

Company name or Logo

**ANNUAL BONUS PERFORMANCE PLAN
FOR EXECUTIVE OFFICERS**

SECTION 1. PURPOSE OF PLAN

The purpose of the Plan is to promote the success of the Company by providing to participating executives bonus incentives that qualify as performance-based compensation within the meaning of Section 162(m) of the Code.

SECTION 2. DEFINITIONS AND TERMS

2.1 Accounting Terms. Except as otherwise expressly provided or the context otherwise requires, financial and accounting terms are used as defined for purposes of, and shall be determined in accordance with, generally accepted accounting principles, as from time to time in effect, as applied and reflected in the consolidated financial statements of the Company, prepared in the ordinary course of business.

2.2 Specific Terms. The following words and phrases as used herein shall have the following meanings unless a different meaning is plainly required by the context:

"Base Salary" in respect of any Performance Period means the aggregate base annualized salary of a Participant from the Company and all affiliates of the Company at the time Participant is selected to participate for that Performance Period, exclusive of any commissions or other actual or imputed income from any Company-provided benefits or perquisites, but prior to any reductions for salary deferred pursuant to any deferred compensation plan or for contributions to a plan qualifying under Section 401(k) of the Code or contributions to a cafeteria plan under Section 125 of the Code. [see below]

"Base Salary Multiple" means an amount equal to ten times Base Salary or, in the case of the Chief Executive Officer, twenty times Base Salary. [Should this limitation be incorporated or just up to the discretion of the Compensation Committee/Board subject to the bonus pool total.]

"Bonus" means a cash payment or a payment opportunity as the context requires.

"Bonus Pool" means the total aggregate of cash payments or payment opportunities in any Year that may be allowed under the Plan.

"Business Criteria" means any one or any combination of Income before Taxes, Net Income, Return on Equity, Return on Assets, Pre-tax Margin, or EPS. [Any production standards such as volume, defect rate....??? Probably not necessary as less is more descretion.]