

Minimum Required Share Ownership by Executive Officers

On May 8, 2003, the Board of Directors adopted a policy regarding minimum required ownership of shares by Executive Officers.

In accordance with the policy, each person who was an Executive Officer on the date such policy was adopted is required to own such number of shares of the Company as is equal to six times his Base Salary on such date divided by the closing trading price of the Company's Common Stock on such date. Each person who becomes an Executive Officer in the future is required to own, within five years of his election as such, such number of shares of the Company as is equal to six times his base salary at the time of election divided by the closing trading price of the Company's Common Stock on the date of election. The policy defines owned shares as being such shares, other than unexercised stock options, as are required to be reported as owned by an Executive Officer in the Company's Proxy Statement pursuant to Securities and Exchange Commission rules.

Pursuant to such policy, Harold M. Messmer, Jr., M. Keith Waddell, Paul F. Gentzkow, Robert W. Glass and Steven Karel, who were executive officers on May 8, 2003, are required to own 184,643, 93,201, 93,201, 72,099 and 72,099 shares, respectively. Michael C. Buckley, who was first elected an executive officer subsequent to May 8, 2003, is required to own 55,198 shares by February 24, 2009.