

2001

Compensation of directors

Directors who are our employees or officers do not receive compensation for service on our board of directors or any committee of the board. Each of our directors who is not one of our officers or employees is entitled to receive \$24,000 per year paid quarterly in arrears (half in cash and half in deferred stock units that must be held for one year), and additional cash compensation of \$4,000 for each board meeting attended in person and \$2,000 for each meeting held via telephone conference that lasts more than one and one half hours. For committee meetings, additional cash compensation of \$2,000 per meeting is paid, whether attended in person or by telephone. No committee meeting fees are paid for committee meetings held on regular board meeting dates.

Committee chairpersons and the lead independent director also receive an additional \$20,000 per year paid quarterly in arrears (half in cash and half in deferred stock units that must be held for one year). If the lead independent director also serves as a committee chairperson, he or she will only receive a total additional retainer of \$20,000 (i.e., not \$40,000) per year. C. Raymond Larkin, Jr. serves as our lead independent director. We also reimburse our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the board.

In addition, each director who is not one of our officers or employees is entitled to receive options to purchase 8,000 shares of our common stock for each year the director is elected to serve on our board, issued upon election or re-election to the board. The director options have an exercise price equal to the fair market value of our common stock on the date of grant and vest over two years at an annual rate of 50% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change in control.

Committee chairpersons and the lead independent director also receive additional options to purchase 10,000 shares of our common stock for each year of service in these roles, issued upon the date of the annual meeting. The committee chairpersons and lead independent director options have an exercise price equal to the fair market value of our common stock on the date of grant and generally vest over three years at an annual rate of 33 ¹/₃% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change in control. Vesting of the committee chairpersons and lead independent director options continues so long as the director continues to serve on our board. If the lead independent director also serves as a committee chairperson, he or she will receive a total additional option grant of 10,000 shares (i.e., not 20,000 shares).

Each new member of our board receives a one-time grant of options to purchase 15,000 shares of our common stock issued upon initial appointment to our board, priced at the fair market value of our common stock on the date of grant and vesting over four years at an annual rate of 25% beginning on the first anniversary of the date of grant.

All of the foregoing options have a five year term, and vest immediately in the event of a change in control.

In accordance with the foregoing, in 2001 Messrs. Fontaine, Larkin, and Nehra each received options to purchase 18,000 shares, Ms. DeParle and Dr. Roper each received options to purchase 23,000 shares, and Mr. Grauer received options to purchase 8,000 shares.

2002

Compensation of directors

Directors who are our employees or officers do not receive compensation for service on our board of directors or any committee of the board. Each of our directors who is not one of our officers or employees is entitled to receive a retainer of \$24,000 per year, paid quarterly in arrears (half in cash and half in deferred stock units that vest after one year), and additional compensation of \$4,000 for each board meeting attended in person and \$2,000 for each meeting held via telephone conference that lasts more

than one and one half hours. For committee meetings, additional compensation of \$2,000 per meeting is paid, whether attended in person or by telephone. No committee meeting fees are paid for committee meetings held on regular board meeting dates.

The chairperson of our compensation committee also receives an additional retainer of \$45,000 per year, paid quarterly in arrears (half in cash and half in deferred stock units that vest after one year). Other committee chairpersons and the lead independent director also receive an additional retainer of \$20,000 per year, paid quarterly in arrears (half in cash and half in deferred stock units that vest after one year). If the lead independent director also serves as a committee chairperson, he or she will only receive a total additional retainer of \$20,000 (not \$40,000) per year. C. Raymond Larkin, Jr. serves as our lead independent director. We also reimburse our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the board.

In addition, each director who is not one of our officers or employees is entitled to receive options to purchase 8,000 shares of our common stock for each year they are elected to serve on our board, issued upon election or re-election to the board. The director options have an exercise price equal to the fair market value of our common stock on the date of grant and vest over two years at an annual rate of 50% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change in control.

Committee chairpersons and the lead independent director also receive additional options to purchase 10,000 shares of our common stock for each year of service in these roles, issued upon the date of the annual meeting. The committee chairpersons and the lead independent director options have an exercise price equal to the fair market value of our common stock on the date of grant and generally vest over three years at an annual rate of 33 ¹/₃% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change in control. Vesting of the committee chairpersons' and the lead independent director's options continues so long as the director continues to serve on our board. If the lead independent director also serves as a committee chairperson, he or she will receive a total additional option grant of 10,000 shares (not 20,000 shares).

Each new member of our board receives a one-time grant of options to purchase 15,000 shares of our common stock issued upon initial appointment to our board, priced at the fair market value of our common stock on the date of grant and vesting over four years at an annual rate of 25% beginning on the first anniversary of the date of grant.

In accordance with the foregoing, in 2002 Messrs. Fontaine and Larkin and Dr. Roper each received options to purchase 18,000 shares, and Ms. DeParle and Messrs. Grauer and Nehra each received options to purchase 8,000 shares.

2003

Compensation of directors

Directors who are our employees or officers do not receive compensation for service on our board or any committee of the board. Each of our directors who is not one of our officers or employees is entitled to receive a retainer of \$24,000 per year, paid quarterly in arrears (half in cash and half in deferred stock units that vest after one year), and additional compensation of \$4,000 for each board meeting attended in person and \$2,000 for each meeting held via telephone conference that lasts more than one and one half hours. For committee meetings, additional compensation of \$2,000 per meeting is paid for each meeting attended in person and for each meeting held via telephone that lasts more than one hour, except that the meeting fee is \$1,500 for meetings of the public policy and clinical performance committees and \$2,500 for the chairs of these two committees. For the compensation and nominating and governance committees, no committee meeting fees are paid for committee meetings held on regular board meeting dates. For the audit, compliance, public policy and clinical performance committees, separate committee meeting fees are paid for committee meetings held on regular board meeting dates.

The chair of our compensation committee also receives an additional retainer of \$45,000 per year, paid quarterly in arrears (half in cash and half in deferred stock units that vest after one year). The chairs of the audit and compliance committees and the lead independent director also receive an additional

retainer of \$20,000 per year, paid quarterly in arrears (half in cash and half in deferred stock units that vest after one year). If the lead independent director also serves as a committee chair, he or she will only receive a total additional retainer of \$20,000 (not \$40,000) per year, unless the lead independent director is also chair of the compensation committee, in which event the total additional retainer is \$45,000 per year. We also reimburse our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the board and other company business.

In addition, each director who is not one of our officers or employees is entitled to receive options to purchase 8,000 shares of our common stock for each year they are elected to serve on our board by our stockholders, issued upon election or re-election to the board. The director options have an exercise price equal to the fair market value of our common stock on the date of grant, vest over two years at an annual rate of 50% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change in control, and expire five years after the date of grant.

The chairs of the audit, compensation and compliance committees and the lead independent director also receive additional options to purchase 4,000 shares of our common stock for each year of service in these roles, issued upon the date of the annual meeting. These options have an exercise price equal to the fair market value of our common stock on the date of grant, vest over three years at an annual rate of 33 ¹/₃% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change in control, and expire after five years. Vesting of these options continues so long as the director continues to serve on our board even if he or she is no longer committee chair or lead independent director. In addition to these options, each of the committee chairs and the lead independent director receives additional deferred stock units for 1,500 shares, vesting after one year. If the lead independent director also serves as a committee chair, he or she will receive a total additional option grant of 4,000 shares (not 8,000 shares), and total additional deferred stock units for 1,500 shares (not 3,000 shares). These additional equity award amounts were changed after the 2003 annual stockholders meeting. Previously, the additional award was additional options for 10,000 shares and no additional deferred stock units. The option amounts below for Mr. Fontaine, Mr. Grauer, Mr. Larkin and Dr. Roper reflect the prior award formula.

Each new member of our board receives a one-time grant of options to purchase 15,000 shares of our common stock issued upon initial appointment to our board, priced at the fair market value of our common stock on the date of grant, vesting over four years at an annual rate of 25% beginning on the first anniversary of the date of grant and expiring five years after the date of grant.

In accordance with the foregoing, in 2003 Mr. Fontaine, Mr. Grauer, Mr. Larkin and Dr. Roper each received options to purchase 18,000 shares, and Ms. DeParle and Mr. Nehra each received options to purchase 8,000 shares. Ms. Hooper received options to purchase 15,000 shares upon her initial appointment to the board of directors in July 2003.

2004

Compensation of directors

Directors who are our employees or officers do not receive compensation for service on our Board of Directors or any committee of the Board of Directors. Each of our directors who is not one of our officers or employees is entitled to receive a retainer of \$24,000 per year, paid quarterly in arrears (half in cash and half in deferred stock units that vest after one year), and additional compensation of \$4,000 for each Board of Directors meeting attended in person and \$2,000 for each meeting held via telephone conference that lasts more than one and one half hours. For committee meetings, additional compensation of \$2,000 per meeting is paid for each meeting attended in person and for each meeting held via telephone that lasts more than one hour, except that the meeting fee is \$1,500 for members of the Public Policy and Clinical Performance Committees and \$2,500 for the chairs of these two committees. For the Compensation and Nominating and Governance Committees, no committee meeting fees were paid for committee meetings held on regular Board of Directors meeting dates. For the Audit, Compliance, Public Policy and Clinical Performance Committees, separate committee meeting fees were paid for committee meetings held on regular Board of Directors meeting dates. Effective March 30, 2005,

committee meeting fees are paid for all committee meetings, except that no fees are paid for Nominating and Governance Committee meetings held on regular Board of Directors meeting dates.

The chairs of the Audit, Compensation and Compliance Committees and the lead independent director also receive an additional retainer of \$20,000 per year, paid quarterly in arrears (half in cash and half in deferred stock units that vest after one year). If the lead independent director also serves as a chair of the Audit, Compensation or Compliance Committee, he or she will only receive a total additional retainer of \$20,000 (not \$40,000) per year. We also reimburse our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the Board of Directors and other company business.

In addition, each director who is not one of our officers or employees is entitled to receive options to purchase 8,000 shares of our common stock each time he or she is elected to serve on our Board of Directors by our stockholders. These options are granted on the date of our annual meeting of stockholders, have a per share exercise price equal to the fair market value of a share of our common stock on the date of grant, vest over two years at an annual rate of 50% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change in control, and expire five years after the date of grant. Effective on the date of our 2005 annual meeting of stockholders, the number of options granted annually to our non-management directors will increase from 8,000 to 12,000 to reflect the stock split and will be granted on the same terms as prior grants except that the options will vest in full on the date of the following annual meeting of stockholders.

The chairs of the Audit, Compensation and Compliance Committees and the lead independent director also receive additional options to purchase 4,000 shares of our common stock for each year of service in these roles. These options are granted on the date of our annual meeting of stockholders, have a per share exercise price equal to the fair market value of a share of our common stock on the date of grant, vest over three years at an annual rate of one-third beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change in control, and expire after five years. Effective on the date of our 2005 annual meeting of stockholders, the number of options granted annually to the chairs of the Audit, Compensation and Compliance Committees and the lead independent director will increase from 4,000 to 6,000 to reflect the stock split and will be granted on the same terms as prior grants except that the options will vest in full on the date of the following annual meeting of stockholders. Vesting of these options continues so long as the director continues to serve on our Board of Directors even if he or she is no longer a committee chair or lead independent director. In addition to these options, each of the chairs of the Audit, Compensation and Compliance Committees and the lead independent director receives additional deferred stock units for 1,500 shares that are granted on the date of our annual meeting of stockholders and that vest one year after the date of grant. If the lead independent director also serves as a committee chair, he or she will not receive an additional option grant or grant of deferred stock units.

Each new member of our Board of Directors who is not one of our employees or officers receives a one-time grant of an option to purchase 15,000 shares of our common stock that is granted upon initial appointment to our Board of Directors, with a per share price equal to the fair market value of a share of our common stock on the date of grant, that vests over four years at an annual rate of 25% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change of control and that expires five years after the date of grant.

In accordance with the foregoing, in 2004 Mr. Fontaine, Mr. Grauer, Mr. Larkin and Dr. Roper each received options to purchase 18,000 shares, and Ms. DeParle, Ms. Hooper and Mr. Nehra each received options to purchase 12,000 shares (in each case, as adjusted for the stock split). In addition, each of Ms. DeParle, Mr. Fontaine, Mr. Grauer, Mr. Larkin and Dr. Roper received 2,250 deferred stock units (as adjusted for the stock split).

2005

Compensation of Directors

Directors who are our employees or officers do not receive compensation for service on our Board of Directors or any committee of the Board of Directors. Each of our directors who is not one of

our officers or employees is entitled to receive a retainer of \$24,000 per year, paid quarterly in arrears (half in cash and half in restricted stock units that must be held for one year from the date of grant), and additional compensation of \$4,000 for each Board of Directors meeting attended in person and \$2,000 for each meeting held via telephone conference that lasts more than one and one half hours. For committee meetings, additional compensation of \$2,000 per meeting is paid for each meeting attended in person, for each meeting held via telephone that lasts more than one hour and for telephonic meetings of the Audit Committee related to quarterly earnings releases, except that the meeting fee is \$1,500 for members of the Public Policy and Clinical Performance Committees and \$2,500 for the chairs of these two committees. Prior to March 30, 2005, no committee meeting fees were paid for meetings of the Compensation Committee held on the same day as regular Board of Directors meetings. Effective March 30, 2005, committee meeting fees are paid for all committee meetings held on the same day as regular Board of Directors meetings, other than meetings of the Nominating and Governance Committee.

The chairs of the Audit, Compensation and Compliance Committees and the lead independent director also receive an additional retainer of \$20,000 per year, paid quarterly in arrears (half in cash and half in restricted stock units that must be held for one year from the date of grant). If the lead independent director also serves as a chair of the Audit, Compensation or Compliance Committee, he or she will only receive a total additional retainer of \$20,000 (not \$40,000) per year. We also reimburse our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the Board of Directors or any committee thereof and other company business.

In addition, each director who is not one of our officers or employees is entitled to receive options to purchase 12,000 shares of our common stock each time he or she is elected to serve on our Board of Directors by our stockholders. These options are granted on the date of our annual meeting of stockholders, have a per share exercise price equal to the fair market value of a share of our common stock on the date of grant, vest in full on the date of the following annual meeting of stockholders, with acceleration of vesting upon a change in control, and expire five years after the date of grant.

The chairs of the Audit, Compensation and Compliance Committees and the lead independent director also receive additional options to purchase 6,000 shares of our common stock for each year of service in these roles. These options are granted on the date of our annual meeting of stockholders, have a per share exercise price equal to the fair market value of a share of our common stock on the date of grant, vest in full on the date of the following annual meeting of stockholders, with acceleration of vesting upon a change in control, and expire five years after the date of the grant. Vesting of these options continues so long as the director continues to serve on our Board of Directors even if he or she is no longer a committee chair or lead independent director. In addition to these options, each of the chairs of the Audit, Compensation and Compliance Committees and the lead independent director receives additional restricted stock units of 1,500 shares that are granted on the date of our annual meeting of stockholders and that vest one year after the date of grant. If the lead independent director also serves as a committee chair, he or she will not receive an additional option grant or grant of restricted stock units.

Each new member of our Board of Directors who is not one of our employees or officers receives a one-time grant of options to purchase 15,000 shares of our common stock that is granted upon initial appointment to our Board of Directors, with a per share exercise price equal to the fair market value of a share of our common stock on the date of grant, that vests over four years at an annual rate of 25% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change of control and that expires five years after the date of grant.

In accordance with the foregoing, in 2005 Ms. DeParle and Mr. Nehra each received options to purchase 12,000 shares of our common stock; Mr. Vaughan received options to purchase 15,000 shares of our common stock; and Mr. Fontaine, Mr. Grauer, Mr. Larkin and Dr. Roper each received options to purchase 18,000 shares of our common stock and 1,500 restricted stock units.

2006**Compensation of Directors**

The following table sets forth information concerning the compensation of the company's non-employee directors during 2006.

2006 Director Compensation*

Name	Fees Earned or Paid			Total (\$)
	in Cash (\$)(1)	Stock Awards (\$)(2)(3)(4)	Option Awards (\$)(5)(6)(7)	
Nancy-Ann DeParle	\$ 52,500	\$ 12,016	\$ 118,890	\$183,406
Richard B. Fontaine	\$ 49,000	\$ 12,016	\$ 195,394	\$256,410
Peter T. Grauer	\$ 52,000	\$ 99,936	\$ 212,399	\$364,335
C. Raymond Larkin, Jr.	\$ 36,000	\$ 12,016	\$ 195,394	\$243,410
John M. Nehra	\$ 59,000	\$ 99,936	\$ 143,087	\$302,023
William L. Roper, M.D.	\$ 62,500	\$ 99,936	\$ 219,592	\$382,028
Roger J. Valine (8)	\$ 22,000	\$ 6,173	\$ 24,133	\$ 52,306
Richard C. Vaughan	\$ 58,000	\$ 99,936	\$ 115,260	\$273,196

* Mr. Berg joined the Board of Directors on March 2, 2007. Mr. Brittain joined the Board of Directors on March 22, 2007. Mr. Berg and Mr. Brittain did not receive director compensation in 2006 and, therefore, are not included in the table above.

- (1) Consists of the amounts described below under "Cash Compensation." With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.
- (2) The amounts shown in this column reflect restricted stock unit awards. Restricted stock units vest 100% upon issuance, but receipt is automatically deferred to one year from the grant date. The amounts shown in this column are the amounts recognized for financial statement reporting purposes during 2006 pursuant to

FAS 123R for such awards to our non-employee directors, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 3 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2006 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FAS 123R.

- (3) With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 in restricted stock units and 1,500 restricted stock units for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

2007

The following table sets forth information concerning the compensation of the company's non-employee directors during 2007.

2007 Director Compensation

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾⁽³⁾⁽⁴⁾	Option Awards (\$) ⁽⁵⁾⁽⁶⁾⁽⁷⁾	Total (\$)
Charles G. Berg ⁽⁸⁾	\$ 38,000	\$ 9,986	\$ 65,610	\$113,596
Willard W. Brittain, Jr. ⁽⁹⁾	\$ 31,823	\$ 9,293	\$ 57,409	\$ 98,525
Nancy-Ann DeParle	\$ 53,000	\$ 11,959	\$128,954	\$193,913
Paul J. Diaz ⁽¹⁰⁾	\$ 20,022	\$ 5,008	\$ 21,221	\$ 46,251
Richard B. Fontaine ⁽¹¹⁾	\$ 120,894	\$ 2,986	\$ 51,201	\$175,081
Peter T. Grauer	\$ 56,000	\$ 104,582	\$216,359	\$376,941
C. Raymond Larkin, Jr. ⁽¹²⁾	\$ 22,894	\$ 2,986	\$ 51,201	\$ 77,081
John M. Nehra	\$ 57,500	\$ 104,582	\$193,438	\$355,520
William L. Roper, M.D.	\$ 53,500	\$ 104,582	\$216,359	\$374,441
Roger J. Valine	\$ 58,000	\$ 11,959	\$136,117	\$206,076
Richard C. Vaughan	\$ 62,000	\$ 104,582	\$236,094	\$402,676

⁽¹⁾ Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chair Fees," "Meeting Fees," and "Other Compensation; Reimbursement of Expenses." With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

⁽²⁾ The amounts shown in this column reflect restricted stock unit awards. Restricted stock units vest 100% upon issuance, but receipt is automatically deferred to one year from the grant date. The amounts shown in this column are the amounts recognized for financial statement reporting purposes during 2007 pursuant to FAS 123R for such awards to our non-employee directors, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FAS 123R.

⁽³⁾ With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 in restricted stock units and 1,500 restricted stock units for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

The grant date fair value of each restricted stock unit award granted in 2007 pursuant to FAS 123R is set forth below:

Name*	Stock Awards: Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards (\$)
Charles G. Berg	19	3/31/2007	\$ 1,013
Willard W. Brittain, Jr.	6	3/31/2007	\$ 320
Charles G. Berg, Willard W. Brittain, Jr., Nancy-	56	6/30/2007	\$ 3,017

Ann DeParle and Roger J. Valine	47	9/30/2007	\$	2,969
	53	12/31/2007	\$	2,987
Nancy-Ann DeParle, Richard B. Fontaine, C. Raymond Larkin, Jr. and Roger J. Valine	56	3/31/2007	\$	2,986
Paul J. Diaz	32	9/30/2007	\$	2,022
	53	12/31/2007	\$	2,987
Peter T. Grauer, John M. Nehra, William L. Roper, M.D. and Richard C. Vaughan	103	3/31/2007	\$	5,492
	1,500	5/29/2007	\$	82,575
	102	6/30/2007	\$	5,496
	87	9/30/2007	\$	5,497
	98	12/31/2007	\$	5,522

* Directors are grouped together in a row where all elements of compensation are identical for such directors.

See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FAS 123R.

(4) As of December 31, 2007, each non-employee director had the following number of restricted stock unit awards outstanding:

Name	Vested Stock Awards (#)	Unvested Stock Awards (#)
Charles G. Berg	175	—
Willard W. Brittain, Jr.	162	—
Nancy-Ann DeParle	212	—
Paul J. Diaz	85	—
Richard B. Fontaine	56	—
Peter T. Grauer	1,890	—
C. Raymond Larkin, Jr.	56	—
John M. Nehra	1,890	—
William L. Roper, M.D. .	1,890	—
Roger J. Valine	212	—
Richard C. Vaughan	1,890	—

(5) Option awards vest 25% on each of the first four anniversaries of the grant date. The amounts shown in this column are the amounts recognized for financial statement reporting purposes during 2007 pursuant to FAS 123R for option awards to our non-employee directors, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating this amount pursuant to FAS 123R.

2008

The following table sets forth information concerning the compensation of the company's non-employee directors during 2008.

2008 Director Compensation

Name	Fees Earned or Paid in Cash (\$)⁽¹⁾	Stock Awards (\$)⁽²⁾⁽³⁾⁽⁴⁾	Option Awards (\$)⁽⁵⁾⁽⁶⁾⁽⁷⁾	Total (\$)
Charles G. Berg	\$ 24,000	\$ 56,095	\$144,761	\$224,856
Willard W. Brittain, Jr.	\$ 17,500	\$ 49,048	\$140,910	\$207,458
Nancy-Ann DeParle ⁽⁸⁾	\$ 6,000	\$ 14,009	\$ 69,599	\$ 89,608
Paul J. Diaz	\$ 16,000	\$ 48,592	\$ 50,420	\$115,012
Peter T. Grauer	\$ 28,000	\$ 128,711	\$221,173	\$377,884
John M. Nehra	\$ 29,500	\$ 143,210	\$221,173	\$393,883
William L. Roper, M.D.	\$ 28,500	\$ 139,718	\$221,173	\$389,391
Roger J. Valine	\$ 38,000	\$ 68,105	\$186,527	\$292,632
Richard C. Vaughan	\$ 36,000	\$ 132,704	\$263,978	\$432,682

⁽¹⁾ Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chair Fees," "Meeting Fees," and "Other Compensation; Reimbursement of Expenses." With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

⁽²⁾ The amounts shown in this column reflect common stock awards and restricted stock unit awards. Restricted stock units vest 100% upon issuance, but receipt is automatically deferred to one year from the grant date. The amounts shown in this column are the expense amounts recognized for financial statement reporting purposes during 2008 pursuant to FAS 123R for such awards to our non-employee directors, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FAS 123R.

⁽³⁾ With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 in restricted stock units and 1,500 restricted stock units for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.