



ABC Inc.

Summary CEO Compensation Report for fiscal year ending December 31, 2008

Pay Alignment Ranking (PAR)	44.3%
------------------------------------	--------------

The Pay Alignment Ranking (PAR) is based on company and sector data as of August 31, 2009

Summary CEO Compensation Report

CHIEF EXECUTIVE OFFICER
TOTAL DIRECT COMPENSATION EXPENSE*
(PERIOD: January 1, 2008 to December 31, 2008)

JAMES A. SMITH
\$4,900,000

Pay Alignment Ranking (PAR)	44.3%
------------------------------------	--------------

COMPENSATION CONSULTANTS
(Engaged by the Board or Remuneration Committee)

Consultants & Co.
\$130,000

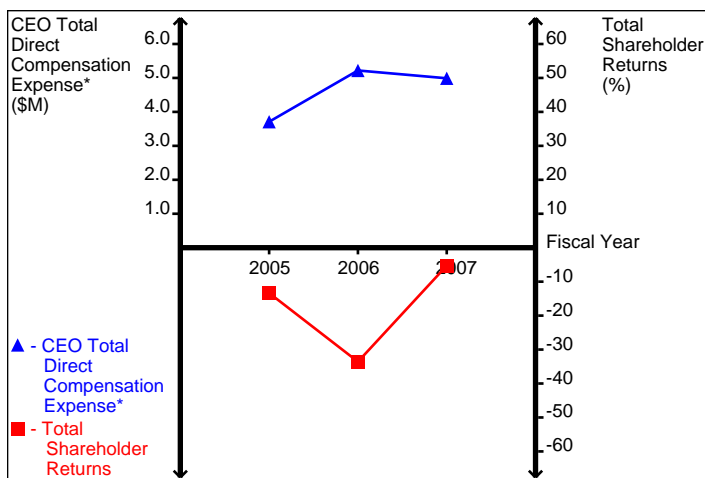
In fiscal year 2008, ABC Inc. had

- CEO total direct compensation expense (TDCE)* of \$4,900,000
- A decrease in TDCE* of 4% over the previous year
- Total Shareholder Returns (TSR) of -5%

ABC Inc. has

- A Pay Alignment Ranking (PAR) of 44.3%, indicating that 55.7% of companies in the Media Sector had better alignment between pay and performance than ABC Inc.
- An alignment considered by GMI to be below average

CEO Total Direct Compensation Expense and Total Shareholder Returns for ABC Inc.



ABC Inc. and the Media Sector

ABC Inc.	Fiscal Year 2007	Three Year Average
Percentage Change in CEO Total Direct Compensation Expense (TDCE)*	-4%	15%
Average Percentage Change in CEO TDCE* in Media Sector	44%	140%
Total Shareholder Returns (TSR)	-5%	-18%
Average TSR in Media Sector	10%	4%

How to Interpret the Pay Alignment RankingSM

Pay Alignment Ranking (PAR) measures the alignment between CEO compensation expense and corporate performance. A low ranking (on a scale of 0 to 100) indicates a poor alignment and governance concerns.

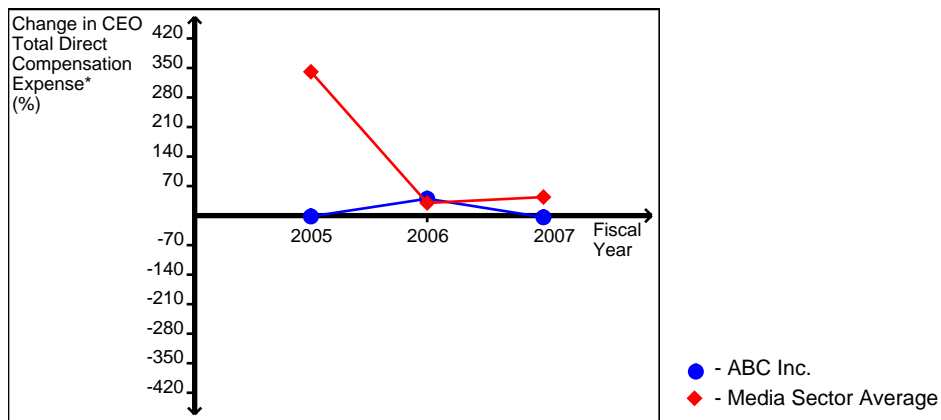
Compensation Data Source: Equilar, Inc.

Sector Classifications: FTSE/Dow Jones Industry Classification Benchmark (ICB)

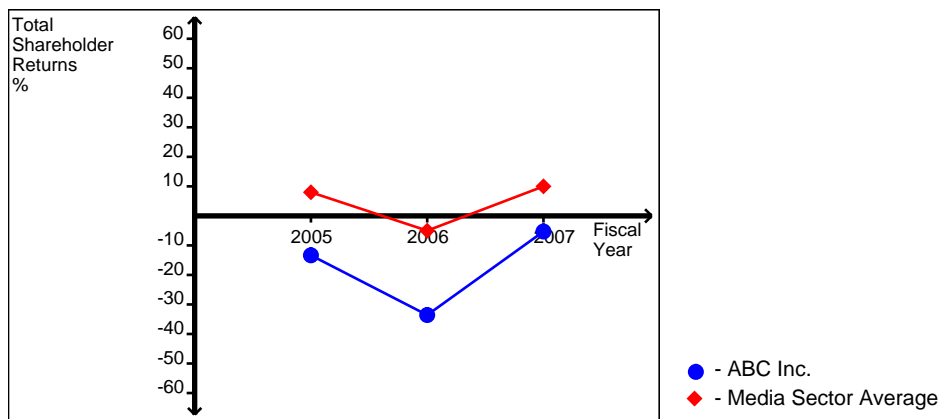
GMI may not use data for certain companies if there is insufficient data or the data is so unusual as to provide meaningless or misleading Pay Alignment Rankings and/or Summary CEO Compensation Reports.

* Total Direct Compensation Expense is adjusted for differences between reportable amounts under the former SEC disclosure rules and the new SEC disclosure rules to allow a year-on-year comparison. Full details are available on the GMI website at www.gmiratings.com.

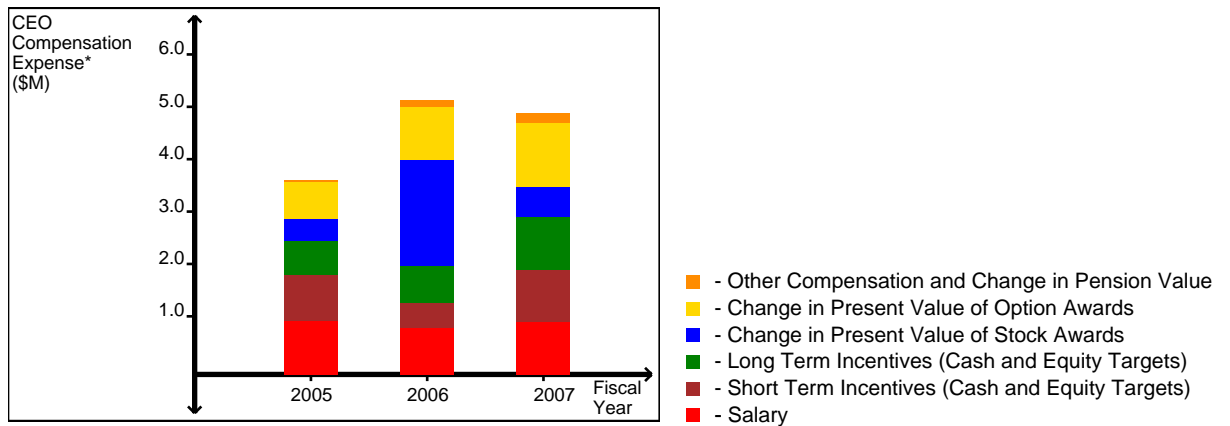
Change in CEO Total Direct Compensation Expense Relative to the Media Sector



Total Shareholder Returns Relative to the Media Sector



CEO Compensation Expense Components



Compensation Data Source: Equilar, Inc.

Sector Classifications: FTSE/Dow Jones Industry Classification Benchmark (ICB)

GMI may not use data for certain companies if there is insufficient data or the data is so unusual as to provide meaningless or misleading Pay Alignment Rankings and/or Summary CEO Compensation Reports.

* Total Direct Compensation Expense is adjusted for differences between reportable amounts under the former SEC disclosure rules and the new SEC disclosure rules to allow a year-on-year comparison. Full details are available on the GMI website at www.gmiratings.com.

Methodology for the Pay Alignment Ranking

The Pay Alignment Ranking (PAR) is a number between 0% and 100% and is based on a sector by sector comparison of alignment between CEO compensation and corporate performance. It indicates where a company sits in relation to a peer group of companies in achieving this alignment. For example, if a hypothetical company, ABC Inc., has a PAR of 23%, it means GMI considers that 77% of companies in the sector have a better pay alignment than ABC Inc. In other words, a high ranking reflects good alignment between CEO compensation and performance and a low ranking indicates poor alignment and governance concerns.

The PAR is calculated by determining the company's ranking within its market sector (as classified under the FTSE/Dow Jones Industry Classification Benchmark (ICB)) for three measures: Ranking of Total Shareholder Returns (TSR), Ranking of Change in Total Direct Compensation Expense* for the CEO (TDCE) and Actual TDCE. GMI uses relative assessment within a company's sector for each of these measures.

GMI uses two factors in calculating the PAR. The first factor is the comparison of TSR to Change in TDCE. In determining the PAR, high relative sector rankings in TSR and low relative sector rankings in Change in TDCE will tend to give a company a higher PAR. Similarly, low relative sector rankings in TSR and high relative sector rankings in Change in TDCE will tend to give a company a lower PAR.

For the second factor, the overall TSR achieved relative to the actual TDCE incurred is ranked within the sector. Higher values will tend to give a company a higher PAR and vice versa.

Total Direct Compensation Expenses Adjustments

GMI has made some necessary adjustments to the reported total direct compensation expenses to enable meaningful year-on-year comparisons between compensation reported under the new and old SEC regulations. This means that Total Direct Compensation Expense (TDCE) in our Summary CEO Compensation Reports may not be the same as that reported by companies in their regulatory filings.

The TDCE in GMI's Summary CEO Compensation Report uses an aggregate of two sets of data provided by Equilar, Inc. and gathered from the regulatory filings of the relevant company: Base Salary, Discretionary Bonus and All Other Compensation, all from the Summary Compensation Table; and Annual Cash Incentive Targets, Multi-Year Cash Incentive Plan Targets, Grant Date Present Value of Options (as calculated using Equilar Inc.'s Standardized Methodology for consistency), Grant Date Present Value of Full Value Shares (multiplies number of shares by the closing price on the date of grant), Annual Equity Incentive Plan Targets and Multi-Year Equity Incentive Plan Targets, all from the Grants of Plan Based Awards Table.

The GovernanceMetrics International (GMI) research process starts with a review of pertinent public data, including regulatory filings, company websites, news services and other specialized websites. Ratings of companies reflect GMI's current opinion of corporate governance procedures and business practices of the rated companies and do not represent or purport to be verifiable statements of facts. Ratings are based on information that is publicly available and deemed relevant by GMI but do not constitute a legal review of the subject matter by GMI. GMI sector classifications are based on the Dow Jones / FTSE Industry Classification Benchmark (ICB). GMI undertakes no duty of due diligence or independent verification of any information that it uses in connection with establishing a rating and does not guarantee the correctness of any information, rating or communication relating to the rated companies. While GMI provided all companies in its universe the opportunity to review company data collected by GMI through its research efforts, not all companies responded and some were not able to submit comments in time. This may have prevented some companies from submitting information that might have affected their ratings. GMI only provides a Pay Alignment Ranking and Summary CEO Compensation Report for US companies at this time. GMI also may not use data for certain US companies if there is insufficient data or the data is so unusual as to provide meaningless or misleading Pay Alignment Rankings and/or Summary CEO Compensation Reports. Compensation data used to support the ratings, the Pay Alignment Ranking (if any) and the Summary CEO Compensation Report (if any) included herein or in ratings reports for US companies are provided by Equilar, Inc. Neither GMI nor Equilar, Inc. shall be liable for any errors or delays in the data, nor for any actions taken in reliance thereon. GMI reserves the right to change or suspend a rating as it deems necessary at any time. By accessing and using the GMI website, users agree not to redistribute the information found therein without the express permission of GMI. **GovernanceMetrics International is a registered trademark. One Exchange Plaza, 55 Broadway, 11th Floor, New York, NY 10006. All rights reserved. For additional information please call +1 212-949-1313 or send an email to info@gmiratings.com.**