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On November 12, 2014, the Committee adopted amendments to the Policy, which were effective commencing on January 1, 2015. Under the new terms, the cash severance payment for all eligible participants is equal to one year's base pay plus the cash bonus paid to the NEO, if any, for the year immediately preceding the year in which the termination occurs and a prorated portion of the cash bonus paid to the NEO, if any, for the year immediately preceding the year in which the termination occurs based on time worked during the year of termination.

Tax and Accounting Considerations

During 2014, Internal Revenue Code Section 162(m) limitations on tax deductibility of compensation did not apply to the Company as none of its common stock was registered or publicly-traded. The Committee has not considered Internal Revenue Code Section 162(m) deductibility limitations in the planning of 2015 compensation since they do not apply.

Compensation Actions During 2015

In January 2015, the Committee granted the following annual equity-based awards to the NEOs under the 2007 Equity Plan.

	<u>Grant Date</u>	<u>Stock Options Granted</u>	<u>Restricted Stock Granted</u>
Frank J. Bisignano	1/28/2015	360,655	540,983
Michael K. Neborak	1/14/2015	42,181	63,272
Cynthia A. Armine-Klein	1/14/2015	65,909	98,863
Sanjiv Das	1/28/2015	65,909	98,863
Joseph J. Plumeri	1/28/2015	170,836	256,255

The options will vest in equal annual installments, 33% per year, over a three year period, subject to continued employment through each applicable vesting date. Subject to continued employment through the applicable vesting dates, the restricted stock will vest as follows:

- upon the later of: (1) January 1, 2016; and (2) the expiration of any underwriter imposed transfer restrictions in connection with a Qualified Public Offering, twenty percent (20%) of the shares will vest;
- upon the later of: (1) January 1, 2017; and (2) the expiration of any underwriter imposed transfer restrictions in connection with a Qualified Public Offering, an additional forty percent (40%) will vest; and
- upon the later of: (1) January 1, 2018; and (2) the expiration of any underwriter imposed transfer restrictions in connection with a Qualified Public Offering, the remaining forty percent (40%) will vest.

The terms and conditions of these awards (other than with respect to vesting as noted above) are substantially similar to those awards granted in 2014.

Equity-Based Grants in Connection with this Offering

In connection with this offering, we expect to make equity-based retention grants under the 2015 Omnibus Incentive Plan to all of our executive officers, including all of our named executive officers (other than Mr. Plumeri), which will provide a mix of non-qualified stock options and restricted stock (which restricted stock awards entitle the holder thereof to the rights and privileges of a stockholder other than dividend rights which do not begin to accrue until the shares are vested). Mr. Patel, who was appointed as our Chief Financial Officer on September 11, 2015, will also be receiving equity-based retention grants in connection with this offering. Two thirds of each grant of stock options and restricted stock will be subject to time-based vesting conditions and one