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shares of restricted stock granted on November 6, 2002, to Messrs. Timbers, Spurgeon, Shelton, Sewell, Hansen, and Van Namen, respectively, which shares vested on November 6, 2003.

Amounts for fiscal 2002 include 60,002, 33,954, 17,458, 2,133, 14,367, 5,714, and 7,758 shares of restricted stock granted on August 7, 2002, to Messrs. Timbers, Spurgeon, Shelton, Ms. Ferguson, Messrs. Sewell, Hansen, and Van Namen, respectively, which shares vested on August 7, 2003; and 3,704, 818, 664, 343, and 370 shares of restricted stock granted on November 6, 2001, to Messrs. Timbers, Shelton, Sewell, Hansen, and Van Namen, respectively, which shares vested on November 6, 2002; and 12,658 shares of restricted stock granted on July 10, 2001, to Mr. Spurgeon, which shares vested upon retirement in November 2003.

Amounts for fiscal 2001 include 44,894, 14,128, 12,153, 6,362, and 3,881 shares of restricted stock granted on July 31, 2001, to Messrs. Timbers, Shelton, Sewell, Hansen, and Van Namen, respectively, which shares vested on July 31, 2002.

All shares of restricted stock vest upon the occurrence of a change of control of the Company. Holders of restricted stock are entitled to vote the shares and to receive dividends thereon from the date of the grant.

- (3) Represents amounts earned in 2003 from payouts of performance-based awards of restricted stock units (RSU).
- (4) For Mr. Timbers, amounts include Company contributions of \$8,000, \$4,000, \$6,800, and \$6,800 made under the Company's 401(k) plan and premiums of \$2,240, \$1,030, \$1,950, and \$1,740 paid by the Company for the term life component of split-dollar life insurance for calendar year 2003, the six-month period ended December 31, 2002, and for fiscal years 2002 and 2001, respectively. For Ms. Ferguson, Messrs. Hansen and Van Namen, amounts include Company contributions made under the Company's 401(k) plan, along with costs of supplemental 401(k) restoration benefits paid by the Company.
- (5) Mr. Spurgeon retired in November 2003. Amount for 2003 includes costs of supplemental executive retirement benefits of \$4,584,989, representing the amount the Company has accrued for a retirement annuity that is payable to Mr. Spurgeon by the Company, and severance benefits of \$1,144,781, representing payments made to Mr. Spurgeon as a result of his retirement. In addition, amounts include Company contributions made under the Company's 401(k) plan, and costs of supplemental 401(k) restoration benefits paid by the Company.
- (6) Mr. Shelton resigned as an executive officer in December 2003 and retired in January 2004. Amount in 2003 includes costs of supplemental executive retirement benefits of \$3,240,000, of which \$2,323,524 represents the lump sum paid in January 2004 and \$916,476 represents the amount the Company has accrued for a retirement annuity payable to Mr. Shelton by the Company. Mr. Shelton also received \$94,317 in lieu of his 2003 stock option award. In addition, amounts include Company contributions made under the Company's 401(k) plan, and costs of supplemental 401(k) restoration benefits paid by the Company.
- (7) Mr. Van Namen was promoted to Senior Vice President in January 2004. Prior to January 2004, he served as Vice President, Marketing and Sales.