

Table of Contents**Termination and Change in Control Payments and Benefits**

Name	Cash Severance Payments (\$)(1)	Post-Termination Health & Welfare Benefits (\$)(2)	Financial Planning (\$)(3)	Unvested Stock Options (\$)(4)	Unvested Restricted Stock (\$)(5)	Estimated 280G Tax Gross-Up (\$)(6)	(\$)Total
Frank J. Bisignano							
Termination due to non-renewal by the Company of the Employment Term	10,640,000	267,500	40,000	—	—	—	10,947,500
Termination without Cause or for Good Reason	10,640,000	267,500	40,000	5,361,310	1,406,000	—	17,714,810
Termination due to death	10,640,000	—	—	5,361,310	1,406,000	—	17,407,310
Termination without Good Reason	—	267,500	—	—	—	—	267,500
Termination due to Disability	10,640,000	267,500	—	5,361,310	1,406,000	—	17,674,810
Change in Control	—	—	—	21,403,572	5,062,500	—	26,466,072
Michael K. Neborak							
Termination without Cause (other than due to death or Disability) or termination for Good Reason	600,000	9,474	—	45,834	—	—	655,308
Termination due to death or Disability	—	—	—	45,834	—	—	45,834
Change in Control	—	—	—	625,000	—	—	625,000
Cynthia A. Armine-Klein							
Termination without Cause (other than due to death or Disability) or termination for Good Reason	500,000	9,891	—	29,167	—	—	539,058
Termination due to death or Disability	—	—	—	29,167	—	—	29,167
Change in Control	—	—	—	250,000	3,375,000	—	3,625,000
Sanjiv Das							
Termination without Cause (other than due to death or Disability) or termination for Good Reason	750,000	5,779	—	58,333	437,500	—	1,251,612
Termination due to death or Disability	—	—	—	58,333	437,500	—	495,833
Change in Control	—	—	—	500,000	2,250,000	—	2,750,000
Joseph J. Plumeri							
Termination without Cause (other than due to death or Disability) or termination for Good Reason	1,200,000	9,249	—	250,000	937,500	—	2,396,749
Termination due to death or Disability	—	—	—	250,000	937,500	—	1,187,500
Change in Control	—	—	—	1,666,667	3,375,000	—	5,041,667

- (1) Upon termination of Mr. Bisignano's employment by the Company without "cause" (as defined in the Employment Agreement), by Mr. Bisignano for "good reason" (as defined in the Employment Agreement), due to Mr. Bisignano's death or "disability" (as defined in the Employment Agreement) or due to the Company's non-renewal of the employment term, conditioned upon the execution and effectiveness of a release of claims against the Company and its affiliates and in addition to certain accrued amounts, Mr. Bisignano will be entitled to receive (1) payment, in installments ratably over a 24 month period (the "Severance Period"), of an amount equal to the greater of (X) \$9.5 million or (Y) two times the sum of his base salary and the average of his annual incentive payments paid in cash in respect of the two fiscal years prior to the date of his termination (provided, that if Mr. Bisignano's employment is terminated by him for "good reason" following a "change of control" (within the meaning of Section 409A of the Code) within two years following such "change of control", the payment will be made in a lump sum cash payment) and (2) a pro rata portion of the annual incentive payment, if any, that would have otherwise been payable in respect of such year if he had remained employed through such year.

For all other NEOs, reflects cash severance payable under the Policy as in effect on January 1, 2015, assuming a termination date of December 31, 2014.

- (2) Upon termination of Mr. Bisignano's employment by the Company without "cause", by Mr. Bisignano for "good reason", due to Mr. Bisignano's "disability" or due to the Company's non-renewal of the employment term, Mr. Bisignano is entitled to receive health