

Data provided by ISS Voting Analytics.

## **APPENDIX: 2012 SAY ON PAY VOTE RESULTS**

**COMPANIES UNDER 50% IN 2012** 

#### 2012 Failed Say on Pay Vote Results<sup>1</sup>

	Meeting		S&P	Trailing 4Q	Say on	Pay Vote Resu	ılts	TSR (as of FYE 2011)			
Company	Date	GICS Industry	500	Revenue	2012 ▼	2011	YOY	1-Yr	3-Yr	5-Yr	
Actuant Corp	01/10/12	Machinery		\$1,520	46%	-	-	1%	-14%	-2%	
FirstMerit Corp	04/18/12	Commercial Banks		\$763	46%	87%	-41%	-20%	-6%	-4%	
KB Home	04/12/12	Household Durables		\$1,316	46%	61%	-16%	-33%	-12%	-30%	
Citigroup Inc	04/17/12	Diversified Financial Services	Χ	\$102,587	45%	93%	-48%	-44%	-27%	-45%	
International Game Technology	03/05/12	Hotels, Restaurants & Leisure	X	\$1,949	44%	82%	-38%	2%	-4%	-17%	

<sup>&</sup>lt;sup>1</sup> As of April 25, 2012.

# **APPENDIX: 2012 SAY ON PAY VOTE RESULTS**COMPANIES BETWEEN 50% - 70% IN 2012

2012 Say on Pay Vote Results for Companies Between 50% -  $70\%^1$ 

	Meeting		S&P	Trailing 4Q	Say on I	Pay Vote Resu	ılts	TSR (as	11)	
Company	Date GICS Industry 5		500	Revenue	2012 ▼	2011	YOY	1-Yr	3-Yr	5-Yr
QUALCOMM Inc.	03/06/12	Communications Equipment	Х	\$15,889	69%	95%	-26%	9%	6%	8%
ModusLink Global Solutions Inc	01/20/12	IT Services		\$791	69%	-	-	-25%	-26%	-14%
Comtech Telecommunications Corp.	01/13/12	Communications Equipment		\$484	68%	-	-	29%	-17%	0%
Cogent Communications Group Inc	04/19/12	Diversified Telecommunication Service		\$305	68%	39%	29%	19%	37%	1%
Multimedia Games Holding Co Inc	02/01/12	Hotels, Restaurants & Leisure		\$134	66%	92%	-26%	9%	-2%	-15%
Concur Technologies Inc	03/14/12	Software		\$370	62%	99%	-38%	-25%	-1%	21%
Huntington Bancshares Inc	04/19/12	Commercial Banks	Х	\$2,951	61%	93%	-32%	-19%	-9%	-23%
United Technologies Corp	04/11/12	Aerospace & Defense	Х	\$58,190	61%	97%	-36%	-5%	14%	6%
Bard (C.R.) Inc	04/18/12	Health Care Equipment & Supplies	Х	\$2,896	60%	84%	-24%	-6%	1%	1%
Greenhill & Co Inc	04/18/12	Capital Markets		\$294	59%	78%	-19%	-54%	-17%	-11%
Schnitzer Steel Industries Inc	01/25/12	Metals & Mining		\$3,596	59%	-	-	3%	-13%	8%
Bank of New York Mellon Corp (The)	04/10/12	Capital Markets	Х	\$15,236	59%	80%	-21%	-33%	-10%	-12%
Johnson Controls Inc.	01/25/12	Auto Components	Х	\$41,713	58%	62%	-4%	-12%	-2%	4%
AECOM Technology Corp	03/08/12	Construction & Engineering		\$8,130	58%	61%	-3%	-27%	-10%	-
Adobe Systems Inc	04/12/12	Software	Х	\$4,216	58%	59%	-1%	-1%	6%	-7%
Walt Disney Co (The)	03/13/12	Media	Х	\$40,956	57%	77%	-20%	-8%	1%	1%
Enzo Biochem Inc.	01/26/12	Life Sciences Tools & Services		\$103	57%	-	-	-17%	-35%	-22%
Trans Digm Group Inc	02/23/12	Aerospace & Defense		\$1,325	54%	98%	-43%	32%	42%	32%
Greenbrier Companies Inc. (The)	01/06/12	Machinery		\$1,443	52%	-	-	49%	-4%	-8%

<sup>&</sup>lt;sup>1</sup> As of April 25, 2012.

# **APPENDIX: 2012 SAY ON PAY VOTE RESULTS**COMPANIES UNDER 70% IN 2011

#### 2012 Say on Pay Vote Results for Companies Under 70% in $2011^1$

	Meeting				Say on	Pay Vote Res	ults	1-Yr TSR, as of:		
Company	Date	GICS Industry	500	Revenue	2012	2011 ▼	YOY	FYE 2011	FYE 2010	
Rofin Sinar Technologies Inc	03/15/12	Electronic Equipment, Instruments & Components		\$592	76%	70%	+7%	-24%	11%	
AMN Healthcare Services Inc.	04/18/12	Health Care Providers & Services		\$887	77%	67%	+10%	-28%	-32%	
Northern Trust Corp	04/17/12	Capital Markets	Х	\$4,169	75%	66%	+9%	-26%	8%	
Crane Co.	04/23/12	Machinery		\$2,546	95%	65%	+29%	16%	38%	
Monsanto Co	01/24/12	Chemicals	Χ	\$12,425	87%	65%	+22%	33%	-36%	
Cardinal Financial Corp	04/20/12	Commercial Banks		\$137	93%	63%	+30%	-7%	34%	
Johnson Controls Inc.	01/25/12	Auto Components	Χ	\$41,713	58%	62%	-4%	-12%	21%	
AECOM Technology Corp	03/08/12	Construction & Engineering		\$8,130	58%	61%	-3%	-27%	-11%	
KB Home	04/12/12	Household Durables		\$1,316	46%	61%	-16%	-33%	-15%	
LaSalle Hotel Properties	04/20/12	Real Estate Investment Trusts (REITs)		\$719	98%	59%	+38%	-7%	26%	
SurModics Inc	02/06/12	Health Care Equipment & Supplies		\$65	96%	59%	+37%	-24%	-52%	
Adobe Systems Inc	04/12/12	Software	Χ	\$4,216	58%	59%	-1%	-1%	-21%	
Photronics Inc	03/28/12	Semiconductors & Semiconductor Equipment		\$503	90%	57%	+33%	0%	50%	
Headwaters Inc	02/23/12	Construction Materials		\$596	78%	53%	+25%	-60%	-7%	
Hewlett-Packard Co	03/21/12	Computers & Peripherals	Χ	\$124,979	77%	48%	+29%	-36%	-11%	
Beazer Homes USA Inc.	02/07/12	Household Durables		\$822	95%	46%	+49%	-63%	-26%	
Jacobs Engineering Group Inc.	01/26/12	Construction & Engineering	Х	\$10,657	96%	45%	+51%	-17%	-16%	
Shuffle Master Inc	03/15/12	Hotels, Restaurants & Leisure		\$240	86%	45%	+42%	13%	20%	
Cogent Communications Group Inc	04/19/12	Diversified Telecommunication Services		\$305	68%	39%	+29%	19%	43%	
Stanley Black & Decker Inc	04/17/12	Machinery	Χ	\$10,376	94%	39%	+55%	4%	33%	
Umpqua Holdings Corp	04/17/12	Commercial Banks		\$586	95%	36%	+59%	4%	-8%	

<sup>&</sup>lt;sup>1</sup> As of April 25, 2012.

# APPENDIX: 2012 SAY ON PAY VOTE RESULTS COMPANIES WITH YEAR OVER YEAR CHANGE GREATER THAN 30%

2012 Say on Pay Vote Results for Companies with Year over Year Changes Greater than 30%  $^{1,\,2}$  Russell 3000, n=16

	Meeting		S&P	Trailing 4Q	Say on	Pay Vote Resi	1-Yr TSR, as of:		
Company	Date	GICS Industry	500	Revenue	2012	2011	YOY ▼	FYE 2011	FYE 2010
Umpqua Holdings Corp	04/17/12	Commercial Banks		\$586	95%	36%	+59%	4%	-8%
Stanley Black & Decker Inc	04/17/12	Machinery	Х	\$10,376	94%	39%	+55%	4%	33%
Jacobs Engineering Group Inc.	01/26/12	Construction & Engineering	Х	\$10,657	96%	45%	+51%	-17%	-16%
Beazer Homes USA Inc.	02/07/12	Household Durables		\$822	95%	46%	+49%	-63%	-26%
Shuffle Master Inc	03/15/12	Hotels, Restaurants & Leisure		\$240	86%	45%	+42%	13%	20%
LaSalle Hotel Properties	04/20/12	Real Estate Investment Trusts (REITs)		\$719	98%	59%	+38%	-7%	26%
SurModics Inc	02/06/12	Health Care Equipment & Supplies		\$65	96%	59%	+37%	-24%	-52%
Photronics Inc	03/28/12	Semiconductors & Semiconductor Equipment		\$503	90%	57%	+33%	0%	50%
Cardinal Financial Corp	04/20/12	Commercial Banks		\$137	93%	63%	+30%	-7%	34%
Huntington Bancshares Inc	04/19/12	Commercial Banks	Χ	\$2,951	61%	93%	-32%	-19%	90%
United Technologies Corp	04/11/12	Aerospace & Defense	Х	\$58,190	61%	97%	-36%	-5%	16%
Concur Technologies Inc	03/14/12	Software		\$370	62%	99%	-38%	-25%	24%
International Game Technology	03/05/12	Hotels, Restaurants & Leisure	Х	\$1,949	44%	82%	-38%	2%	-32%
FirstMerit Corp	04/18/12	Commercial Banks		\$763	46%	87%	-41%	-20%	2%
Trans Digm Group Inc	02/23/12	Aerospace & Defense		\$1,325	54%	98%	-43%	32%	49%
Citigroup Inc	04/17/12	Diversified Financial Services	Χ	\$102,587	45%	93%	-48%	-44%	43%

<sup>&</sup>lt;sup>1</sup> As of April 25, 2012.

<sup>&</sup>lt;sup>2</sup> Bold font indicates a Say on Pay vote result below 50% in 2011.

# APPENDIX: RESPONSES TO ISS AND OTHER PROXY ADVISORS ON SAY ON PAY RECOMMENDATIONS

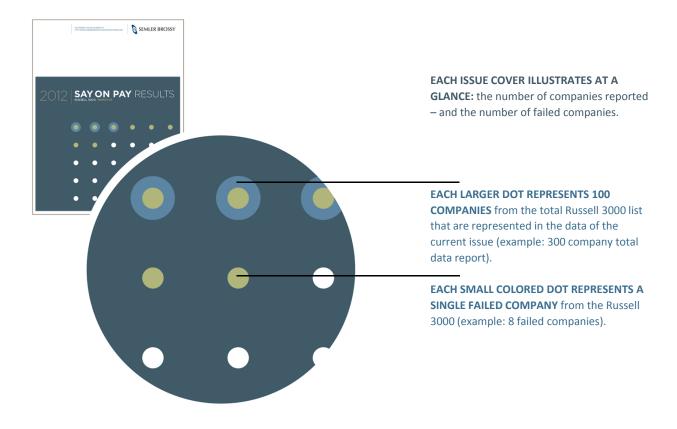
Summary of Responses to Say on Pay Recommendations from Proxy Advisors  $^{1,\,2}$ 

									K	ey Topics A	Addressed				
							Pay and	Peer	Proxy		Timing			Program Changes	
	Filing	S&P	Trailing 4Q	Say on	Pay Vote F	Results	Performance	Group	Advisor	Factual	of			Following Proxy	ISS Rec
Company (Link to Filing)	Date	500	Revenue	2012	2011	YOY	Relation	Comparators	Methodology	Error	Grants	Governance	Other	Advisor Rec.	Reversa
MSC Industrial Direct Co Inc.	12/28/11		\$2,095	95%	-	-	Х			Х		Х	Х		Yes
Actuant Corp	12/29/11		\$1,520	46%	-	-	Х		X			Х	Х		No
Johnson Controls Inc.	01/11/12	Χ	\$41,713	58%	62%	-4%	X		X		Х				No
Nutraceutical International Corp	01/12/12		\$189	77%	-	-	X	Х							No
QUALCOMM Inc.	02/21/12	Χ	\$15,889	69%	95%	-26%	X	X							No
Piedmont Natural Gas Co Inc.	02/22/12		\$1,254	82%	96%	-14%	X	Х					Х		No
Parametric Technology Corp	02/23/12		\$1,221	77%	78%	-1%	X						Х		No
International Game Technology	02/24/12	Х	\$1,949	44%	82%	-38%	Х						Х		No
National Fuel Gas Co	02/24/12		\$1,760	74%	83%	-10%	X	X	X				Х		No
National Fuel Gas Co	02/27/12		\$1,760	74%	83%	-10%	X	X							No
Walt Disney Co (The)	03/01/12	Х	\$40,956	57%	77%	-20%	Х	X				Х			No
United Technologies Corp	03/22/12	Χ	\$58,190	61%	97%	-36%	Х	X	X				Х		No
FirstMerit Corp	03/29/12		\$763	46%	87%	-41%	Х	Х				Х	Х		No
Adobe Systems Inc	04/02/12	Χ	\$4,216	58%	59%	-1%	X	Х	X				Х		No
Associated Banc-Corp	04/02/12		\$1,024	-	94%	-	Х						Х		No
<u>Huntington Bancshares Inc</u>	04/03/12	Х	\$2,951	61%	93%	-32%	Х		X				Х		No
Bard (C.R.) Inc	04/03/12	Х	\$2,896	60%	84%	-24%	Х	Х					Х		No
United States Steel Corp	04/04/12	Х	\$19,884	-	66%	-	Х	Х							No
Janus Capital Group Inc	04/12/12		\$982	-	40%	-	Х	Х					Х		No
NCR Corp	04/12/12		\$5,443	-	83%	-	Х		X		Х		Х		Yes
NYSE Euronext	04/13/12	Х	\$4,552	-	84%	-	Х	Х				Х	Х		No
CONSOL Energy Inc.	04/16/12	Х	\$5,964	-	55%	-	Х		X				Х		No
Health Care REIT Inc.	04/16/12	Х	\$1,427	-	95%	-	Х		X						No
Imation Corp.	04/16/12		\$1,290	-	89%	-	Х						Х		No
Hess Corp	04/17/12	Х	\$38,466		87%	-	Х	х	X				Х		No
Laboratory Corporation of America	04/17/12	Х	\$5,542	-	98%		Х	Х	Х						No
Marriott International Inc.	04/17/12	Х	\$12,317		98%	-	Х	х					Х		No
NCR Corp	04/19/12		\$5,443		83%	_	Х							Χ	Yes
Alterra Capital Holdings Ltd	04/20/12		\$1,622		92%	_	Х			Х		х	Х		NA
Johnson & Johnson	04/20/12	Х	\$65,030	-	61%	_	Х						Х		No
Manitowoc Company Inc. (The)	04/20/12		\$3,652		75%		Х		X	Х			х		No
Gilead Sciences Inc	04/23/12	Х	\$8,385	-	75%		Х	Х	Х						No
Mylan Inc	04/23/12	Х	\$6,130	-	64%		х			Х			Х		No
Sterling Bancorp	04/23/12		\$141	-	91%	_	Х	Χ	X				Х		No
Gibraltar Industries Inc	04/23/12		\$767		95%		х	Х	Х		Х	Х	Х		NA
Count	-	14			_		35	19	15	4	3	7	25	1	2

<sup>&</sup>lt;sup>1</sup>As of April 25, 2012.

 $<sup>^2\</sup>mbox{Includes}$  company responses filed in a DEFA14A.

#### DATA AT A GLANCE: HOW TO READ OUR COVERS



For more information on Say On Pay results, or how to subscribe to our weekly report, please contact us at dialogue@semlerbrossy.com, or 310.481.0180. We also welcome you to visit our website for additional articles and thought papers on all aspects of executive compensation.

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