

CALGON CARBON CORPORATION

Form DEF 14A

March 15, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Calgon Carbon Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:

 - (2) Aggregate number of securities to which transaction applies:

 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

 - (4) Proposed maximum aggregate value of transaction:

 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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CALGON CARBON CORPORATION 400 CALGON CARBON DRIVE PITTSBURGH, PA 15205

Dear Fellow Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Calgon Carbon Corporation at 1:00 p.m., Eastern Time, on Friday, April 29, 2011 at the principal executive office of the Company, 400 Calgon Carbon Drive, Pittsburgh, Pennsylvania 15205.

Information about the business of the meeting and the nominees for election as Directors is set forth in the notice of the meeting and the Proxy Statement, which are attached. This year you are asked to: (i) elect three Directors for the Class of 2014, (ii) ratify the appointment of the independent registered public accounting firm for 2011, (iii) vote on an advisory basis on executive compensation (which vote shall be non-binding), and (iv) vote on whether the advisory vote on executive compensation should be held every one, two or three years (which vote shall be non-binding).

It is important that your shares be represented at the meeting. Even if you plan to attend the meeting in person, we hope that you will send a proxy voting on the matters to be considered, as instructed in the Notice of Internet Availability of Proxy Materials, as promptly as possible. You may also request a paper proxy card to submit your vote by mail, if you prefer.

Very truly yours,

John S. Stanik
President and
Chief Executive Officer

March 15, 2011

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CALGON CARBON CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The Annual Meeting of Stockholders of Calgon Carbon Corporation will be held at the principal executive office of the Company, 400 Calgon Carbon Drive, Pittsburgh, Pennsylvania 15205, on Friday, April 29, 2011 at 1:00 p.m., Eastern Time, for the following purposes:

- (1) To elect three Directors for the Class of 2014 (Proposal 1);
- (2) To ratify the appointment of the independent registered public accounting firm of the Company for 2011 (Proposal 2);
- (3) To vote on an advisory basis on executive compensation (which vote shall be non-binding) (Proposal 3);
- (4) To vote on whether the advisory vote on executive compensation should be held every one, two or three years (which vote shall be non-binding) (Proposal 4); and
- (5) To transact such other business as may properly come before the meeting.

Please refer to the accompanying Proxy Statement for a description of the matters to be considered at the meeting.

Holders of record of the Company's Common Stock as of the close of business on March 2, 2011 are entitled to notice of and to vote at the meeting.

Important Notice Regarding the Availability of Proxy Materials for the 2011 Annual Stockholders Meeting.

The Company is mailing to many of its stockholders a Notice of Internet Availability of Proxy Materials, rather than mailing a full paper set of the materials. The Notice of Internet Availability of Proxy Materials contains instructions on how to access the Company's proxy materials on the Internet, as well as instructions on obtaining a paper copy. All stockholders who do not receive such a Notice of Internet Availability of Proxy Materials, including stockholders who have previously requested to receive a paper copy of the materials, will receive a full set of paper proxy materials by U.S. mail. This new process will reduce the Company's costs to print and distribute its proxy materials.

Voting by the Internet or telephone is fast and convenient, and each vote is immediately confirmed and tabulated. If a stockholder receives a paper copy of the proxy materials, the stockholder may also vote by completing, signing, dating and returning the accompanying proxy card in the enclosed return envelope furnished for that purpose. By using the Internet or telephone the stockholders can help the Company reduce postage and proxy tabulation costs.

Richard D. Rose
Senior Vice President, General Counsel and Secretary

March 15, 2011

CALGON CARBON CORPORATION

PROXY STATEMENT

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CALGON CARBON CORPORATION

PROXY STATEMENT

Annual Meeting of Stockholders

April 29, 2011

**Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting
to be held on April 29, 2011**

**The 2011 Proxy Statement and the Annual Report to Stockholders for the year ended
December 31, 2010 are available for viewing at <http://materials.proxyvote.com/129603>.
To vote by Internet, go to www.proxyvote.com, enter the information that is printed in
the box marked by the arrow on the proxy card and follow the instructions.**

The accompanying proxy is solicited on behalf of the Board of Directors (the Board) of Calgon Carbon Corporation (the Company) for use at the Annual Meeting of Stockholders to be held at 1:00 p.m., Eastern Time, on Friday, April 29, 2011 at the principal executive office of the Company, 400 Calgon Carbon Drive, Pittsburgh, Pennsylvania 15205. The accompanying Notice of Annual Meeting of Stockholders sets forth the purposes of the meeting.

The accompanying proxy may be revoked at any time before its exercise by giving written notice of revocation to the Secretary of the Company. The shares represented by proxies in the form solicited by the Board will be voted at the meeting. If a choice is specified on the proxy with respect to a matter to be voted upon, the shares represented by the proxy will be voted in accordance with that specification. If no choice is specified, the shares will be voted as stated below in this Proxy Statement. If, however, you hold shares beneficially in street name and do not provide your broker with voting instructions, your shares may be treated as broker non-votes. Generally, broker non-votes occur when a broker is not permitted to vote on a particular matter without instructions from the beneficial owner and instructions have not been given. Brokers that have not received voting instructions from their clients cannot vote on their clients behalf on non-routine proposals, such as the election of Directors and executive compensation matters, although they may vote their clients shares on routine proposals such as the ratification of the independent registered public accounting firm. In tabulating the voting result for any particular proposal, shares that constitute broker non-votes are not considered entitled to vote on that proposal.

It is expected that the Notice of Internet Availability of Proxy Materials will first be mailed to stockholders, and this Proxy Statement and the accompanying form of proxy will first be available to stockholders, on or about March 15, 2011. The Company's Annual Report to Stockholders for 2010 will also be available on or about March 15, 2011, but does not form a part of the proxy soliciting material. The cost of soliciting proxies will be borne by the Company. Following the original mailing of the proxy soliciting material, regular employees of the Company may solicit proxies by mail, telephone, electronic means and personal interview. The Company may also hire a proxy solicitation firm or may request brokerage houses and other nominees or fiduciaries to forward copies of the proxy soliciting material and the 2010 Annual Report to beneficial owners of the stock held in their names, and the Company will reimburse them for reasonable out-of-pocket expenses incurred in doing so.

VOTING SECURITIES AND RECORD DATE

Holders of the Company's Common Stock of record as of the close of business on March 2, 2011 are entitled to receive notice of and to vote at the meeting. At the record date, the Company had outstanding 56,452,112 shares of Common Stock, the holders of which are entitled to one vote per share. The Company does not have cumulative

voting.

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The following table shows the number of shares of Common Stock beneficially owned as of March 2, 2011 by each Director of the Company and by Stevan R. Schott, C.H.S. (Kees) Majoor, Robert P. O'Brien, Richard D. Rose and Leroy M. Ball, the named executive officers of the Company in the Summary Compensation Table, and by all current Directors and executive officers of the Company as a group. The Company has stock ownership guidelines for its executive officers which are described under "Stock Ownership Policy" on page 25 of this Proxy Statement. Unless otherwise indicated in the footnotes to the table, each person named and all Directors and executive officers as a group have sole voting power and sole investment power with respect to the shares. As used herein, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of, the security). A person is deemed to have "beneficial ownership" of any security that the person has the right to acquire within 60 days after the record date.

Name of Beneficial Owner	Number of Shares(1)	Percent of Class
J. Rich Alexander	5,730	*
Robert W. Cruickshank	26,570	*
Randall S. Dearth	12,374	*
William J. Lyons(2)	18,917	*
William R. Newlin(2)(3)	207,775	*
Julie S. Roberts(2)	69,458	*
Timothy G. Rupert	39,681	*
Seth E. Schofield	22,838	*
John S. Stanik(2)	596,806	1.05%
Stevan R. Schott	11,542	*
C.H.S. (Kees) Majoor	276,910	*
Robert P. O'Brien(4)	214,460	*
Richard D. Rose(2)	14,933	*
Leroy M. Ball(5)(6)	97,543	*
All current Directors and executive officers as a group (15 persons)(2)(3)(4)(5)(6)	1,724,377	3.01%

* Less than 1%.

- (1) Includes (i) options for 2,000 shares in the case of Mr. Dearth, 48,920 shares in the case of Ms. Roberts, and 16,051 shares in the case of each of Messrs. Newlin and Rupert, granted under the Company's 1993 Non-Employee Directors' Stock Option Plan; (ii) 4,773 shares of restricted stock in the case of Mr. Alexander, 5,389 shares of restricted stock in the case of Mr. Lyons, and 5,723 shares of restricted stock in the case of each of Messrs. Cruickshank, Dearth, Newlin, Rupert, and Schofield and Ms. Roberts; (iii) 387,503 shares underlying unexercised options and 31,563 time vesting restricted shares in the case of Mr. Stanik; 6,947 time vesting restricted shares in the case of Mr. Schott; 112,759 shares underlying unexercised options and 4,850 time vesting

restricted shares in the case of Mr. Majoor; 94,069 shares underlying unexercised options and 9,617 time vesting restricted shares in the case of Mr. O'Brien; 3,123 shares underlying unexercised options and 9,363 time vesting restricted shares in the case of Mr. Rose; and 2,431 shares underlying unexercised options in the case of Mr. Ball, granted under the Company's stock plans; and (iv) 830,989 shares underlying unexercised options and 116,058 time vesting restricted shares in the case of all current Directors and executive officers as a group, in each case granted under the aforementioned plans. The percent of class set forth above for any individual and the group (but not for the other individuals listed above) is computed as though such shares optioned to such individual or the group, as the case may be, were outstanding.

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- (2) Includes 13,528 shares as to which Mr. Lyons shares voting and investment power with his wife; 92,866 shares as to which Mr. Newlin shares voting and investment power with his wife; 14,815 shares as to which Ms. Roberts shares voting and investment power with her husband; 5,000 shares as to which Mr. Stanik shares voting and investment power with his wife; and 1,000 shares as to which Mr. Rose shares voting and investment power with his wife.
- (3) Includes 43,708 shares held indirectly by Mr. Newlin through a retirement plan, 3,500 shares held indirectly by Mr. Newlin through a grantor trust, and 83,133 shares pledged by Mr. Newlin as collateral for a business loan.
- (4) Includes 6,930 shares held by Mr. O'Brien under the Company's defined contribution plan.
- (5) Includes 95,112 shares pledged by Mr. Ball as collateral for personal loans.
- (6) Mr. Ball is no longer employed by the Company.

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Information as of December 31, 2010 with respect to the only persons not otherwise disclosed in the management table and known by the Company to be a beneficial owner of more than 5% of the Company's Stock as of March 2, 2011 is as follows:

Name and Address	Beneficial Ownership of Common Stock	
	Number of Shares	Percent of Class
Wells Fargo and Company (Wells) 420 Montgomery Street San Francisco, CA 94104	3,903,238	6.93%
Wells Capital Management Incorporated 525 Market Street, 10th Floor San Francisco, CA 94105		

The foregoing information is taken from a Schedule 13G/A filed with the Securities and Exchange Commission (the SEC) on January 20, 2011 by Wells and its affiliates reflecting ownership as of December 31, 2010. The filing states that Wells has sole voting power with respect to 3,169,218 shares, sole dispositive power with respect to 3,851,242 and shared dispositive power with respect to 40,596 shares, with other amounts listed in its filing for its affiliates.

Name and Address	Beneficial Ownership of Common Stock	
	Number of Shares	Percent of Class
BlackRock, Inc. (BlackRock) 40 East 52nd Street New York, NY 10022	4,456,758	7.91%

The foregoing information is taken from a Schedule 13G/A filed with the SEC on February 3, 2011 by BlackRock and its subsidiaries reflecting ownership as of December 31, 2010. The filing states that BlackRock has sole voting power and sole dispositive power with respect to all 4,456,758 shares.

Name and Address	Beneficial Ownership of Common Stock	
	Number of Shares	Percent of Class
Invesco Ltd. (Invesco) 1555 Peachtree Street NE Atlanta, GA 30309	4,343,912	7.7%

PowerShares Capital Management
Invesco Advisers, Inc.
Invesco National Trust Company
Van Kampen Asset Management

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The foregoing information is taken from a Schedule 13G/A filed with the SEC on February 9, 2011 by Invesco and its subsidiaries reflecting ownership as of December 31, 2010. The filing states that PowerShares Capital Management has sole voting and sole dispositive power with respect to 2,349,315 shares; Invesco Advisers, Inc. has sole voting and sole dispositive power with respect to 1,960,683 shares; Invesco National Trust Company has sole voting power with respect to 10,000 shares and sole dispositive power with respect to 5,300 shares; and Van Kampen Asset Management has sole voting and sole dispositive power with respect to 18,614 shares.

Name and Address	Beneficial Ownership of Common Stock	
	Number of Shares	Percent of Class
Cramer Rosenthal McGlynn LLC (Cramer) 520 Madison Ave New York, NY 10022	3,302,681	5.9%

The foregoing information is taken from a Schedule 13G filed with the SEC on February 11, 2011 by Cramer reflecting ownership as of December 31, 2010. The filing states that Cramer has sole voting power with respect to 3,124,181 shares and sole dispositive power with respect to 3,302,681 shares.

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BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD

The business of the Company is under general supervision of a Board of Directors (the Board) as provided by the laws of the State of Delaware, the Company's state of incorporation. The Board has established committees to assist it, consisting of the Executive Committee, the Compensation Committee, the Audit Committee and the Governance Committee. A current copy of each committee's charter is available to stockholders at the Company's website at www.calgoncarbon.com.

Executive Committee. Following the Annual Meeting, the Executive Committee will consist of Messrs. Schofield (Chairman), Cruickshank and Rupert and Ms. Roberts. The Executive Committee meets during the intervals between meetings of the Board, when prompt action is needed and it is impossible or inconvenient to convene a full meeting of the Board, and may exercise limited powers granted by the Board in the management of the business and affairs of the Company.

Compensation Committee. Following the Annual Meeting, the Compensation Committee will consist of Messrs. Rupert (Chairman), Cruickshank, Dearth and Schofield. All members of the Compensation Committee are independent as defined by the New York Stock Exchange standards for director independence. The Compensation Committee has a charter. The Compensation Committee's overall responsibility is to determine and implement the Company's general policies with respect to the compensation of its executive officers. The Compensation Committee determines the base salary payable to each executive officer, as well as the short-term cash incentive, if any, payable to each executive officer, and to certain key employees, pursuant to the Company's short-term cash incentive plan or otherwise. The Compensation Committee's other duties include evaluating the post-service arrangements with the executive officers; approving the report on executive compensation for inclusion in the Company's annual proxy statement; reviewing and discussing with management the Compensation Discussion and Analysis to be included in the Company's annual proxy statement; the creation, amendment and termination of certain employee benefit plans; and making administrative amendments to any director plans. The Compensation Committee also administers the Company's 2008 Equity Incentive Plan, has the authority to make long-term incentive awards thereunder and is responsible for evaluating whether the executives have met their applicable performance levels thereunder. Other matters related to the compensation of executive officers and key employees, such as the terms of employment contracts and certain employee benefits, are also reviewed by the Compensation Committee.

The Compensation Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Compensation Committee. In addition, the Compensation Committee may delegate to Company officers or a committee of employees any of its responsibilities with respect to non-equity based plans including, but not limited to, plans created pursuant to the Employee Retirement Income Security Act of 1974 and employment practices created consistent with the various state laws.

The Compensation Committee engages an outside compensation consultant, Pay Governance LLC (Pay Governance), to provide advice and recommendations on the amount and form of executive and director compensation. The aggregate fees paid to Pay Governance for determining and recommending the amount and form of executive and director compensation during the last fiscal year was \$66,496. In addition to such services, during the Company's last fiscal year, the Company engaged Towers Watson & Co. (Towers Watson) to provide additional services, including, but not limited to, actuarial services, pension plan consulting services, union negotiation assistance and participation in meetings. The aggregate fees paid to Towers Watson for such additional services was \$310,838. Since the engagement of Pay Governance, the Compensation Committee's consultant is independent and does no business for the Company or its senior management. The Compensation Committee's decision to hire Pay Governance was not made or recommended by Company management.

Audit Committee. Following the Annual Meeting, the Audit Committee will consist of Ms. Roberts (Chairperson) and Messrs. Alexander, Dearth and Lyons. All members of the Audit Committee are independent, as defined by the New York Stock Exchange standards for director independence. Ms. Roberts and Mr. Lyons have been designated by the Board as the Audit Committee's financial experts, as required by the Sarbanes-Oxley Act of 2002 and the SEC regulations thereunder. The Audit Committee operates under a charter, which is intended to comply with the requirements of the Sarbanes-Oxley Act of 2002 and the New York Stock Exchange corporate governance requirements.

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The Audit Committee's duties include:

- the annual recommendation to the Board of the selection (subject to stockholder ratification) of our independent registered public accounting firm
- approval of the audit and non-audit fees and services of our independent registered public accounting firm
- responsibility for determining the independence of such independent registered public accounting firm

The Audit Committee has such other duties and responsibilities as are set forth in its written charter. These other duties and responsibilities include reviewing annually the report of the independent registered public accounting firm; reviewing annually the scope of the independent registered public accounting firm's audit; meeting periodically with the independent registered public accounting firm and management; reviewing the Company's systems of internal accounting and financial controls and disclosure controls and procedures, and determining whether they are functioning adequately and reliably; assessing the performance and scope of internal audit services; reviewing and discussing with management the audited annual and quarterly financial statements of the Company and the Company's SEC filings; reviewing and discussing with management the form and content of the notes to the financial statements and Management's Discussion and Analysis of the financial statements; receiving and reviewing reports from management regarding compliance with corporate policies dealing with business conduct; reviewing business expense reporting; reviewing the Company's contingency plans in the event of a failure of its information technology systems; investigating and reporting to the Board as to any alleged breach of law or of the Company's internal policies which is brought to its attention; reviewing the audit reports of the Company's benefit plans; preparing the Audit Committee's report for inclusion in the Company's annual proxy statement; establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing and the confidentiality thereof; and overseeing the Risk Management Committee, which is more fully described below under *Board's Leadership Structure and Role in Risk Management*. Each year, the Audit Committee evaluates the performance of the independent registered public accounting firm and recommends to the Board the retention or, if appropriate, replacement of the independent registered public accounting firm. The Audit Committee also carries out other assignments given to it from time to time by the Board.

Governance Committee. Following the Annual Meeting, the Governance Committee will consist of Messrs. Cruickshank (Chairman), Alexander, Lyons and Newlin. All members of the Governance Committee are independent as determined under the New York Stock Exchange standards for director independence. The Governance Committee has a charter. The Governance Committee is responsible for the functioning of the Board and its committees, with the goal of causing the Board and its committees to satisfactorily address the major issues related to the performance and well-being of the Company. Among the duties of the Governance Committee is to review the size and composition of the Board and to make recommendations with respect to nominations for election or appointment of Directors. The Governance Committee has responsibility for reviewing, with the Board if appropriate, the Company's executive management succession plan for positions within that structure. The Governance Committee also periodically reviews legislative and regulatory issues affecting the Company as well as public interest issues identified by management as likely to affect the Company.

The Governance Committee follows the guidelines of the Company and examines, among other things, the following qualifications and skills of director candidates: their business or professional experience, their integrity and judgment, their records of public service, their ability to devote sufficient time to the affairs of the Company, the diversity of backgrounds and experience they will bring to the Board, and the needs of the Company. The Governance Committee also believes that all nominees should be individuals of substantial accomplishment with demonstrated leadership capabilities. The Governance Committee does not have a formal policy with regard to the consideration of diversity in identifying nominees for Director.

The Governance Committee will principally solicit suggestions from current Directors to identify potential candidates for Director, using the criteria described above. The Governance Committee may also employ the assistance of a

search firm. The Governance Committee will consider nominees recommended by stockholders provided that stockholders submit the names of nominees and the other information required by Section 1.08 of the by-laws of the Company in writing to the Secretary of the Company. Such information should be received no earlier than November 15, 2011 and no later than January 14, 2012 with respect to nominations for election at the 2012 Annual Meeting of Stockholders. The Governance Committee will consider stockholder-recommended nominees with the same weight as others.

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During 2010, the Compensation Committee held five meetings, the Governance Committee held four meetings, the Audit Committee held seven meetings and the Executive Committee held three meetings. The Board held eight meetings and executed one written consent in lieu of a meeting during 2010. All of the Company's directors attended at least 75% of the aggregate of (1) the total number of meetings of the Board held during the period for which he or she has been a Director and (2) the total number of meetings held by all committees of the Board on which he or she served during the periods that he or she served as a Director.

Board's Leadership Structure and Role in Risk Management

The Company's principal executive officer serves as the Chairman of the Board. The Company believes that this leadership structure is appropriate due to the complexity and technical nature of the Company's business. Mr. Stanik's experience in leadership positions throughout the Company during his tenure, as well as his role in developing and executing the strategic plan, is critical to the Company's future results. In addition to the Chairman of the Board, the Company has a lead independent director, Mr. Schofield (the Lead Director). Mr. Schofield's varied career experience and his history on the Board gives him important insight into the complexity of the Company's operations. The Lead Director aids in creating the agendas for Board meetings and presides over the executive sessions of the independent directors. The Lead Director periodically reviews and proposes revisions to the Board's procedures and advises committee chairs in fulfilling their designated roles including avoiding conflict between committees concerning their roles. The Lead Director communicates with the Chief Executive Officer on a regular basis. The Lead Director is also responsible for communicating the Board's annual evaluation of the Chief Executive Officer. The Lead Director will be the spokesperson for the Board when responding to crises.

The Company has established a Risk Management Committee, which consists of members of middle and upper management and is responsible for identifying risks to the Company, developing a plan to address those risks and overseeing the implementation of such plan and the mediation of additional risks as they arise. The Audit Committee has oversight responsibility for the Risk Management Committee, which includes an annual assurance that there is an Enterprise Risk Management Plan and risk assessment, periodic review of the progress against the Enterprise Risk Management Plan and assurance that the Board is aware of the risk assessment results and conclusions about risk tolerance and mitigation. Each year, the full Board receives a report on the progress of the Enterprise Risk Management Plan.

Risk Management and Compensation

The Compensation Committee has reviewed the Company's management of risk as it relates to the Company's executive compensation philosophy. The Compensation Committee determined that the Company's compensation program is not reasonably likely to result in a material adverse effect on the Company. The Compensation Committee made this determination following a detailed study performed by Towers Perrin, its compensation consultant at the time. Towers Perrin's study, which was presented to the Compensation Committee, included a process for assessing the Company's compensation programs through a risk screen and provided Towers Perrin's assessment of the risks associated with the Company's current compensation programs. The Compensation Committee believes, for the reasons noted below, that (1) the Company's compensation program does not encourage excessive risk-taking and (2) the Company takes reasonable steps to mitigate any risks related to compensation.

Compensation Committee Oversight: The Compensation Committee has oversight over the short-term cash incentive plans and the 2008 Equity Incentive Plan. The Committee also has discretion to modify awards for plans over which it has authority and the ability to recoup certain payments.

Compensation Mix: The compensation program is an appropriate mix of cash (salary and short-term incentive awards) and equity compensation. Short-term incentive awards represent less than 25% of the

compensation mix for all executives, align with the market and the Company's peers and are linked to corporate and/or business unit performance. Equity incentives are positioned at the market median and are granted annually to all executives. Long-term incentive awards are linked to stockholder returns.

Specific Plan Formulations: The Company's incentive plans are linked to specific award formulas (with discretion granted to the Compensation Committee to modify calculated awards as it deems appropriate),

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have payout ceilings in place and align with market practice. The Company has stock ownership guidelines in place for all Company executives.

Performance Metrics: The Company's short-term incentive plans focus on return on invested capital and operating income at both the corporate and business unit level and the long-term incentive plan focuses on stock price appreciation and performance relative to peers over the long-term. The Company's Chief Executive Officer thoroughly discusses corporate, business unit and individual performance with the Compensation Committee. Targeted pay levels are based upon peer, as well as industry, data.

Plan Governance: In addition to the Compensation Committee, the senior leadership team, the finance department, the legal department, the human resources department and the business unit managers are involved in the establishment and oversight of the compensation plans.

Ownership Requirements: The Company's stock ownership guidelines require executives to hold meaningful stock ownership, linking their interests to the interests of stockholders.

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The Board, acting pursuant to the by-laws of the Company, has determined that the number of Directors constituting the full Board shall be nine immediately following the Annual Meeting. The Board is to be divided into three classes of nearly equal size. One such class is elected every year at the Annual Meeting for a term of three years.

The Board has, upon recommendation of the Governance Committee, nominated Randall S. Dearth, Timothy G. Rupert and Seth E. Schofield for re-election as Directors in the Class of 2014, and each of them has agreed to serve if elected. Messrs. Dearth, Rupert and Schofield will hold office until the 2014 Annual Meeting of Stockholders, or until the Director's prior death, disability, resignation or removal. Proxies are solicited in favor of these nominees and will be voted for them unless otherwise specified.

If any nominee becomes unable or unwilling to serve as a Director, it is intended that the proxies will be voted for the election of such other person, if any, as shall be designated by the Board.

Information concerning the nominees for Director and the other Directors who will continue in office after the meeting is set forth below, together with information concerning the Company's executive officers who are not Directors.

Name	Age	Position with the Company
<i>Class of 2014</i>		
Randall S. Dearth	47	Director
Timothy G. Rupert	64	Director
Seth E. Schofield	71	Director
<i>Class of 2013</i>		
Robert W. Cruickshank	65	Director
Julie S. Roberts	56	Director
J. Rich Alexander	55	Director
<i>Class of 2012</i>		
William R. Newlin	70	Director
John S. Stanik	57	Director (Chairman), President and Chief Executive Officer
William J. Lyons	62	Director
<i>Executive Officers</i>		
Stevan R. Schott	48	Vice President and Chief Financial Officer
C.H.S. (Kees) Majoor	61	Executive Vice President Europe and Asia
Robert P. O'Brien	60	Executive Vice President Americas
Gail A. Geroni	59	Vice President, Investor Relations, Communications and Human Resources
Richard D. Rose	49	Senior Vice President, General Counsel and Secretary
James A. Sullivan	47	Vice President of Operations

Mr. Alexander was elected as a Director of the Company in August 2009. Mr. Alexander has served as Executive Vice President Performance Coatings and Glass for PPG Industries, Inc., a global diversified manufacturer, since August 2010, where he is also responsible for Corporate Purchasing and Marketing. Mr. Alexander served as Senior Vice

President, Performance Coatings for PPG Industries, Inc. from April 2005 to August 2010. Prior thereto, he served as Vice President, Industrial Coatings for PPG Industries, Inc. The Company believes that Mr. Alexander's qualifications to sit on the Board include his extensive global experience in the Asia Pacific region with a focus in China and his experience in global mergers and acquisitions. In addition, the Company values Mr. Alexander's role as an executive officer of a manufacturing company in the chemical industry, which the Company believes is representative of the challenges and desires of its customer base. Except as provided herein, during the last five years, Mr. Alexander has not held any directorships required to be disclosed pursuant to the rules and regulations promulgated by the SEC.

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Mr. Cruickshank has been a Director of the Company since November 1985. Mr. Cruickshank is a consultant providing financial advice to private clients. He is also a director of Hurco Companies, Inc., an industrial technology company. The Company believes that Mr. Cruickshank's qualifications to sit on the Board include his financial expertise and experience as a director of several public companies. Mr. Cruickshank is an original member of the public company Board and, as such, is intimately familiar with the Company's history as a public entity. Except as provided herein, during the last five years, Mr. Cruickshank has not held any directorships required to be disclosed pursuant to the rules and regulations promulgated by the SEC.

Mr. Dearth has been a Director of the Company since November 2007. Mr. Dearth has been President and Chief Executive Officer of LANXESS Corporation, a chemicals manufacturer, since 2004. Prior thereto he was President and Chief Executive Officer of Bayer Chemicals Corp., a chemicals manufacturer. The Company believes that Mr. Dearth's qualifications to sit on the Board include his twenty-plus years of experience in the chemical industry, which the Company believes is representative of the challenges and desires of its customer base. The Company believes that Mr. Dearth's position at LANXESS Corporation, a European company, makes him a valuable link to European leadership, strategy and business conditions. Except as provided herein, during the last five years, Mr. Dearth has not held any directorships required to be disclosed pursuant to the rules and regulations promulgated by the SEC.

Mr. Lyons has been Executive Vice President and Chief Financial Officer of CONSOL Energy Inc. (provider of coal and natural gas) since February 2001. Mr. Lyons has been a Director of the Company since 2008. He was also a director of CNX Gas Corporation (provider of natural gas) from October 2005 to January 2009. The Company believes that Mr. Lyons' experience in the coal industry and his knowledge of natural gas resources and other commodities qualifies him to sit on the Board, given the importance of such primary raw materials to the Company's production. Mr. Lyons' financial acumen is also valuable to the Board. Except as provided herein, during the last five years, Mr. Lyons has not held any directorships required to be disclosed pursuant to the rules and regulations promulgated by the SEC.

Mr. Newlin has been a Director of the Company since 2005. Mr. Newlin has served as the Chairman of Plextronics, Inc., a technology company, since 2009 and has been the Chairman of Newlin Investment Company LLC, an investment company, since April 2007. Prior thereto he was the Executive Vice President and Chief Administrative Officer of Dick's Sporting Goods, Inc., a retailer. Mr. Newlin is a director of Kennametal Inc., a tooling, engineered components and advanced materials supplier, and ArvinMeritor, Inc., an automotive industry supplier. The Company believes Mr. Newlin's qualifications to sit on the Board include his extensive experiences in major corporate transactions, his deep executive leadership and management experience with public and private companies, his years of experience providing strategic advice to complex organizations as a counselor and member of numerous board of directors and his business and corporate legal acumen. Except as provided herein, during the last five years, Mr. Newlin has not held any directorships required to be disclosed pursuant to the rules and regulations promulgated by the SEC.

Ms. Roberts has been a Director of the Company since July 2000. Ms. Roberts is currently the President of JSRoberts Consulting, LLC, which provides CFO services and financial consulting to public and private organizations on a project, part-time or temporary basis. She retired in February of 2010 from Marriott International, Inc., a hospitality company, where she served as Vice President Finance, Global Finance Transformation since March 2005. Prior thereto she was Chief Financial Officer of Marriott ExecuStay, a division of Marriott. The Company believes that Ms. Roberts is qualified to sit on the Board in light of her many years of experience as a financial executive of two major publically traded corporations, including several years as a CFO of a subsidiary of one of the companies, her many years of experience as an Audit Committee Member of two publically traded companies and experience as Audit Committee Chair and her Master of Business Administration. Except as provided herein, during the last five years, Ms. Roberts has not held any directorships required to be disclosed pursuant to the rules and regulations

promulgated by the SEC.

Mr. Rupert has been a Director of the Company since 2005. Mr. Rupert retired in July 2007 from his position as President and Chief Executive Officer and a director of RTI International Metals, Inc., a titanium manufacturer, which he had held since 1999. The Company believes that Mr. Rupert is qualified to serve on the Board due to his experience as the Chief Executive Officer of a company of similar size in the region. The Company believes that

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Mr. Rupert's familiarity with the challenges and realities of running a public company are extremely valuable to the Board. Except as provided herein, during the last five years, Mr. Rupert has not held any directorships required to be disclosed pursuant to the rules and regulations promulgated by the SEC.

Mr. Schofield has been a Director of the Company since December 1995. From February 1996 to July 2000, Mr. Schofield was the Managing Partner of Base International, a provider of corporate protection and security. Prior thereto, Mr. Schofield was Chairman and Chief Executive Officer of USAir Group, a major air carrier. Mr. Schofield is also a director of Marathon Oil Corporation, an integrated oil and gas company, and United States Steel Corporation, a steel manufacturer (where he serves as the Presiding Director). The Company believes that Mr. Schofield is qualified to serve on the Board due to his experience on the board of directors of other large companies in the region (including service on numerous committees), as well as his role as Chairman and Chief Executive Officer of USAir Group. The Company values Mr. Schofield's leading edge expertise, his familiarity with the complex nature of the Company's business, his long history with the Board and his experience with mergers and acquisitions. Except as provided herein, during the last five years, Mr. Schofield has not held any directorships required to be disclosed pursuant to the rules and regulations promulgated by the SEC.

Mr. Stanik has been Chairman, President and Chief Executive Officer of the Company since May 2007. Prior thereto, he was President and Chief Executive Officer of the Company. Mr. Stanik has been a Director of the Company since October 2003. The Company believes that Mr. Stanik is qualified to serve on the Board as a result of his engineering background and his almost twenty year tenure with the Company. During such tenure, Mr. Stanik has served as plant manager of the Big Sandy plant and held a leadership role in each of the following: the equipment business, all manufacturing plants, research and development, global operations and the global carbon and service business. Except as provided herein, during the last five years, Mr. Stanik has not held any directorships required to be disclosed pursuant to the rules and regulations promulgated by the SEC.

Mr. Schott has been the Vice President and Chief Financial Officer of the Company since July 2010. Mr. Schott was Vice President, Finance, Americas and Asia of the Company from February 2008 until July 2010. From July 2007 until February 2008, Mr. Schott was Executive Director of Finance of the Company. Prior thereto, Mr. Schott was Vice President of Finance of DQE, Inc.

Mr. Majoor has been the Executive Vice President Europe and Asia of the Company since March 2010. Mr. Majoor was the Senior Vice President Europe and Asia of the Company from October 2007 to March 2010. Prior thereto, he was Senior Vice President Europe of the Company.

Mr. O'Brien has been the Executive Vice President Americas of the Company since March 2010. Mr. O'Brien was the Senior Vice President Americas of the Company from August 2005 to March 2010. Prior thereto, he was Senior Vice President of the Company responsible for Global Business Development and the Ultraviolet Light Technology Business Unit.

Ms. Geronzo has been the Vice President, Investor Relations, Communications and Human Resources of the Company since October 2002.

Mr. Rose has been Senior Vice President, General Counsel and Secretary of the Company since March 2011. Mr. Rose was Vice President, General Counsel and Secretary for the Company from September 2009 to March 2011. Prior thereto, Mr. Rose was a shareholder with the law firm of Buchanan Ingersoll & Rooney PC, a firm which does some legal work for the Company.

Mr. Sullivan has been the Vice President of Operations of the Company since March 2010. Mr. Sullivan was Vice President, UV and Corporate Business Development from July 2008 to March 2010. Prior thereto, he was the General

Manager of the UV Technologies division of the Company.

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EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

Summary

We offer a comprehensive executive compensation program that has been designed and is managed by the Compensation Committee of our Board of Directors which is comprised of independent directors.

We aim to hold our executives accountable for the financial and operational performance of the Company as well as the value of the Company's common stock and thus a significant portion of our executives' total compensation (62% for example in the case of our CEO for 2010) is at risk and tied to short and long term performance of the Company.

Our compensation program includes the use of Company common stock, with related holding requirements, that serves to align the interests of our executives with the interests of our stockholders.

We benchmark our executives' total compensation against market peers to ensure fairness and to enable the Company to successfully attract and retain executives.

Our incentive programs are designed to reward executives with compensation above market when Company performance exceeds our expectations and to pay our executives below market when Company performance is below our expectations.

We monitor best practices and build them into our compensation program even before required. For example:

In 2010, the Committee's independent consultant, Pay Governance LLC, prepared an assessment to determine the alignment of the aggregate compensation awarded to our CEO for the prior three years in relation to the performance of the Company on a relative basis. The consultant determined that while the CEO's realizable compensation ranked within the third quartile of the peer group, composite performance, defined as the relative ranking of revenue growth, operating income margin, return on invested capital (ROIC) and total stockholder return, also ranked within the third quartile. This analysis demonstrated the alignment between our CEO's realizable pay and our financial and stockholder performance, thus indicating that our pay-for-performance compensation philosophy is working as intended.

The Committee has examined our compensation program for our executives and has determined that our practices and policies do not promote excessive risk taking and that various elements and policies are in place such as, capped incentive opportunities, use of capital return metrics, stock ownership guidelines, recoupment policy and administrative and governance processes, that serve to mitigate excess risk.

Our policies prohibit executives and others from hedging their interest in our stock.

We provide no tax gross-up of any nature on any of our compensation or benefit programs for U.S. based executives.

No perquisites are provided to U.S. based executives.

Our change in control severance policy for U.S. based executives requires both a qualified change in control and termination of the executive to receive any benefits under the policy.

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Objectives of the Executive Compensation Program

The executive compensation program is designed to motivate executives and support the success of the Company which ultimately occurs through the actions of talented employees. The specific objectives of our compensation program are to:

Attract and Retain Executive Talent. Through a competitive total compensation program, the Company seeks to attract qualified and talented executives to serve in existing or newly created positions. The Company also seeks to retain our executives and promote positive engagement in the business and culture of the Company.

Align Compensation with Company and Individual Performance. Certain elements of our compensation program are designed to hold executives accountable for the financial and operational performance of the Company, as well as influencing the value of the Company's common stock. To facilitate these objectives, a significant portion of an executive's compensation is at risk because it is directly tied to the short- and long-term performance of the Company.

Foster an Ownership Mentality and Create Alignment with Stockholders. Our compensation program provides shares of the Company's common stock and common stock-based awards as elements of compensation with the expectation that the executives will maintain a certain level of ownership to align their interests with those of our stockholders.

The Company has designed the compensation program based on a set of core principles which we believe support our overall objectives:

The compensation program will be fair and competitive, from an internal and external perspective, taking into account the role and distinct responsibilities of each executive.

A substantial portion of an executive's compensation will be at risk and linked to the achievement of both corporate and individual goals and changes in stockholder value.

Retirement benefits will provide financial stability following employment but will not be the focal point of why executives choose to work for the Company.

The use of perquisites and other executive benefits will be negligible and of minimal cost to the Company.

All compensation program elements taken as a whole will help focus executives to achieve the Company's financial and operational goals.

Within the context of these objectives and principles, the Company has developed its compensation program for the Chief Executive Officer and other executive officers.

Overview of the Compensation Program and Decision-Making Process

Our Board has assigned the oversight of our executive compensation program to our Compensation Committee composed of four independent directors (as determined by the NYSE Rules). The Compensation Committee reviews and makes decisions regarding the compensation program for the Chief Executive Officer and makes recommendations for the other executive officers after considering recommendations made by the Chief Executive Officer. The Compensation Committee also considers the impact of tax and accounting treatment for the different

types of compensation it approves. The decisions made by the Compensation Committee with respect to the named executive officers for 2010 are reflected in the tables and related footnotes and narratives that begin on page 29.

In order to support the objectives outlined above, the Company has developed a compensation program that supports our pay for performance philosophy and that provides executives with a mixture of cash payments (base salary and short-term incentives) and stock-based awards (long-term incentives). Our stock-based compensation program consists of three different types of awards, each selected to address different objectives. We also provide executives with a retirement plan similar to that provided to all other employees and severance benefits for certain types of termination (including change in control situations) from the Company. The Company currently does not provide any perquisites (e.g., automobile, financial counseling, etc.) to executives except for the Executive Vice President Europe and Asia, where providing an executive with an automobile is a customary practice. The

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Company believes that the compensation elements taken as a whole are necessary to attract and retain the best executive talent in its industry.

The Compensation Committee believes that in order to successfully compete for talent, a fixed-cash salary is necessary to provide a base level of income that is not tied to Company performance. When developing the executive compensation program, the Compensation Committee considers both short and long-term strategic goals of the Company, which it believes fall within the control of executive management and leads to stockholder value creation. In order to align the interests of executives to the achievement of these goals, the Compensation Committee has developed performance-based incentive plans with payments contingent upon the achievement of these goals. Certain of the payments (short-term cash incentives) are designed to reward the achievement of annual goals, while equity grants (except for time-vesting restricted stock) are designed to reward the accomplishment of long-term goals directly associated with increasing stockholder value. The following table illustrates the allocation between actual fixed and variable compensation components in 2010:

Executive ¹	Fixed	Variable	
	Cash Base Salary	Short-Term Cash Incentive	Long-Term Stock-Based Incentive
Stanik	38%	27%	35%
Schott	63%	23%	14%
Majoor	69%	21%	10%
O'Brien	48%	22%	30%
Rose	52%	21%	27%

Our performance-based incentives are designed to reward executives with compensation above the middle (or 50th percentile) of the market when Company performance exceeds our expectations and the performance of our peer group. When performance falls below our expectations, the incentive plans are designed to pay below the middle (or 50th percentile) of the market and could result in no payment to the executive if performance falls below a certain level. To illustrate the alignment of these plans and the performance of the Company, our performance share grants made in February 2008, measuring relative total stockholder return (stock price plus dividend) against our peers over the period 2008 through 2010, paid out below the target level in February 2011 based upon our total stockholder return over the three year performance period which ranked at the 46th percentile of our peers. As a result, actual compensation to our executives was below the market 50th percentile.

The Compensation Committee reviews the compensation practices among peer companies and broader general industry companies in order to ensure the appropriateness of the Company's compensation program design and compensation levels. To assist in this process, the Compensation Committee employs a compensation consultant. In mid-2010, the Committee retained Pay Governance LLC as its independent consultant. Pay Governance was formed in 2010 with former employees of Towers Watson & Co., which had advised the Compensation Committee since September 2004. Pay Governance is an independent executive compensation consulting firm which has been retained directly by the Compensation Committee and reports directly to the Compensation Committee and advises the Compensation Committee on compensation matters. The consultant participates in Compensation Committee meetings and is engaged to advise the Compensation Committee with respect to compensation trends and best practices, plan design and the reasonableness of individual compensation awards. Towers Watson provides advice on retirement and compensation matters to the Company's senior management. Since the engagement of Pay Governance,

the Compensation Committee's consultant is independent and does no business for the Company or its senior management. The Compensation Committee's decision to hire Pay Governance was not made or recommended by Company management.

Additionally, with regard to compensation for the executive officers other than the Chief Executive Officer, the Compensation Committee receives input from the Chief Executive Officer.

¹ Mr. Ball separated from employment with the Company in 2010. His information is omitted here. See page 28 for further information.

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In making its recommendation to the Compensation Committee, the consultant employs a benchmarking process, an assessment tool that compares elements of the Company's compensation programs with those of other companies that are believed to have similar characteristics. In general, the purpose of the benchmarking process is to:

Understand the competitiveness of current pay levels relative to other companies with similar revenues and business characteristics.

Understand the alignment between executive compensation levels and Company performance.

Serve as a basis for developing salary and short- and long-term incentive information for the Compensation Committee's review.

The consultant also uses market compensation data from compensation surveys from Towers Watson and Mercer HR representing hundreds of general industry companies. For our executive officer located in Belgium, Mr. Majoor, the consultant periodically conducts a study of local market compensation practices using an international survey conducted by Towers Watson. The consultant also performs a more specific analysis of proxy disclosures from peer companies in the filtration industry and other companies that the Company competes with for executive talent. The peer group has been developed based on a set of characteristics that include:

Annual revenues that range from approximately half to two times the size of the Company's annual revenues

Global manufacturing operations (in Standard & Poor's Materials classification)

Competitor companies within the filtration/separation industry

For 2010, the peer group consisted of the following 23 companies:

AMCOL International Corp	Haynes International, Inc.	Penford Corporation
American Vanguard Corporation	ICO, Inc.	Polypore International, Inc.
Ampco-Pittsburgh Corporation	II-VI Incorporated	Quaker Chemical Corporation
Badger Meter, Inc.	Innophos Holdings, Inc.	RTI International Metals, Inc.
Brush Engineered Materials, Inc.	Kaydon Corporation	Standex International Corporation
Chart Industries, Inc.	Landec Corporation	
Eagle Materials Inc.	Lindsay Corporation	
ESCO Technologies Inc.	Lydall, Inc.	
Hawkins, Inc.	Northwest Pipe Company	

In December 2010, the Committee approved the peer group for use in 2011 which included the elimination of:

ICO, Inc. (acquired)
Brush Engineered Materials, Inc. (revenues too large)
Penford Corporation (revenues too small)
Landec Corporation (revenues too small), and
American Vanguard Corporation (revenues too small)

The following companies were added to the peer group for 2011:

Matthews International Corporation

Robbins & Myers, Inc., and
Graco Inc.

The newly constructed peer group for use in 2011 will consist of 21 companies.

In addition to the market data, the Compensation Committee considers other factors when making its decisions, such as an executive's individual performance, experience in the position and the size of prior-year adjustments. The Compensation Committee does not consider amounts from prior performance-based compensation, such as prior bonus awards or realized or unrealized stock option gains, in its decisions to increase or decrease compensation in the current year. The Compensation Committee believes that this would not be in the best interest of retaining and motivating the executive.

The Compensation Committee also reviews a summary report or tally sheet which sets forth the current and two-year historical compensation provided to each executive. The tally sheet includes the total dollar value of annual

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compensation, including salary, short- and long-term incentive awards, annual increase in retirement accruals and other compensation and benefit amounts. The tally sheet also includes equity ownership levels (number of shares and value) and amounts payable upon various termination scenarios. The review of tally sheets is an important aspect of the Compensation Committee's decision-making process. The tally sheets allow the Compensation Committee to review each element of compensation for each executive and review how decisions as to each element may affect decisions regarding other elements and the total compensation for each executive.

The Company, with the help of the consultant, has developed a compensation structure that includes individual grades for executives, each with its own compensation opportunities. Each grade's compensation opportunity has been developed using the compensation survey data, peer group proxy data, or a combination of both. Each executive has been assigned to a grade, determined by comparing position-specific duties and responsibilities with the peer group and survey pay data. Each grade has a base salary range and a corresponding short and long-term target for that particular position.

Individual Performance Goals. In connection with the determination of fixed-cash base salary increases and compensation under the performance-based short-term incentive plan, the Company sets individual performance goals and then measures a named executive officer's performance against such goals. Goals are specific to the executive's area of responsibility. As more fully described below, the level of achievement against such goals may have an impact on the Compensation Committee's decisions regarding base salary and the individual performance objectives as it relates to bonus awards earned under our short-term incentive program. The performance goals for each named executive officer are as follows:

Mr. Stanik

Chairman, President and Chief Executive Officer

Performance Category

Strategic Planning

Individual Performance Measures

Manufacturing utilization;
Capital project planning;
Acquisition integration;
Strategic planning development; and
Government relations.

Results and Operations

Operating results vs. business plan;
First time quality objectives; and
Safety and environmental.

Leadership

Succession planning;
Board experience;
Diversity; and
Document management.

Mr. Schott

Vice President and Chief Financial Officer

Performance Category

Strategic Planning

Individual Performance Measures

Tax savings strategies;
Strategic growth;
Treasury management; and

Business development.

Leadership

Improve accounting systems; and
Improve reporting systems.

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Mr. Majoor

Executive Vice President - Europe and Asia

Performance Category

Strategic Planning

Results and Operations

Individual Performance Measures

Business unit strategic planning implementation; and
Manufacturing productivity planning.

Operating results vs. business plan;
Reduce selling, general and administrative and operating
expenses;
Manage working capital; and
Safety and environmental.

Mr. O'Brien

Executive Vice President - Americas

Performance Category

Strategic Planning

Results and Operations

Individual Performance Measures

Business unit strategic planning implementation;
Geographic strategy; and
Capital project planning.

Operating results vs. business plan;
Manufacturing cost reductions; and
Safety and environmental.

Mr. Rose

Senior Vice President, General Counsel & Secretary

Performance Category

Strategic Planning

Results and Operations

Individual Performance Measures

Corporate structure; and
Global legal integration.

Legal expense management;
Document management;
Contract policy and administration;
Intellectual property management;
Training; and
Environmental compliance.

The individual goals are created by the appropriate executive in late December or early January of each year. Each of the executives other than the Chief Executive Officer discusses and refines the goals through meetings with the Chief Executive Officer. The Chief Executive Officer's goals are set after consultation with the Compensation Committee. The goals are designed to help achieve the Company's short-term performance objectives and longer-term strategic objectives and Company profit planning goals.

Each individual's actual performance relative to each of the individual goals is reviewed and discussed with the executive periodically during the year and evaluated on a subjective basis by the Chief Executive Officer (except

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that the Chief Executive Officer's actual performance relative to each of his individual performance goals is evaluated by the Compensation Committee) at the end of the year using the following:

Did Not Meet	Threshold Performance	Partially Meets	Meets	Partially Exceeds	Maximum Performance
0%	50%	75%	100%	137.5%	175%

After a determination of whether goals are met, a weighted average of the percentages applicable to each goal is determined for each executive. For 2010, the applicable aggregate weighted average percentages for the named executive officers were as follows: Mr. Stanik, 102.4%; Mr. Schott, 113.2%; Mr. Majoor, 130.4%; Mr. O'Brien, 106.8%; and Mr. Rose, 72%. Notwithstanding the results for Mr. Rose, the Compensation Committee decided to use its discretion and assign Mr. Rose a weighted average percentage of 100%. It did so because it believed that Mr. Rose had several significant accomplishments that were not included in his predetermined goals and to reflect the fact that the goal he did not meet, legal expense management, was in part outside of his control due to unusual litigation during the year.

This information is then used as appropriate to develop salary recommendations and to determine awards under the individual performance portion of our performance-based, short-term cash incentive plan. The development of salary recommendations using this information is completely subjective. The role of the individual's performance against goals is assigned a weight which is used to determine bonus payments as more completely described below.

Elements of Executive Compensation

Fixed-Cash Base Salary. Through the base salary element of its compensation program, the Company seeks to attract and retain executive talent by providing a salary level for each executive that approximates the midpoint (50th percentile) of salaries of executives in comparable positions at other similarly sized companies. The consultant uses annual compensation surveys and peer group proxy disclosures to determine the competitive zone for the base salary for each position. The Company defines the competitive zone as plus or minus 10% of the midpoint (or 50th percentile) of the market for each position. The Company also establishes a budget for salary increases, subject to approval by the Compensation Committee. The budget is based on current business conditions as well as survey data of comparable companies provided by the consultant.

The Chief Executive Officer conducts an annual review of each executive officer. The review consists of a comparison of the executive's performance versus the pre-determined goals as described above and an assessment of the executive's adherence to the Company's core values. The Chief Executive Officer rates the performance of each executive. The Chief Executive Officer makes recommendations to the Compensation Committee regarding each executive's salary by considering the rating, the budget for salary increases and an understanding of the market-based competitive zone. The Compensation Committee uses the same methodology for the Chief Executive Officer.

At its February 2010 meeting, the Compensation Committee approved aggregate budgets for salary increases of 3% for U.S. salaried employees. The Compensation Committee also approved salary increases, effective February 1, 2010, for our named executive officers. These salary increases ranged from 3% to 7% and reflect a subjective determination of individual performance relative to the pre-determined goals described above and adherence to core values, as well as an evaluation of each named executive's experience and salary relative to the midpoint of the market-based competitive zone and to reflect changes in responsibility.

At its December 2010 meeting, the Compensation Committee reviewed an assessment of our executives' 2010 compensation as compared to benchmarks that was prepared by Pay Governance. The analysis showed that all our named executive officers' base salaries for 2010 fell within the competitive range of between 90% and 110% of the market median except for the salary for Mr. Schott which was below the market median by more than 10%, which the Committee believes is reasonable given that he was new to his current role in 2010.

Performance-Based Short-Term Cash Incentive Compensation. Through the short-term incentive program, the Company seeks to align the interests of the executives with the annual financial and non-financial goals of the Company. In 2010, the Chief Executive Officer's target was 70% of his base salary, the target for the Chief Financial Officer was 30% of his base salary, and the target for the Executive Vice President - Americas was 45% of his base

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salary. The target for the Senior Vice President, General Counsel and Secretary was 40% of his base salary. The target for the Executive Vice President Europe and Asia was 30% of his base salary. Awards under the plan can range from 50% of target for threshold performance to 175% of target for maximum performance on the financial and individual performance metrics. The Committee compares the target short term cash incentives to the market from time to time.

Actual awards paid for 2010 performance are included in the Summary Compensation Table on page 29 under the column *Non-Equity Incentive Plan Compensation*, while opportunities under this plan for 2011 at threshold, target and maximum are included in the *Grants of Plan-Based Awards* table on page 30 under the columns *Estimated Future Payouts Under Non-Equity Incentive Plan Awards*.

Short-term incentive awards for 2010 for the staff executives (Chief Executive Officer, Chief Financial Officer, and Senior Vice President, General Counsel & Secretary) were approved by the Compensation Committee at its February 8, 2011 meeting for 2010 performance after reviewing pre-determined goals and metrics. The weights assigned to these goals were as follows:

Performance Measure	Weight	2010	Pre-Established		
		Actual Performance	2010 Short-Term Incentive Goals Threshold	Target	Maximum
Corporate Operating Income	45%	\$ 46.3mm	\$ 43.7mm	\$ 58.3mm	\$ 72.9mm
Corporate ROIC**	30%	11.6%	8.8%	11.8%	14.7%
Individual Performance Objectives	25%		Varies by Executive as set forth above		

** Corporate Return on Invested Capital (ROIC) =
$$\frac{\text{Operating Profit after Tax}}{\text{Average Debt} + \text{Average Equity} - \text{Average Free Cash}}$$

Similarly, 2010 short-term incentive awards for business unit executives (Executive Vice President Americas and Executive Vice President Europe and Asia) were approved by the Compensation Committee at its February 8, 2011 meeting.

The Compensation Committee reviewed the pre-determined metrics which were weighted as follows when it made its award for Mr. Majoor:

Performance Measure	Weight	2010	Pre-Established		
		Actual Performance	2010 Short-Term Incentive Goals Threshold	Target	Maximum
Corporate Operating Income	25%	\$ 46.3mm	\$ 43.7mm	\$ 58.3mm	\$ 72.9mm
Corporate ROIC	20%	11.6%	8.8%	11.8%	14.7%
Business Unit Regional Operating Income	15%				
Europe		\$ 3.4mm	\$ 3.4mm	\$ 4.6mm	\$ 5.8mm
Asia		\$ 5.5mm	\$ 3.7mm	\$ 5.0mm	\$ 6.3mm
Business Unit ROIC	15%				
Europe		3.3%	2.3%	3.1%	3.9%
Asia		32.5%	19.4%	25.8%	32.3%

Individual and Regional Performance
Objectives

25%

As set forth above

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The Compensation Committee reviewed the pre-determined metrics which were weighted as follows when it made its award for Mr. O'Brien:

Performance Measure	Weight	2010 Actual Performance	Pre-Established 2010 Short-Term Incentive Goals		
			Threshold	Target	Maximum
Corporate Operating Income	25%	\$ 46.3mm	\$ 43.7mm	\$ 58.3mm	\$ 72.9mm
Corporate ROIC	20%	11.6%	8.8%	11.8%	14.7%
Business Unit Regional Operating Income	15%	\$ 37.6mm	\$ 35.6mm	\$ 47.5mm	\$ 59.4mm
Business Unit Regional ROIC	15%	14.9%	11.9%	15.9%	19.8%
Individual and Regional Performance Objectives	25%		As set forth above		

Corporate operating income was chosen as an indicator of profit produced directly as a result of our executives performance and as an indication of cash flow produced as a result of the operations of our business. We have chosen corporate return on invested capital to stress the importance of the efficient management of capital in our business especially as we undertake significant capital expansion. Operating income was given more weight than return on invested capital since the Committee believes that operating income most directly relates to the executives performance. Individual objectives were given less weight in 2010 than they had been given in previous years to emphasize the importance of company and regional economic performance; however, an executive may earn a short-term incentive award due to success in achieving individual goals, even if the Company's performance falls below threshold on the corporate operating income and return on invested capital measures.

A discussion of the named executive officers' individual performance objectives or individual regional performance objectives for 2010 is set forth above under *Individual Performance Goals*. The Compensation Committee may use its discretion to determine the amount of any short-term incentive award and has done so in recent years. Specifically, the Compensation Committee may award short-term incentive compensation in amounts that deviate from the amounts determined after application of the weighted averaged formula. The plan is not administered to comply with Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code) at the current time, although the Compensation Committee is aware of this rule and its potential benefits.

If the performance measures and weights are applied to the actual results for the year, bonuses would have been calculated at an amount between the threshold and target amount for each executive. However, the Committee considered the fact that the actual operating income for the year contained \$12.0 mm of expense from the settlement of two lawsuits and the accrual for certain anticipated environmental enforcement. If the performance metrics were adjusted to discount the effect of these matters, the bonuses would have been calculated at an amount over the target amount. The Compensation Committee considered this matter carefully and used its discretion. It noted the logic in discounting the effects of these costs; however, it also believed that the executives should have some accountability for them and did not think it was appropriate to pay bonuses above the targeted amounts for a year that actual reported operating income was less than planned. Actual bonus awards paid for 2010 performance are included in the Summary Compensation Table on page 29 under the column Non-Equity Incentive Plan Compensation.

Long-Term Incentive Compensation. The Company's long-term incentive compensation program seeks to align the executives' interests with those of the Company's stockholders by rewarding successes in stockholder returns in absolute terms and relative to peers. Additionally, the Compensation Committee desires to foster an ownership mentality among executives by providing stock-based incentives as a significant portion of compensation. In determining which type of stock vehicles to include in the program, the Compensation Committee chose to focus on

the following:

Total stockholder return (stock price appreciation plus dividends) relative to peers

Stock price appreciation

Continued loyalty to and employment with the Company

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In 2010, the Company's long-term incentive program consisted of the following three equity components: restricted performance stock units, stock options and time-vesting restricted stock. The Compensation Committee believes that these components align with the goals of the long-term compensation program identified above.

Under the terms of the Company's 2008 Equity Incentive Plan, the Compensation Committee determines which employees are eligible to receive equity awards, the value and number of shares granted, the rate and period of vesting, performance goals and other relevant terms.

The Compensation Committee considers market trends when making long-term incentive grant recommendations for each executive. In order to understand the full impact of making grant decisions, the Compensation Committee also considers a number of other factors prior to making its decisions related to equity awards for the upcoming year. These factors include:

- the number of outstanding options or other equity awards,
- the number of shares available for future grant in the Company's stock option plan,
- the size of the annual grant in aggregate expressed as a percent of total shares outstanding,
- the market price of the Company's common stock and the performance of the Company and its prospects,
- potential dilution which could result from the exercise of options, and
- the benefits of linking the employees' incentive to the market price of the stock.

When determining the grant of options, restricted stock, or other equity awards to a particular individual (executive or non-executive), the Compensation Committee considers the individual's level of responsibility, the relationship between successful individual effort and Company results, incentive compensation plans of other companies and other relevant factors.

Based on a review of the above information, the Compensation Committee may or may not use its discretion to modify the long-term incentive grant opportunity contained in the compensation structure for each grade and executive. In 2010, the Compensation Committee approved long-term incentive award values that, as stated previously, considered the market 50th percentile for each grade level and position and are allocated to the three long-term incentive vehicles as follows:

Stock options 25%

Time-vesting restricted stock 35%

Restricted performance stock units 40%

To determine the number of restricted performance stock units, stock options and/or time-vesting restricted stock to be issued, the dollar amount allocated to each long-term incentive vehicle is divided by the vehicle's current Financial Accounting Standards Board, Accounting Standards Codification (ASC) Topic 718, Compensation Stock Compensation (ASC Topic 718) per share fair value.

The Compensation Committee believes that the use of all three equity vehicles allows it to successfully meet its long-term objectives. In February 2010, the Compensation Committee granted equity awards to our named executive officers that reflected the market median data available at the time of grant. Survey data released in September 2009 showed a significant decrease in the market median long-term incentive opportunity for executives. This survey data reflecting the lower market median long-term incentive opportunity was used as the basis for long-term incentive awards made in February 2010. The information under the headings "Stock Awards" and "Option Awards" in the

Summary Compensation Table on page 29 is with respect to these awards granted at the February 2010 meeting.

At its February 2011 meeting, the Compensation Committee made grants of equity awards to our executives for 2011. At that time, the Committee changed the allocation of the three types of long term incentive vehicles to:

Stock options 25%

Time-vesting restricted stock 25%

Restricted performance stock units 50%

The Committee believes that the increase in the weighting of restricted performance stock units and the decrease in the weighting of time-vested restricted stock better align the interest of the executives with the interest of

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stockholders by making a greater percentage of the executives' salary at risk and dependant on the Company's total stockholder return and return on invested capital.

Stock Options. The Compensation Committee selected stock options as a means of aligning executives' compensation with the creation of value to stockholders. Stock options provide realizable value to executives only if the Company's stock price increases after the options are granted. Each option has vesting provisions that require continued employment of the executive thereby promoting the retention of executives. Stock options vest in equal one-half increments over the two-year period following grant. The options are exercisable after they have vested until they expire, which is on the tenth anniversary following the grant date. The combination of the ten-year term and the two-year vesting provision supports the long-term intentions of the Compensation Committee. In 2009, the Compensation Committee determined that future stock option grants will be limited to non-qualified stock options as opposed to incentive stock options in order to maximize the tax deductibility of compensation for the Company. For options granted in 2011, the Compensation Committee reduced the term of the options from 10 years to 7 years. It did so to add incentive to create stockholder value in a shorter time period.

The fair value of each option is calculated by the Company as of the grant date and expensed over the vesting period in accordance with generally accepted accounting principles (ASC Topic 718). When the executive exercises the non-qualified stock options, the Company receives a tax deduction that corresponds to the amount of taxable income recognized by the executive.

Time-Vesting Restricted Stock. The Compensation Committee has selected restricted stock that vests based on the passage of time and continued employment as an element of the long-term incentive program. While this long-term incentive vehicle is not considered performance based, the Compensation Committee has selected restricted stock to build share ownership and promote retention of the executives by rewarding loyalty to and continued employment with the Company. Grants of restricted shares vest in equal increments over three years. The fair value of restricted shares is calculated on the date of grant and expensed over the vesting period of three years. When shares vest, the Company receives a tax deduction that corresponds to the amount of taxable income recognized by the executive. Beginning with the grants made 2011, the Compensation Committee has added the additional requirement that the grantee must agree to hold and not sell net shares of restricted stock received (net of shares sold to pay taxes upon vesting) for three additional years after vesting in most cases. The Committee believes that this change further aligns the long term interests of our stockholders and our employees.

Restricted Performance Stock Units. The Compensation Committee has selected performance stock units as a means of encouraging and rewarding executives for delivering solid returns to our stockholders, above and beyond the return delivered by most of our peers. A target number of shares is identified at the beginning of a three-year performance period but not actually delivered to the executive until the shares are earned at the end of the performance period. The number of shares earned may vary from zero to 200% of target. For awards granted in 2010 and prior, the award was based on the ranking of the Company's total stockholder return relative to a peer group (listed on page 16). Interpolation is used to calculate awards between minimum, target and maximum levels.

**Total Stockholder Return
Performance Relative to Peer
Group**

**Award to Executive as a Percent of
Target Opportunity**

Below 25th %ile

No award

25th %ile

50% (minimum award)

50 th %ile	100% (target award)
75 th %ile or greater	200% (maximum award)

The fair value of restricted performance stock units was calculated on the date of grant and expensed over the vesting period. When shares vest, the Company receives a tax deduction that corresponds to the amount of taxable income recognized by the executive.

For the period 2008-2010, the Company's total stockholder return of negative 3% relative to its peer group ranked at the 46th percentile which resulted in a below target payout (97% of target).

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In February 2011, the Committee changed the parameters for restricted performance stock units granted in 2011 and after. First, instead of having the payout for all the units granted be determined based upon the ranking of the Company's total three year stockholder return, the payout for 50% of the units will be determined based upon the Company's three year average return on capital (net income, average debt + average equity) as compared to a target of 12.5% which is a benchmark the Compensation Committee believes is attainable over the next three years. Second, with respect to the 50% of the units for which the payout will be determined based upon the ranking of the Company's three year stockholder return, the performance ranges before awards will be earned have been increased and the payout will be capped at 50% of the target level if the total stockholder return is negative for the period regardless of the comparison of the Company's total stockholder return to the peer group. The Compensation Committee reserves the right to make adjustments for unusual items in its discretion.

The new payout schedules will be as follows, with interpolation used between levels:

50% of units for which payout will be based upon three year total stockholder return:

Total Stockholder Return Performance Relative to Peer Group	Award to Executive as a Percent of Target Opportunity
Below 30 th %ile	No award
30 th %ile	50% (minimum award)
55 th %ile	100% (target award)
90 th %ile or greater	200% (maximum award)

50% of units for which payout will be based upon average three year total return on invested capital:

Total Return on Capital	Award to Executive as a Percent of Target Opportunity
Below 11.5%	No award
11.5%	50% (minimum award)
12.5%	100% (target award)
14.5%	200% (maximum award)

While stockholder return is the most direct measure of the Company's performance relative to its stockholders, share price is not entirely under management's control. In changing the metrics for performance shares, the Compensation Committee sought to include a measure of executive performance more directly linked with the Company's financial performance over a three year period, namely average three year return on capital, thereby more closely aligning pay with performance.

Stock Option and Other Equity Granting Procedures

The procedure for making equity grants to executive officers is as follows:

The Compensation Committee meets to discuss compensation, including approving equity awards, at its meeting that coincides with the Board of Directors meeting to review year-end financial results. Grants of equity awards are made based upon a value and not based upon a number of shares with the grant date to be the fourth business day after the Company releases its earnings for the previous year. With respect to 2011 equity awards, the Compensation Committee met on February 8, 2011 and determined the value of long-term incentive awards for the named executive officers. The grant date for those awards was deemed to be March 1, 2011; the fourth business day after the Company announced 2010 financial results.

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Grants to executive officers, as approved by the Compensation Committee, are communicated to the grantees by the Chief Executive Officer. The Chairman of the Compensation Committee informs the Chief Executive Officer of his annual award. The strike price for stock options is an average of the high and low of the Company's common stock price on the day of the grants, as permitted by ASC Topic 718.

Stock Ownership Policy

In order to foster an equity ownership culture and further align the interests of management with the Company's stockholders, the Compensation Committee has adopted stock ownership guidelines for executives. From the time they are appointed an executive of the Company or promoted to an executive position or, if the Compensation Committee changes the guidelines at any time to increase stock ownership requirements, from the time of such change, executives have a four-year period during which he or she is expected to accumulate the specified shares. For 2010, the guidelines were as follows:

Chairman and Chief Executive Officer stock valued at five times annual base salary

Executive and Senior Vice Presidents stock valued at three times annual base salary

Vice Presidents stock valued at two times annual base salary

The following forms of ownership apply toward the stock ownership level: shares purchased, vested and unvested restricted stock, shares retained following the exercise of stock options, shares earned following the achievement of performance goals, and shares accumulated through retirement plans. Unexercised stock options and unearned restricted performance stock units do not apply toward executive ownership levels. While no formal penalty exists for failure to achieve the ownership level within the four-year period, the Compensation Committee may use its discretion to reduce or eliminate an executive's annual long-term incentive award in future periods or impose any other remedy it believes is appropriate.

In February 2011, the Governance Committee and Board of Directors adopted a director stock ownership policy. Pursuant to the new Policy all outside directors have a guideline to acquire and hold Company stock valued at \$150,000 or more. Directors have a five year period to acquire the stock. No formal penalty for failure to achieve the ownership level within the five year period was adopted; however, the Governance Committee may consider compliance with the policy when making recommendations with respect to nomination for reelection to the Board.

Under the terms of our insider trading policy, no officer or director may purchase or sell any put or call or engage in any other hedging transaction with respect to our common stock.

Retirement Plan Summary

The Company maintains a defined benefit retirement plan for its U.S. salaried employees, which is otherwise known as the pension plan, and a defined contribution thrift/savings plan, which is otherwise known as the 401(k) plan. The purpose of both these plans is to provide post-retirement income and stability to executives and employees. It is the goal of the Compensation Committee and the Board that these plans be competitive with plans which would be available to executives of similar-sized companies. The Company does not provide a plan for highly compensated employees to restore benefits lost due to Internal Revenue Service (IRS) limits. A more complete description of these plans can be found under the pension plan disclosure which begins on page 33.

At the end of 2005, the Company offered its U.S. salaried employees the option to discontinue receiving new benefits under the pension plan and instead participate in an enhanced 401(k) plan which would provide for better matching contributions by the Company. Of the named executives, only Mr. Ball elected to participate in the enhanced 401(k) plan.

In 2006, the Company eliminated all accruals of future benefits under its defined benefit plan, effective January 1, 2007, and instead provides all U.S. salaried employees with enhanced matching contributions under the 401(k) plan.

Perquisites

The Company does not believe that perquisites are essential to attract and retain executives and, therefore, does not provide perquisites to executives who reside in the United States. The Company does, however, provide a company car to the Executive Vice President Europe and Asia, which is a standard practice for executives in Western

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Europe. No Company executive, other than the Executive Vice President Europe and Asia, receives perquisites in reportable amounts.

Severance Policy

The Company has employment agreements with executive officers that provide for, among other provisions, cash payments and benefits in the event of termination by the Company other than for cause by the executive. The Compensation Committee believes that these agreements are necessary to attract and retain executives. Employment agreements (the Agreements) for our named executives other than Mr. Majoor and Mr. Schott were put in place effective February 5, 2010. Mr. Schott entered into an agreement of the same form as the other named executive officers on February 14, 2011. These Agreements provide for severance as follows:

Severance. If an executive's employment is terminated without Cause (as defined in the Agreements) or if an executive resigns with Good Reason (as defined in the Agreements), the Company is required to provide the executive any amounts of compensation earned through the termination date and eighteen (18) months of severance (twenty-four (24) months in the case of Mr. Stanik) of the executive's then base salary and a lump sum payment (paid six months after termination) of one and a half (1.5) times (two (2) times in the case of Mr. Stanik) the current target amount of any cash bonus or short-term cash incentive plan in effect for the executive for the calendar year in which the termination of employment occurs (the current target amount of any cash bonus or short-term cash incentive plan in effect for the executive for the calendar year in which the termination of employment occurs being the Bonus Amount). Any of the executive's applicable health and welfare benefits, including health, dental and life insurance benefits (but not including additional stock or option grants) that the executive was receiving prior to termination would continue and be maintained by the Company at the Company's expense on a monthly basis for a period equal to the Severance Period (as defined in the Agreements) or until such time as the executive is employed by another employer and is provided health and welfare benefits at least equal in the aggregate to the health and welfare benefits provided at the time of termination by the Company.

Change of Control Severance. In the event of a Covered Change of Control Termination (as defined in the Agreements), then instead of any other severance benefits payable to the executive, the executive would receive: (i) a lump sum equal to the sum of: (A) two (2) years (three (3) years in the case of Mr. Stanik) of the executive's then current base salary, (B) two (2) times (three (3) times in the case of Mr. Stanik) the Bonus Amount, and (C) the aggregate amount of contributions that would be credited to the executive under the Company's 401(k) plan for the two (2) years (three (3) years in the case of Mr. Stanik) following the effective date of termination in connection with (a) the Company's fixed contribution to the plan (currently 3%), (b) the Company's performance-based contribution to the plan (currently between 0% and 4%), assuming that the applicable rate of performance-based contributions during such period were to equal the average rate of performance-based contributions under the plan for the three (3) years immediately prior to the effective date of termination, and (c) the Company's matching contributions of employee contributions to the plan at the then current rate of matching contributions, assuming that the executive were to continue to participate in the plan and to make the maximum permissible contribution thereunder for the two (2) year (three (3) years in the case of Mr. Stanik) period; (ii) his or her normal health and welfare benefits (but not including additional stock or option grants) on a monthly basis during the two (2) year (three (3) years in the case of Mr. Stanik) period following the occurrence of a Change of Control (as defined in the Agreements), including health, dental and life insurance benefits the executive was receiving prior to the Change of Control (subject to any limits imposed under Section 409A of the Code), and (iii) all stock options and stock appreciation rights previously granted to the executive by the Company, and shall be fully vested in all restricted stock, stock units and similar stock-based or incentive awards (assuming maximum satisfaction of any applicable performance conditions) previously granted to the executive by the Company, regardless of any deferred vesting or deferred exercise provisions of such arrangements; provided, however, that the payment of restricted units shall not be accelerated except as provided in the award agreement under which they were granted. The Change of Control severance payments are payable on the first day

following the six (6) month anniversary of the date of the Covered Change of Control Termination (as defined in the Agreements).

Severance Payments (as defined in the Agreements) under the Agreements will not be grossed up for the effect of any excise taxes that might be due under Section 280G, 4999 or 409A of the Code.

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Each of the Agreements requires the executives to comply with confidentiality, non-compete and non-solicitation covenants.

Mr. Majoor's employment agreement was originally executed in December 2000 and has been amended in 2004 and 2008. His agreement, as amended, provides Change of Control Severance equivalent to that described above for the other named executive officers except that the trigger for Change of Control is a change in 20% of the Company's common stock instead of 30%; he can walk away after a Change of Control and receive severance benefits; his Bonus Amount is the greater of the average of the last three cash bonuses paid to him and the current target amount of any cash bonus or short-term cash incentive plan in effect for him for the calendar year in which the termination of employment occurs; and he will receive a gross-up on any United States or Belgian excise tax. His agreement also calls for notice prior to any termination of his employment without serious reason to be determined pursuant to a Claeys formula which is used by Belgian labor courts to determine severance compensation, provided the notice period may in no event be less than 18 months. In addition, Mr. Majoor's employment agreement provides that, unless the Company waives the application of Mr. Majoor's non-competition clause within fifteen days of termination of the agreement, he shall be paid an indemnity equivalent to one half of his gross remuneration for the last month of employment with the Company, multiplied by the number of months for which the clause is applicable.

Details of the agreements and a quantification of severance amounts payable under certain termination scenarios are included in the narrative which begins on page 35.

Adjustments or Recovery of Prior Compensation

The Company has a recoupment policy. Pursuant to the policy, if the Board determines that an executive officer or other designated officer has been incompetent or negligent in the performance of his or her duties or has engaged in fraud or willful misconduct, in each case in a manner that has caused or otherwise contributed to the need for a material restatement of the Company's financial results, the Board will review all performance-based compensation awarded to or to be earned by the executive during the period affected by the restatement. If in the Board's view, the performance-based compensation would have been lower if it had been based on the restated results, the Board and the Company will, to the extent permitted by applicable law, seek recoupment from the executive of any portion of such performance-based compensation as it deems appropriate.

Impact of Tax and Accounting Policy on Executive Compensation

If an executive officer's compensation from the Company were to exceed \$1.0 million in any taxable year, the excess over \$1.0 million, with certain exceptions, would not be deductible by the Company, under Section 162(m) of the Code. The Compensation Committee is aware of this rule, and will take it into account through its annual review of the executive compensation program. One exception to the disallowance of such deductions under Section 162(m) involves compensation paid pursuant to stockholder-approved compensation plans that are performance-based. The Company's 2008 Equity Incentive Plan contains provisions which are intended to cause grants of stock options and other performance-based awards under such plan to be eligible for this performance-based exception (so that compensation upon exercise of such stock options or the vesting of such performance-based awards should be deductible under the Code). Payments of cash compensation related to our base salary and short-term cash incentive programs and the value of shares that vest from grants of time-vesting restricted stock are not eligible for this performance-based exception.

The Compensation Committee is aware of the impact on the Company's financial statements of providing stock-based compensation, which the Company accounts for under ASC Topic 718. The Compensation Committee is also aware of new restrictions that govern the use of nonqualified deferred compensation, Section 409A of the Code, and has modified the Company's compensation arrangements to comply with this new regulation.

Pay-for-Performance

Although not yet required, the Compensation Committee asked Pay Governance to perform a historical pay-for performance assessment of our CEO as compared to our peer group. Pay Governance presented its assessment to the Compensation Committee during the Committee's December 2010 meeting.

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Pay Governance reviewed both 2009 bonuses and three year realizable compensation of our CEO and the CEOs of our peer group. They also measured the performance of the Company and the peer group. To measure performance, our consultant developed a performance composite using: revenue growth, operating income changes, return on invested capital and total stockholder return. These metrics were used since they include the metrics used by the Company to determine incentive compensation and would be viewed as reasonable indicators of performance by an external party. The analysis showed that Mr. Stanik's 2009 bonus ranked at the 63rd percentile of the peer group and the Company's performance for the year ranked at the 61st percentile. The report also determined that Mr. Stanik's three year realizable compensation for the three years of 2007, 2008 and 2009 ranked at 68th percentile of the peer group and the Company's performance during that period ranked at the 71st percentile. This analysis demonstrated the alignment between our CEO's realizable pay and our financial and stockholder performance, thus we believe that our pay-for-performance compensation philosophy is working as intended.

Separation of Employment by Mr. Ball

On July 12, 2010, Leroy M. Ball, our former Senior Vice President and Chief Financial Officer, tendered his resignation from the Company. His last day of employment with the Company was August 31, 2010. On August 4, 2010, the Company and Mr. Ball entered into a certain Agreement and General Release (the "AGR"), which delineated the terms of Mr. Ball's separation from the Company. The AGR provides that Mr. Ball was to receive his regular full base salary and employee benefits through August 31, 2010 and that the Company agreed not to make demand to recover any gain realized by Mr. Ball upon the exercise of his stock options under the applicable provisions of his stock option agreements with the Company. Pursuant to the AGR, Mr. Ball released the Company from claims and causes of action as of the date of the Agreement, reaffirmed his obligations of confidentiality, and agreed to three-year non-solicitation and non-competition.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis contained in this Proxy Statement with management. Based on the Committee's review of and the discussions with management with respect to the Compensation Discussion and Analysis, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

TIMOTHY G. RUPERT, CHAIRMAN
ROBERT W. CRUICKSHANK
RANDALL S. DEARTH
SETH E. SCHOFIELD

Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that incorporate other Company filings, including this Proxy Statement, the foregoing Report of the Compensation Committee does not constitute soliciting material and shall not be incorporated by reference into any such filings.

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The following table shows the compensation paid by the Company and its subsidiaries for the year ended December 31, 2010 to the Chief Executive Officer, the Chief Financial Officer, the former Chief Financial Officer and the next three most highly compensated executive officers as of December 31, 2010.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)	Non-Equity Plan Compensation (\$)(2)	Change In Pension Value and Nonqualified Deferred	All Other Compensation (\$)(4)	Total (\$)
							Earnings (\$)(3)		
John S. Stanik, President and Chief Executive Officer	2010	527,909		354,360	118,123	372,000	44,007	13,451	1,429,850
	2009	513,956		533,173	171,038	347,000	30,550	13,928	1,609,645
	2008	500,200		588,721	191,308	528,000	19,922	20,024	1,848,175
Stevan R. Schott, Vice President & Chief Financial Officer	2010	188,370		40,968		67,000	N/A	11,717	308,055
	2009	161,576		35,304		38,773	N/A	10,802	246,455
	2008	157,956		34,900		47,845	N/A	9,442	250,143
Leroy M. Ball, Former Senior Vice President and Chief Financial Officer(5)	2010	172,720		126,749	42,250			10,336	352,055
	2009	252,514		163,301	52,726	127,000	4,198	12,984	612,723
	2008	245,756		157,849	51,376	164,000	2,064	19,106	640,151
C.H.S. (Kees) Majoor, Executive Vice President	2010	376,669		41,421	13,810	116,854	94,586	34,692	678,032
	2009	378,935		115,877	37,294	182,546	155,982	37,043	907,677
Europe and Asia(6)	2008	379,253		109,939	35,828	227,099	82,032	28,238	862,389
Robert P. O'Brien, Executive Vice President	2010	262,883		126,749	42,250	120,000	82,789	12,845	647,516
	2009	255,856		115,877	37,294	128,000	60,177	12,995	610,199
Americas	2008	249,008		109,939	35,828	145,000	49,021	19,120	607,916
Richard D. Rose, Senior Vice President, General Counsel and Secretary(7)	2010	246,000		95,629	31,874	100,000	N/A	11,085	484,588
	2009	145,187		99,289	13,304	31,000	N/A	3,062	291,842

(1)

Restricted stock awards consist of both time-vesting restricted stock and performance-based restricted stock units. Refer to Note 11, Note 10 and Note 10 to the Company's Consolidated Financial Statements in the Company's 2008 Form 10-K, 2009 Form 10-K and 2010 Form 10-K, respectively, for the related assumptions pertaining to the Company's calculation in accordance with Accounting Standards Codification (ASC) 718. For the performance-based restricted stock units, assuming achievement of the highest level of performance conditions, the value of the awards at the grant date are as follows: Stanik: \$377,983 for 2010, \$595,626 for 2009 and \$636,492 for 2008; Schott: \$0 for 2010, 2009 and 2008; Ball: \$135,190 for 2010, \$182,444 for 2009 and \$172,608 for 2008; Majoor: \$44,181 for 2010; \$128,784 for 2009 and \$118,668 for 2008; O'Brien: \$135,190 for 2010, \$128,784 for 2009 and \$118,668 for 2008; and Rose: \$102,004 for 2010, \$0 for 2009 and \$0 for 2008.

- (2) The amounts listed in this column represent awards granted pursuant to the Company's short-term incentive plan, which are payable by their terms in the fiscal year following the fiscal year to which they relate.
- (3) The actual change in Mr. Ball's pension value in 2010 was a decrease of \$2,352.
- (4) Consists of premiums paid by the Company on excess term life insurance policies on the lives of named individuals, except for (i) Mr. Stanik, which also includes 401(k) Company contributions of \$18,400 in 2008, \$12,250 in 2009 and \$12,500 in 2010; (ii) Mr. Schott, which also includes 401(k) Company contributions of \$9,442 in 2008, \$10,216 in 2009 and \$11,182 in 2010; (iii) Mr. Ball, which also includes 401(k) Company contributions of \$18,400 in 2008, \$12,250 in 2009 and \$9,939 in 2010; (iv) Mr. Majoor, which amount is for automobile expenses; (v) Mr. O'Brien, which also includes 401(k) Company contributions of \$18,400 in 2008, \$12,250 in 2009 and \$12,500 in 2010; and (vi) Mr. Rose, which also includes 401(k) Company contributions of \$2,880 in 2009 and \$10,520 in 2010.

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- (5) On July 12, 2010, Leroy M. Ball, our former Senior Vice President and Chief Financial Officer, tendered his resignation from the Company. His last day of employment with the Company was August 31, 2010. On August 4, 2010, the Company and Mr. Ball entered into a certain Agreement and General Release (the "AGR"), which delineated the terms of Mr. Ball's separation from the Company. The AGR provides that Mr. Ball was to receive his regular full base salary and employee benefits through August 31, 2010 and that the Company agreed not to make demand to recover any gain realized by Mr. Ball upon the exercise of his stock options under the applicable provisions of his stock option agreements with the Company. Pursuant to the AGR, Mr. Ball released the Company from claims and causes of action as of the date of the Agreement, reaffirmed his obligations of confidentiality, and agreed to three-year non-solicitation and non-competition.
- (6) Mr. Majoor's compensation is converted from Euros to U.S. Dollars at the average annual exchange rate for the applicable year, except with respect to the column entitled "Change In Pension Value and Nonqualified Deferred Compensation Earnings" which is calculated based on an exchange rate at December 31st of the applicable year.
- (7) Mr. Rose began employment on September 14, 2009.

Grants of Plan-Based Awards Table

The following table sets forth certain information with respect to grants of plan-based awards to the named executive officers during 2010.

Grants of Plan-Based Awards

Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares or Units	All Other Awards: Number of Securities Underlying Options	Exercise Base Price of Option Awards (\$/Sh)	Closing Market Price at Grant Date (\$/Sh)
	Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	(1)	(1)
3/04/10	185,658	371,315	649,801	3,713	7,426	14,852	10,394	16,406	15.91	15.76
3/04/10							2,575		15.91	15.76
3/04/10				1,328	2,656	5,312	3,718	5,868	15.91	15.76
3/04/10	65,212	130,424	228,242	434	868	1,736	1,215	1,918	15.91	15.76
3/04/10	52,833	105,666	184,915	1,328	2,656	5,312	3,718	5,868	15.91	15.76
3/04/10	49,440	98,880	173,040	1,002	2,004	4,008	2,805	4,427	15.91	15.76

(1)

The exercise price of the option awards was the average of the high and low prices on the New York Stock Exchange on the date of grant. This was based upon the requirements of the Company's Stock Option Plan.

- (2) The full grant date was computed in accordance with Accounting Standards Codification (ASC) 718 for the awards made in fiscal 2010 under the Company's incentive plans. Refer to Note 10 to the Company's Consolidated Financial Statements of its 2010 Form 10-K for the related assumptions pertaining to the Company's calculation in accordance with ASC 718.
- (3) Mr. Ball is no longer employed by the Company. Pursuant to the AGR described in Compensation Discussion and Analysis under the heading "Separation of Employment by Mr. Ball" on page 28 of this Proxy Statement, the non-equity awards are not payable and the equity awards listed are no longer exercisable.

The following information relates to both the Summary Compensation Table and the Grants of Plan-Based Awards Table set forth above. The material terms related to the "non-equity incentive plan compensation" set forth in the Summary Compensation Table and the "estimated future payments under non-equity incentive plan awards" in the Grants of Plan-Based Awards Table are described in Compensation Discussion and Analysis under the heading "Performance-Based Short-Term Cash Incentive Compensation."

The "stock awards" column in the Summary Compensation Table and the "all other stock awards" column of the Grants of Plan-Based Awards Table contain information with respect to the time-vesting restricted stock granted to named executive officers in 2008, 2009 and 2010, as applicable. Grants of time-vesting restricted stock vest in equal increments over three years. Dividends which are paid on Common Stock of the Company are paid on the time-vesting restricted stock and held in escrow with the shares.

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The stock awards column of the Summary Compensation Table and the estimated future payouts under equity incentive plan awards column of the Grants of Plan-Based Awards Table contain information with respect to the restricted performance stock units granted by the Company to the named executive officers in 2008, 2009 and 2010, as applicable. Restricted performance stock units vest as described in Compensation Discussion and Analysis, under the heading Restricted Performance Stock Units. These grants were made in units and not actual shares, and thus no dividends accrue on the units until the units vest and the shares are actually issued.

The option awards column of the Summary Compensation Table and the all other option awards column of the Grants of Plan-Based Awards Table contain information with respect to stock options that were granted to the named executive officers in 2008, 2009 and 2010, as applicable. Stock options vest in equal one-half increments over the two year period following the grant. Stock options expire ten years following the date of the grant. Options are granted at fair market value upon the date of the grant.

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Outstanding Equity Awards at Fiscal Year-End

The following table sets forth certain information with respect to outstanding equity awards to the named executive officers as of December 31, 2010.

Outstanding Equity Awards At Fiscal Year-End