

C H ROBINSON WORLDWIDE INC  
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March 26, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

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 Rule 14a-12

**C.H. Robinson Worldwide, Inc.**

(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.



(3) Filing Party:

(4) Date Filed:

14701 Charlson Road

Eden Prairie, Minnesota 55347

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

May 13, 2010

TO OUR SHAREHOLDERS:

C.H. Robinson Worldwide, Inc.'s Annual Shareholders' Meeting will be held on Thursday, May 13, 2010, at 1:00 p.m., Central Daylight Time, at our office located at 14800 Charlson Road, Eden Prairie, Minnesota. The purposes of the meeting are:

1. To elect three directors to serve for three-year terms;
2. To approve the C.H. Robinson Worldwide, Inc. 2010 Non-Equity Incentive Plan;
3. To ratify the selection of Deloitte & Touche LLP as the company's independent auditors for the fiscal year ending December 31, 2010; and
4. To conduct any other business that properly comes before the meeting or any adjournment of the meeting.

Our Board of Directors has selected March 16, 2010, as our record date. Shareholders who own shares of our Common Stock on the record date are entitled to be notified of, and to vote at, our Annual Meeting.

**For a second year, we are pleased to take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to shareholders over the Internet. We believe that this electronic process expedites shareowners' receipt of proxy materials, while also lowering the costs and reducing the environmental impact of our annual meeting. On March 29, 2010, we began mailing to our shareholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our 2010 Proxy Statement and Annual Report and vote online. Shareholders who have requested to receive hard copies will receive the Proxy Statement and Annual Report by mail.**

**Your vote is important. Please vote as soon as possible by using the Internet or by telephone, or if you receive a paper copy of the proxy card by mail, by signing and returning the enclosed proxy card. The Notice of Internet Availability of Proxy Materials for the Shareholder Meeting, the Proxy Statement, and the Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).**

By Order of the Board of Directors  
Ben G. Campbell

April 1, 2010

**C.H. ROBINSON WORLDWIDE, INC.**

**14701 Charlson Road**

**Eden Prairie, Minnesota 55347**

**PROXY STATEMENT**

**FOR THE**

**2010 ANNUAL MEETING OF SHAREHOLDERS**

**May 13, 2010**

This Proxy Statement is soliciting your proxy for use at the 2010 C.H. Robinson Annual Meeting of Shareholders. A proxy enables you to vote your shares of Common Stock. Our Annual Meeting will be held at 1:00 p.m. Central Daylight Time on Thursday, May 13, 2010, at our office located at 14800 Charlson Road in Eden Prairie, Minnesota. The proxy can also be used at any adjournment of the Annual Meeting. If you need special assistance at the Annual Meeting because of a disability, you may contact Ben G. Campbell, our Vice President, General Counsel, and Secretary, by telephone at (952) 937-7829, by e-mail at [ben.campbell@chrobinson.com](mailto:ben.campbell@chrobinson.com), or by writing to him at 14701 Charlson Road, Eden Prairie, MN 55347.

This proxy is requested by the Board of Directors of C.H. Robinson Worldwide, Inc. ( the company, we, us, C.H. Robinson ) for the following purposes:

1. To elect three directors to serve for three-year terms;
2. To approve the C.H. Robinson Worldwide, Inc. 2010 Non-Equity Incentive Plan;
3. To ratify the selection of Deloitte & Touche LLP as the company's independent auditors for the fiscal year ending December 31, 2010; and
4. To conduct any other business that properly comes before the meeting or any adjournment of the meeting.

**Under rules adopted by the Securities and Exchange Commission, we have chosen to provide our shareholders with the choice of accessing the 2010 Annual Meeting proxy materials over the Internet, rather than receiving printed copies of those materials through the mail. In connection with this change, a Notice of Internet Availability of Proxy Materials is being mailed to all of our shareholders, except those who have previously provided instructions to receive paper copies of our proxy materials. The notice contains instructions on how you may access and review our proxy materials on the Internet and how you may vote your shares over the Internet. The notice will also tell you how to request our proxy materials in printed form or by e-mail, at no charge, if you so desire. The notice contains a 12-digit control number that you will need to vote your shares. Please keep the notice for your reference through our Annual Meeting date.**

**We will have completed mailing the Notice of Internet Availability of Proxy Materials to our shareholders by April 1, 2010.**

**General Information**

*Who is entitled to vote?*

Holders of record of C.H. Robinson Worldwide, Inc. Common Stock, par value \$0.10 per share, at the close of business on March 16, 2010, are entitled to vote at our Annual Meeting. March 16, 2010 is referred to as the record date. As of March 16, 2010, 174,056,736 shares of Common Stock were outstanding. Each share is entitled to one vote. There is no cumulative voting.

Shares are counted as present at the Annual Meeting if either the shareholder is present and votes in person at the Annual Meeting, or has properly submitted a proxy by mail, by telephone or by Internet. In order to achieve a quorum and to conduct business at the Annual Meeting, shares representing a majority of our issued and outstanding Common Stock as of the record date must be present and entitled to vote. If a quorum is not represented at the Annual Meeting, the shareholders and proxies entitled to vote will have the power to adjourn the Annual Meeting, without notice other than an announcement at that time, until a quorum is represented.

*How can I vote?*

If you submit your vote before the Annual Meeting using any of the following methods, your shares of Stock will be voted as you have instructed:

**By Internet:** You can vote your shares by the Internet. The notice of your proxy materials indicates the website you may access for Internet voting, using the 12-digit control number included in the notice. You may vote by the Internet 24 hours a day. The Internet voting website has easy to follow instructions and allows you to confirm that the system has properly recorded your votes. If you hold shares in street name, please follow the Internet voting instruction in the notice you received from your bank, broker, trustee, or other record holder.

**By Telephone:** You have the option to vote your shares by telephone. In order to vote your shares by telephone, please go to [www.proxyvote.com](http://www.proxyvote.com) and log in using the 12-digit control number provided on your notice of proxy materials. At that site, you will be provided with a telephone number for voting. Alternatively, if you request paper copies of the proxy materials, your proxy card, or voting instruction form will have a toll-free telephone number that you may use to vote your shares. When you vote by telephone, you will be required to enter your 12-digit control number, so please have it available when you call. As with Internet voting, you will be able to confirm that the system has properly recorded your votes.

**By Mail:** If you choose to receive paper copies of the proxy materials by mail and you are a holder of record, you can vote by marking, dating, and signing your proxy card and returning it by mail in the postage-paid envelope provided to you. If you choose to receive paper copies of the proxy materials by mail, and you hold your shares in street name, you can vote by completing and mailing the voting instruction form provided by your bank, broker, trustee, or holder of record. Submitting your proxy will not affect your right to vote in person, if you decide to attend the Annual Meeting.

Your vote is important, and we encourage you to vote promptly. Internet and telephone voting are available through 11:59 pm Eastern Daylight Time on Wednesday, May 12, 2010, for all shares entitled to vote. If you are a beneficial shareholder (you hold your shares through a nominee, such as a broker), your nominee can advise you whether you will be able to submit voting instructions by telephone or via the Internet.

*What happens if I return my proxy without voting instructions, or withhold or abstain on a proposal?*

If you do not return voting instructions with your proxy, your proxy will be voted:

FOR the election of the nominees for director named in this Proxy Statement;

FOR the amendment to approve the C.H. Robinson Worldwide, Inc. 2010 Non-Equity Incentive Plan; and

FOR the ratification of Deloitte & Touche LLP, the member firm of Deloitte Touche Tohmatsu, and their respective affiliates (collectively, Deloitte & Touche ) as our independent registered public accounting firm for the fiscal year ending December 31, 2010.



Generally, a shareholder who does not vote in person or by proxy on a proposal (including a broker non-vote) is not deemed to be present for the purpose of determining whether a proposal has been approved. Brokers cannot vote on their customers' behalf on non-routine proposals, such as the election of directors and the approval of the 2010 Non-Equity Incentive Plan, without direction from their customers.

If you return a proxy that withholds authority to vote for a nominee for director, then your shares of Common Stock covered by your proxy:

Will be considered present at the Annual Meeting for purposes of determining a quorum and for purposes of calculating the shares present and entitled to vote for that nominee; and

Will not be voted for that nominee; votes withheld have the effect of counting as votes against a nominee.

With regard to the other proposals in this Proxy Statement, if you abstain from voting, then your shares:

Will be considered present at the Annual Meeting for purposes of determining a quorum and for purposes of calculating the shares present and entitled to vote for these proposals; and

Will not be voted in favor of them. Abstentions have the effect of counting as votes against a proposal, because they add to the pool of votable shares for a proposal without contributing to the affirmative votes required to approve it.

*How do I revoke my proxy?*

You may revoke your proxy and change your vote at any time before the voting closes at the Annual Meeting. You may do this by submitting a properly executed proxy with a later date, or by delivering a written revocation, to the Secretary's attention at the company's address listed above, or in person at the Annual Meeting.

#### *Shareholder Proposals and Other Matters*

C.H. Robinson Worldwide, Inc. did not receive written notice of any shareholder proposal and, as of the date of this Proxy Statement, the Board of Directors knows of no business that will be presented for consideration at the Annual Meeting, other than the matters described in this Proxy Statement. If any other matters are properly brought before the Annual Meeting, the persons named in the proxy card will have discretionary authority to vote on such matters and will vote according to their best judgment.

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**PROPOSAL ONE: ELECTION OF DIRECTORS**

The C.H. Robinson Board of Directors is divided into three classes. Shareholders elect the members of each class to serve three-year terms with the term of office of each class ending in successive years. Steven L. Polacek, ReBecca Koenig Roloff, and Michael W. Wickham are directors in the class whose term expires at the 2010 Annual Meeting. On the recommendation of our Governance Committee, the Board of Directors has nominated Steven L. Polacek, ReBecca Koenig Roloff, and Michael W. Wickham for election to the Board of Directors at the Annual Meeting for terms of three years. Each has indicated a willingness to serve.

The other directors will continue in office for their existing terms. Robert Ezrilov, Wayne M. Fortun, and Brian P. Short serve in the class whose term expires in 2011. John P. Wiehoff and James B. Stake serve in the class whose term expires in 2012.

John P. Wiehoff and Ben G. Campbell will vote the proxies received by them for the election of Steven L. Polacek, ReBecca Koenig Roloff, and Michael W. Wickham, unless otherwise directed. If any nominee becomes unavailable for election at the Annual Meeting, John P. Wiehoff and Ben G. Campbell may vote for a substitute nominee at their discretion as recommended by the Board of Directors.

The Board of Directors has determined that all of the directors, except for John P. Wiehoff, are independent under the current standards for independence established by the NASDAQ Global Market, on which C.H. Robinson's stock is listed. In connection with its evaluation of director independence, the Board of Directors considered two relationships of Mr. Short. Together with a number of his family members, Mr. Short holds a controlling interest in Admiral Merchants Motor Freight, Inc. ( AMMF ), which purchases services from our subsidiary, T-Chek Systems, Inc. In 2009, AMMF also provided services to C.H. Robinson as a contracted motor carrier. In addition, we receive legal services from Dorsey & Whitney LLP, of which Marianne D. Short, the sister of Mr. Short, is the managing partner. Information concerning the incumbent directors is below.

*Director Biographies*

Steven L. Polacek  
(Nominee with term  
proposed to expire in 2013)

Steven L. Polacek, 50 years old, has been a director of the company since 2007. He is senior vice president and chief financial officer of Hutchinson Technology Inc. (NASDAQ:HTCH). He was chief administrative and chief financial officer of Opus Corporation, a privately-held real estate development firm based in Minneapolis, Minnesota, from September 2005 through October 2009. He joined Deloitte & Touche LLP as a partner in 2002. Upon graduation from the University of Nebraska-Lincoln with a Bachelor of Science degree in 1982, Mr. Polacek joined Arthur Andersen & Co. and was admitted as a partner in 1993. From 1995 to 2002 he served as managing partner of the firm's Minneapolis office. His community service has included service on the Board of Directors of Catholic Charities of the Archdioceses of St. Paul and Minneapolis, the Washburn Child Guidance Center, the Opus Foundation, and the Board of Trustees of the Academy of Holy Angels. He currently serves on the audit committee of Catholic Charities USA.

ReBecca Koenig Roloff  
(Nominee with term  
proposed to expire in 2013)

ReBecca Koenig Roloff, 55 years old, has been a director of the company since 2004. She has been the chief executive officer of the Minneapolis YWCA since May 2005. Prior to that, she was a senior vice president at American Express Financial Advisors, where she had been since 1988, serving as an executive in several field management and operations roles. Prior to joining American Express Financial Advisors, Ms. Roloff worked for The Pillsbury Company in a variety of supply chain management, marketing, and business management positions, including serving as vice president and

	<p>business manager of Green Giant Fresh Vegetables. She started her career at Cargill, Inc. Ms. Roloff holds a Master of Business Administration with distinction from Harvard Business School and a Bachelor of Arts from The College of St. Catherine in St. Paul, Minnesota. She has chaired several community Board of Trustees including The Blake School in Hopkins, Minnesota, The College of St. Catherine, and The Children's Theatre Company. She currently serves on the Board of Directors for Allina Hospitals and Clinics.</p>
<p>Michael W. Wickham (Nominee with term proposed to expire in 2013)</p>	<p>Michael W. Wickham, 63 years old, has been a director of the company since 2004. He retired as chairman of the Board of Roadway Corporation in December, 2003, where he was chairman and chief executive officer from 1996 to 2003. Prior to that, he was the president of Roadway Express, where he held a variety of management positions during his 35-year career with the company. Mr. Wickham founded and was chairman of the Board of the Motor Freight Carriers Association. He also founded and chaired American Transportation Research Institute, and is a director of Republic Services (NYSE: RSG). He has served on the Board of Directors of Children's Hospital in Akron, Ohio and on its Foundation Board.</p>
<p>Robert Ezrilov (Director with term expiring in 2011)</p>	<p>Robert Ezrilov, 65 years old, has been a director of the company since 1995. Currently, Mr. Ezrilov is an employee of Cogel Management Company (an investment management company). From July 1997 to April 2001, he was president of Metacom, Inc. From April 1995 to July 1997, Mr. Ezrilov was self-employed as a business consultant. Prior to that, he was a partner with Arthur Andersen LLP, which he joined in 1966 after obtaining a BSB degree at the University of Minnesota. He also serves on the Board of Directors of Christopher &amp; Banks, Inc. (NYSE: CBK), and as an advisory board member to Holiday Companies.</p>
<p>Wayne M. Fortun (Director with term expiring in 2011)</p>	<p>Wayne M. Fortun, 61 years old, has been a director of C.H. Robinson since 2001. He is president and chief executive officer of Hutchinson Technology Inc. (NASDAQ: HTCH), a world leader in precision manufacturing of suspension assemblies for disk drives. Mr. Fortun joined Hutchinson Technology Inc. in 1975 and until 1983 he held various positions in engineering, marketing, and operations. In 1983, he was elected director, president, and chief operating officer of Hutchinson Technology Inc., and in May 1996, he was appointed its chief executive officer. Mr. Fortun also serves on the Board of Directors of G&amp;K Services, Inc. (NYSE: GKSR), and the Juran Center Executive Advisory Board.</p>
<p>Brian P. Short (Director with term expiring in 2011)</p>	<p>Brian P. Short, 60 years old, has been a director of the company since 2002. He is chief executive officer of Leamington Co., a holding company with interests in transportation, community banking, agricultural production, and real estate. Leamington operates Admiral Merchants Motor Freight, Inc., St. Paul Flight Center, Inc., First Farmers &amp; Merchants Banks, and Benson Parking Services, Inc. Mr. Short also serves as a legal mediator and previously served as a United States Magistrate. His community service has included service on the Board of Directors of Catholic Charities, St. Joseph's Home for Children, Saint Thomas Academy, University of St. Thomas School of Law, and William Mitchell College of Law. Mr. Short has an undergraduate degree in economics from the University of Notre Dame and is also a graduate of its law school.</p>

<p>James B. Stake (Director with term expiring in 2012)</p>	<p>James B. Stake, 57 years old, joined C.H. Robinson as a director in 2009. Mr. Stake retired from 3M Company in 2008, serving most recently as executive vice president of 3M's Enterprise Services. He served in a variety of leadership positions at 3M Company, leading global health care, industrial, and commercial businesses ranging in size from \$100 million to over \$3 billion. During his career he served over 12 years of foreign assignments in Europe and South America. In addition to his career at 3M, Mr. Stake serves as a board member for Otter Tail Corporation (NASDAQ: OTTR), as a board member and chairman of the finance committee for Twin Cities Public Television, as a board member for Ativa Medical Corp., and as an adjunct professor at the University of Minnesota's Carlson School of Management. Mr. Stake holds a Bachelor of Science from Purdue University and a Master of Business Administration from the Wharton School at the University of Pennsylvania.</p>
<p>John P. Wiehoff (Director with term expiring in 2012)</p>	<p>John P. Wiehoff, 48 years old, has been chief executive officer of C.H. Robinson since May 2002, president of the company since December 1999, a director since 2001, and became the chairman in January 2007. Previous positions with the company include senior vice president from October 1998, chief financial officer from July 1998 to December 1999, treasurer from August 1997 to June 1998, and corporate controller from 1992 to June 1998. Prior to that, Mr. Wiehoff was employed by Arthur Andersen LLP. Mr. Wiehoff also serves on the Board of Directors of Polaris Industries Inc. (NYSE: PII) and Donaldson Company, Inc., (NYSE: DSI). He holds a Bachelor of Science degree from St. John's University.</p>
<p><i>Director Qualifications</i></p>	
<p>Steven L. Polacek (Nominee with term proposed to expire in 2013)</p>	<p>From his tenure as chief financial officer of Opus Corporation, Mr. Polacek possesses significant financial leadership experience and skills. His accounting background enables him to provide significant advice and input concerning financial management and accounting reporting issues. Mr. Polacek meets the definition of an Audit Committee Financial Expert as established by the Securities and Exchange Commission.</p>
<p>ReBecca Koenig Roloff (Nominee with term proposed to expire in 2013)</p>	<p>Ms. Roloff's leadership positions at The Pillsbury Company, American Express Financial Advisors, and the Minneapolis YWCA provide her with extensive management and strategic planning skills. In addition, her work at The Pillsbury Company has provided her with insight into the produce sourcing business in which we engage.</p>
<p>Michael W. Wickham (Nominee with term proposed to expire in 2013)</p>	<p>Through his leadership roles at Roadway Corporation, Mr. Wickham has management and operations experience in the transportation and logistics industry in which C.H. Robinson operates. His significant and long-standing involvement in transportation-related associations provides him with industry insight. His service as a director of Roadway and of Republic, and as chairman of Roadway, has provided him with significant public company board experience.</p>
<p>Robert Ezrilov (Director with term expiring in 2011)</p>	<p>With 15 years of service on the company's board, Mr. Ezrilov is our longest serving director and has developed a deep knowledge of our business. He also has significant management experience as a former chief executive officer and, by training and through his years of service with Arthur Andersen, LLP,</p>

	he has extensive accounting experience and insight. Mr. Ezrilov meets the definition of an Audit Committee Financial Expert as established by the Securities and Exchange Commission. Mr. Ezrilov also has public company experience from his service as a director of Christopher & Banks.
Wayne M. Fortun (Director with term expiring in 2011)	Through Mr. Fortun's long tenure with Hutchinson, including as chief executive officer and member of the board, he possesses significant leadership and strategic planning skills. Because of Hutchinson's worldwide footprint, Mr. Fortun has broad international business experience relevant to the company's operations. He also has public company board experience through his membership on the boards of Hutchinson and G&K.
Brian P. Short (Director with term expiring in 2011)	Mr. Short has significant executive experience and, in particular, has experience in the trucking industry through his leadership position at Admiral Merchants Motor Freight, a trucking and transportation services company. In addition, with Mr. Short's legal background and experience, he provides extremely helpful insight into the company's enterprise risk management areas. Mr. Short meets the definition of an Audit Committee Financial Expert as established by the Securities and Exchange Commission.
James B. Stake (Director with term expiring in 2012)	Throughout his career at 3M, Mr. Stake gained extensive public company senior management experience at a large company that operates worldwide. In particular, Mr. Stake's foreign leadership positions and his position with Enterprise Services, a shared services organization, provide valuable perspective to the company's international operations and its information technology systems. Mr. Stake also has prior public company board experience with Otter Tail. Mr. Stake meets the definition of an Audit Committee Financial Expert as established by the Securities and Exchange Commission.
John P. Wiehoff (Director with term expiring in 2012)	Mr. Wiehoff has more than 17 years with the company, including as its chief financial officer and as chief executive officer since 2002. He has deep and direct knowledge of the company's business and operations. He also has significant public company board experience with Polaris and Donaldson.

#### **BOARD VOTING RECOMMENDATION**

**The Board of Directors recommends a vote FOR the election of Steven L. Polacek, ReBecca Koenig Roloff, and Michael W. Wickham as directors of C.H. Robinson Worldwide, Inc.**

To elect the nominee as director, a majority of the shares of Common Stock present in person or by proxy, and entitled to vote at the Annual Meeting, must vote for the election of a nominee, provided that the total number of shares of Common Stock that vote on the proposal represent a majority of the Common Stock outstanding on the record date.

#### **BOARD OF DIRECTORS GOVERNANCE MATTERS**

The Board of Directors has a policy that all directors nominated for election at the Annual Meeting are expected to attend the Annual Meeting, and all other directors are encouraged to attend.

During 2009, the Board of Directors held four meetings. Each director holding office during the year attended at least 75 percent of the aggregate of the meetings of the Board of Directors (held during the period for which he or she had been a director) and the meetings of the Committees of the Board on which he or she served (held during the period for which he or she served).

Our Board of Directors has three committees: the Audit Committee, the Governance Committee, and the Compensation Committee. Currently, members and chairs of these committees are:

<b>Independent Directors</b>	<b>Audit Chair</b>	<b>Compensation Chair</b>	<b>Governance</b>
Robert Ezrilov		x	x
Wayne Fortun		<b>Chair</b>	x
Steven Polacek	x		x
ReBecca Roloff	x	x	
Brian Short	x		x
James Stake	x	x	
Michael Wickham		x	<b>Chair</b>

*Board Leadership Structure*

Our Board of Directors is led by John P. Wiehoff, who has been our president since 1999 and our chief executive officer since 2002. Mr. Wiehoff joined the Board of Directors in 2001 and was appointed Chairman of the Board in 2007, upon retirement of our former Chairman of the Board.

As stated in our Corporate Governance Guidelines, the Board believes that it is important to retain flexibility in allocating the responsibilities of the offices of Chairman and of Chief Executive Officer in the manner the Board determines to be in the best interests of the company. In making the determination to appoint Mr. Wiehoff as Chairman, the Board considered numerous factors, including the perceived benefits to the decision-making process with a leader who fills both offices, the significant operating experience and qualifications of Mr. Wiehoff, the importance of in-depth C.H. Robinson knowledge to being able to optimize board leadership, the size and complexity of our business, and the significant business experience and tenure of our other directors.

The Board does not have a lead director. However, under our Corporate Governance Guidelines, the Chair of the Governance Committee is expected to preside at the executive sessions of the independent directors, coordinate and develop the agenda for those executive sessions, act as a liaison between the independent directors and management, and handle responses to stockholder inquiries that are directed to the independent directors. Mr. Wickham is the current Chair of the Governance Committee.

Our Corporate Governance Guidelines provide that the Chairman, in consultation with other Board members, sets the agenda for regular meetings of the Board, and the chair of each committee sets the agendas for the meetings of the applicable committee. Directors and committee members are encouraged to suggest agenda items and may raise other matters at meetings.

*Risk Oversight*

The Board is actively involved in the oversight of risks that could affect the company. This oversight is conducted primarily through the Audit Committee. The Audit Committee Charter establishes that one of the responsibilities of the Audit Committee is to review the risk management of the company on an annual basis. To assist it in this oversight function, the chief risk officer of the company presents a risk management update at each of the quarterly Audit Committee meetings. In addition, management and the internal audit group conduct an annual risk assessment of the company which includes interviews of various key personnel within the company and members of the audit committee. The results of the annual risk assessment are provided to and discussed with the Audit Committee. The Audit Committee provides periodic risk assessment updates to the Board and solicits input from the Board with regard to the company's risk management practices. In addition, the Compensation Committee periodically reviews enterprise risks to ensure that the company's compensation programs do not encourage excessive risk-taking. Additional review or reports on enterprise risks are conducted as needed or requested by the Board or the Committees.

*The Audit Committee*

All of our Audit Committee members are independent under applicable NASDAQ listing standards and Securities and Exchange Commission rules and regulations. Our Board of Directors has determined that four members of the Audit Committee, Mr. Ezrilov, Mr. Polacek, Mr. Short, and Mr. Stake, meet the definition of an Audit Committee Financial Expert as established by the Securities and Exchange Commission. The Audit Committee provides assistance to the Board of Directors in fulfilling their oversight responsibilities relating to the quality and integrity of the financial reports of the company. The Audit Committee has the sole authority to appoint, review and discharge our independent auditors, and has established procedures for the receipt, retention, response to and treatment of complaints regarding accounting, internal controls, or audit matters. In addition, among other responsibilities in the Audit Committee Charter, the Audit Committee is responsible for:

- (1) Reviewing the scope, results, timing, and costs of the audit with the company's independent auditors and reviewing the results of the annual audit examination and any accompanying management letters;
- (2) Assessing the independence of the outside auditors on an annual basis, including receipt and review of a written report from the independent auditors regarding their independence consistent with Rule 3526 of the Public Accounting Oversight Board;
- (3) Reviewing and approving in advance the services provided by the independent auditors;
- (4) Overseeing the internal audit function;
- (5) Reviewing the company's significant accounting policies, financial results and earnings releases, and the adequacy of our internal controls and procedures; and
- (6) Reviewing the risk management status of the company.

The Audit Committee held four meetings during 2009. The Audit Committee has engaged Deloitte & Touche LLP as independent auditors for fiscal year 2010 and is recommending that the company's shareholders ratify this appointment at the Annual Meeting. The report of the Audit Committee is found on page 37 of this Proxy Statement.

*The Governance Committee*

All members of our Governance Committee are independent under applicable NASDAQ listing standards. The Governance Committee serves in an advisory capacity to the Board of Directors on matters of organization and the conduct of Board activities. In addition, among other responsibilities in the Governance Committee Charter, the Governance Committee is responsible for:

- (1) Periodically reviewing and making recommendations to the Board as to the size and composition of the Board, and criteria for director nominees;
- (2) Identifying and recommending candidates for service on the Board of Directors;
- (3) Revising and recommending to the Board as to the company's Corporate Governance Guidelines;
- (4) Leading the Board of Directors in its annual review of the performance of the Board and the Board Committees;

(5) Recommending directors for Board Committees;

(6) Making recommendations to the Board on whether each director is independent under all applicable requirements; and

(7) Periodically reviewing the company's Corporate Compliance Program with the company's general counsel to recommend any appropriate changes to the Board.

The Governance Committee considers Board of Director nominees recommended by shareholders. The process for receiving and evaluating these nominations from shareholders is described below under the caption "Nominations."

The Governance Committee held four meetings during 2009.



*The Compensation Committee*

All of our Compensation Committee members are independent under applicable NASDAQ listing standards, and Internal Revenue Service and Securities and Exchange Commission rules and regulations. The Compensation Committee assists the Board of Directors in fulfilling its oversight responsibilities relating to executive compensation, employee compensation and benefits programs and plans, and leadership development and succession planning. In addition, among other responsibilities in the Compensation Committee Charter, the Compensation Committee is responsible for:

- (1) Reviewing corporate performance and the performance of the chief executive officer;
- (2) Determining the compensation and benefits for the chief executive officer, chief financial officer, and other named executive officers of the company;
- (3) Reviewing and approving the company's compensation policies and practice; and
- (4) Ensuring appropriate design and administration of the company's incentive compensation, benefit, and stock plans.

The Compensation Committee held five meetings during 2009. See 2009 Compensation Discussion and Analysis III. Compensation Process for a discussion of the role played by our chief executive officer in compensation decisions. The Compensation Committee report on executive compensation is found on page 32 of this Proxy Statement.

The charters for each of the Committees of the Board of Directors, our Corporate Governance Guidelines, and our company's Code of Ethics, which are all a part of our Corporate Compliance Program, are posted under the Corporate Governance section of the Investors page of our website at [www.chrobinson.com](http://www.chrobinson.com).

**Shareholder Communications with Board**

C.H. Robinson shareholders and other interested parties may send written communications to the Board of Directors or to any individual director by mailing it to the C.H. Robinson Worldwide, Inc. Board of Directors, c/o C.H. Robinson Corporate Secretary, 14701 Charlson Road, Eden Prairie, MN 55347. These communications will be compiled by the Secretary and periodically submitted to the Board or individual director.

**Nominations**

The Governance Committee considers director nominee recommendations from a wide variety of sources, including members of the Board of Directors, business contacts, community leaders, and members of management. The Governance Committee will also consider shareholder recommendations for director nominees. The Governance Committee may also engage search firms to assist in the director recruitment process.

The Governance Committee determines the selection criteria and qualifications of director nominees based upon the needs of the company at the time nominees are considered. The Board of Directors believes that the directors should possess the highest personal and professional ethics, integrity, and values, and be committed to representing the long-term interests of the company's shareholders. Preferred qualifications also include current or recent experience as a chief executive officer or expertise in a particular business discipline. Directors should be able to provide insights and practical wisdom based on their experience and expertise. While the company does not have a policy regarding the consideration of diversity in identifying director nominees, the company's Corporate Governance Guidelines provide, and the Governance Committee believes, that creating a board with a diversity of talent, experience, accomplishments, and perspectives is in the best interests of the company and our shareholders. The company is committed to considering candidates for the Board regardless of gender, ethnicity, and national origin. Any search firm retained to assist the Governance Committee in seeking director candidates will be instructed to consider these commitments.

Shareholders who wish to recommend individuals for consideration by the Governance Committee to become nominees for election to our Board of Directors may do so by submitting a written recommendation to the Governance Committee, c/o Corporate Secretary, 14701 Charlson Road, Eden Prairie, Minnesota 55347. Submissions must include a written recommendation and the reason for the recommendation, biographical information concerning the recommended individual, including age, a description of the recommended individual's past five years of employment history, and any past and current board memberships. The submission must be accompanied by a written consent of the individual to stand for election if nominated by the Governance Committee and to serve if elected by the Board of Directors or our shareholders, as applicable. Alternatively, shareholders may directly nominate a person for election to our Board of Directors by complying with the procedures set forth in our Bylaws, any applicable rules and regulations of the Securities and Exchange Commission, and any applicable laws, as summarized below.

Shareholders wishing to directly nominate a director candidate must give written notice to the company's Corporate Secretary, either by personal delivery or by United States mail, postage prepaid, at the following address: 14701 Charlson Road, Eden Prairie, MN 55347. The shareholder's notice must be received by the Secretary not later than (a) 90 days prior to the anniversary date of the immediately preceding Annual Meeting of Shareholders, or (b) the close of business on the tenth day following the date on which notice of a special meeting of shareholders for election of directors is first given to shareholders. The shareholder's notice must include all information relating to each person whom the shareholder proposes to nominate that is required to be disclosed under applicable Securities and Exchange Commission rules and regulations. This must include a written consent of the proposed nominee, agreeing to serving as a director if elected. The shareholder's notice must also include:

- (1) The name and address of the shareholder making the nomination;
- (2) The number of C.H. Robinson shares entitled to vote at the meeting held by the shareholder;
- (3) A representation that the shareholder is a holder of record of C.H. Robinson stock entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to nominate the person named in the notice; and
- (4) A description of all arrangements or understandings between the shareholder and each nominee.

The Governance Committee initially evaluates a prospective nominee based on his or her resume and other background information that has been provided to the Committee. A member of the Committee will contact for further review those candidates whom the Committee believes are qualified, who may fulfill a specific need of the Board of Directors and who would otherwise best make a contribution to the Board of Directors. Based on the information the Governance Committee learns during this process, it determines which nominee(s) to recommend to the Board of Directors to submit for election. The Governance Committee uses the same process for evaluating all nominees, regardless of the source of the nomination.

No candidates for director nominations were submitted to the Governance Committee by any shareholder for the 2010 Annual Meeting. Any shareholder interested in presenting a nomination for consideration by the Governance Committee prior to the 2011 Annual Meeting should do so as early as possible to provide adequate time to consider the nominee and comply with our Bylaws.

#### **Compensation of Directors**

In 2009, each independent director of C.H. Robinson was paid an annual retainer of \$60,000 and no meeting fees. The Audit Committee chair received an additional annual retainer of \$10,000, and the chairs of the Governance and Compensation Committees each received an additional annual retainer of \$5,000. Other members of the Audit Committee received an additional annual retainer of \$5,000, and other members of the Governance and Compensation Committees received additional annual retainers of \$2,500. Retainers are paid in quarterly installments, at the end of each calendar quarter. Before the retainers are earned, the directors may elect to receive all or a portion of their retainers in cash, stock, or restricted stock units that are immediately vested and are payable to the directors after their service on the Board of Directors has ended.

Directors are required to own a minimum of five times their annual board retainer in company stock no later than five years after joining the Board of Directors. In 2009, the Board of Directors granted each director a fully vested restricted stock unit award valued at \$50,000, deliverable after leaving the Board of Directors. C.H. Robinson also reimburses non-employee directors for reasonable expenses incurred in attending Board of Directors meetings and for expenses incurred in obtaining continuing education related to service on our Board of Directors.

Directors who are also employees of C.H. Robinson are not separately compensated for being a member of the Board of Directors.

#### Director Compensation Table

Name	Total	Fees		Option Awards	Non-Stock Incentive Plan Compensation	All Other Compensation
		Earned or Paid in Cash (1)	(2) Stock Awards			
Robert Ezrilov	\$ 125,000	\$ 75,000	\$ 50,000	0	0	0
Wayne M. Fortun	117,500	67,500	50,000	0	0	0
Brian P. Short	117,500	67,500 (3)	50,000	0	0	0
Michael W. Wickham	117,500	67,500 (4)	50,000	0	0	0
ReBecca Koenig Roloff	117,500	67,500 (5)	50,000	0	0	0
Steven L. Polacek	110,000	60,000 (6)	50,000	0	0	0
James B. Stake	110,000	60,000 (7)	50,000	0	0	0

- (1) All of the fees are paid in cash unless otherwise designated.
- (2) The dollar value in this column was awarded as fully vested restricted stock units of the company. Shares equal to the number of restricted stock units will be distributed to the director after their board membership terminates.
- (3) Mr. Short has elected to receive the dollar value of these fees in restricted stock units of the company. Shares equal to the number of restricted stock units will be distributed after he terminates board membership.
- (4) Mr. Wickham has elected to receive one half of the dollar value of these fees in restricted stock units of the company. Shares equal to the number of restricted stock units will be distributed after he terminates board membership.
- (5) Ms. Roloff has elected to receive the dollar value of these fees in restricted stock units of the company. Shares equal to the number of restricted stock units will be distributed after she terminates board membership.
- (6) Mr. Polacek has elected to receive his board annual retainer in restricted stock units of the company. He has elected to receive the dollar value of his committee fees in unrestricted common shares of the company.
- (7) Mr. Stake has elected to receive his board annual retainer in restricted stock units of the company. He has elected to receive the dollar value of his committee fees in unrestricted common shares of the company.

#### Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee are Wayne M. Fortun, Robert Ezrilov, ReBecca Koenig Roloff, Michael W. Wickham, and James B. Stake. The Compensation Committee members have no interlocking relationships requiring disclosure under the rules of the Securities and Exchange Commission.



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**PROPOSAL TWO: APPROVAL OF THE C.H. ROBINSON WORLDWIDE, INC.**

**2010 NON-EQUITY INCENTIVE PLAN**

**GENERAL**

Annual incentive compensation is an integral part of our compensation program. As we explained in the 2009 Compensation Discussion and Analysis portion of this Proxy Statement, the company continually strives to keep our executive compensation aligned with corporate performance objectives and the interests of our shareholders. In February 2010, our Board of Directors adopted the C.H. Robinson Worldwide 2010 Non-Equity Incentive Plan (the 2010 Plan ) so that we can continue to provide a competitive annual incentive compensation opportunity in order to attract and retain key employees. The 2010 Plan is designed to reward executive officers and key employees only if specific, objective, predetermined performance goals are achieved during a performance period.

Subject to shareholder approval, the 2010 Plan is designed so that compensation paid to certain designated executives under the 2010 Plan will be tax deductible by the company under Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code ). Section 162(m) of the Code generally limits to \$1,000,000 the amount that a company can deduct each year for compensation paid to its chief executive officer and four other most highly compensated executive officers (sometimes referred to as 162(m) officers, and as designated executives in this proposal). However, qualified performance-based compensation is not subject to this deductibility limit. The 2010 Plan contains provisions that are necessary for the incentive payments made to designated executives under the 2010 Plan to qualify as performance-based compensation. This includes the requirement that C.H. Robinson s shareholders approve the business criteria the performance goals are based upon, and a limit on the maximum amount that may be paid to a designated executive for any performance period.

In accordance with the requirements of Section 162(m) of the Code, the 2010 Plan is being presented to shareholders for their approval. If the shareholders approve the 2010 Plan, all incentive payments to designated executives under the 2010 Plan will be deductible under Section 162(m) of the Code for the next five fiscal years.

The complete text of the 2010 Plan is attached as Appendix A to this Proxy Statement. The following summary is qualified in its entirety by reference to Appendix A.

**SUMMARY OF THE 2010 PLAN**

**Eligibility**

Participation in the 2010 Plan is limited to executive officers and other key employees selected by the Compensation Committee. As of the date of this Proxy Statement, seventeen employees have been selected to participate in the 2010 Plan, including all of our executive officers.

**Administration**

The 2010 Plan is administered by the Compensation Committee, which consists solely of outside directors within the meaning of Section 162(m) of the Code. On or prior to the earlier of the 90th day of each performance period or the date which is 25% of the applicable performance period under the 2010 Plan, the Compensation Committee must designate the 162 (m) officers and other participants, set the performance factors and the award schedules for the applicable performance period, and determine the other terms and conditions of the awards. Under the 2010 Plan, the Compensation Committee is required to certify that the applicable performance factors have been met prior to payment of the awards. The Compensation Committee also has the authority to interpret the 2010 Plan and establish rules and make any determinations for the administration of the 2010 Plan.

The Compensation Committee may delegate any of its powers and duties under the 2010 Plan to one or more of the company s officers or a committee of such officers, unless such delegation would cause the 2010 Plan to fail to comply with the provisions of Section 162(m) of the Code. The Compensation Committee may not delegate its power to make determinations regarding awards for executive officers.

### **Determination of Incentive Awards and Payment**

Awards granted to participants under the 2010 Plan are specified as a dollar amount or percentage, as determined by the Compensation Committee. The right to receive payment of any award will be based solely on the attainment of one or more specific, objective, predetermined performance factors selected by the Compensation Committee within the earlier of the first 90 days of a performance period or the date which is 25% of the applicable performance period. For the 162(m) officers, performance factors will be based solely on one or more of the following business criteria: sales values, margins, volume, cash flow, stock price, market share, revenue, sales, earnings per share, profits, income from operations, earnings before interest expense and taxes, earnings before interest expense, interest income and taxes, earnings before interest expense, taxes, and depreciation and/or amortization, earnings before interest expense, interest income, taxes, and depreciation and/or amortization, pre-tax income, pre-tax income before any expenses related to the 2010 Plan, return on equity or costs, return on invested or average capital employed, economic value, or cumulative total return to shareholders of profit centers, or the company as a whole. Under the 2010 Plan, the Compensation Committee may designate other performance criteria for awards to participants who are not 162(m) officers of C.H. Robinson.

The maximum amount of an incentive payment that may be paid to any participant as part of to the 2010 Plan, for any performance period, may not exceed 2 percent of the company's pre-tax income, as reported in the company's audited financial statement for the prior fiscal year. Once awards have been granted, the Compensation Committee may not increase the payment to any 162(m) officer for any performance period, but has discretion to reduce the amount of an incentive payment that would otherwise be payable if the performance criteria have been met. The Compensation Committee has the discretion to increase or decrease the amount of any incentive payment otherwise payable to any participant who is not a 162(m) officer.

Participants will receive all of their incentive payment in the form of cash. Participants may also elect to defer any cash incentive payments in accordance with an available deferred compensation plan.

### **Amendment and Termination**

The C.H. Robinson Board of Directors may amend, alter, suspend, discontinue, or terminate the 2010 Plan, without the approval of the shareholders of the company. However, no such amendment, alteration, suspension, discontinuation or termination shall be made that would violate the rules or regulations of the National Association of Securities Dealers, Inc. that are applicable to the company. The 2010 Plan will terminate by its terms on December 31, 2015. No awards may be granted under the 2010 Plan after it terminates, but outstanding awards may extend beyond termination unless otherwise expressly provided in the 2010 Plan.

### **Federal Tax Consequences**

The amount of any cash received in connection with the 2010 Plan is taxable as ordinary income to a participant. Subject to the usual rules concerning reasonable compensation, and assuming that, as expected, compensation paid under the 2010 Plan is qualified performance-based compensation within the meaning of Section 162(m) of the Code, the company will be entitled to a corresponding tax deduction at the time a participant recognizes ordinary income from the 2010 Plan.

### **NEW PLAN BENEFITS**

The amounts that 162(m) officers and other management employees of the company will receive under the 2010 Plan, if the plan is approved by the shareholders, are not presently determinable. The amounts shown below are the benefits that would be received by the participants based on the company's 2009 performance if the 2010 Plan had been in effect in 2009.

Given that the amounts actually received by participants under the 2010 Plan will depend on the company's future performance, the amounts presented below are for illustrative purposes only. Actual payouts under the 2010 Plan, if any, are likely to be different from those presented. In addition, the Compensation Committee reserves the right to reduce the amount of any award otherwise payable to a 162(m) officer under the 2010 Plan. The performance factors recommended for the 2010 Plan are the same as the prior plan, so changes in the prospective benefits paid are the result of changes in the participants and their respective compensation awards.

Name and Position	Dollar Value (1)
John P. Wiehoff	\$ 1,322,975
All Other Participants under the 2010 Plan, as a Group	4,425,405
All Current Directors Who Are Not Executive Officers, as a Group	0
All Employees Who Are Not Executive Officers, as a Group	0

(1) Based on application of 2010 performance factors to company's 2009 performance against award schedules.

#### **BOARD VOTING RECOMMENDATION**

The Board of Directors adopted the 2010 Plan. The vote required to approve the 2010 Plan is a majority of the common stock present in person or by proxy at the Annual Meeting and entitled to vote on the matter, provided that the total number of shares that vote on the proposal represents a majority of the shares outstanding on the record date.

**The Board of Directors recommends a vote FOR the approval of the C.H. Robinson Worldwide, Inc. 2010 Non-Equity Incentive Plan.**

### **2009 COMPENSATION DISCUSSION AND ANALYSIS**

#### **I. Compensation Philosophy**

Performance-based compensation and alignment of individual, company, and shareholder goals are integral components of C.H. Robinson's company culture and management approach. Within our branch network, our sales employees and managers are paid in large part based on the profitability of their branch. Approximately 3,000 employees, or 40 percent of our total employees, hold equity they received through our Omnibus Stock Plan, which promotes long-term ownership and aligns them with our company-wide performance goals.

C.H. Robinson, with guidance and oversight from our Compensation Committee, has adopted an executive compensation philosophy that is intended to be consistent with our overall compensation approach and to achieve the following basic goals:

- (1) Provide a level of total compensation necessary to attract, retain, and motivate high quality executives;
- (2) Provide incentive compensation aligned with company earnings at various levels;
- (3) Emphasize team and company performance;
- (4) Balance incentive compensation to achieve both short-term and long-term profitability and growth; and
- (5) Encourage executives to make long-term career commitments to C.H. Robinson and our shareholders.

Compensation decisions regarding individual executives are based on factors including individual performance, level of responsibility, unique skills of the executive, and demands of the position.





## II. Elements of Compensation

### Base salary

Annual base salary is designed to compensate our executives for sustained performance as part of a total compensation package necessary to attract, retain, and motivate high quality executives. The base salary is intended to provide a minimum level of fixed compensation. While we strive to provide a fair base salary and benefits, our compensation philosophy allocates a significant portion of compensation to incentive, performance-based compensation.

Base salaries are reviewed annually but are not adjusted frequently. Annual compensation adjustments are more often made through adjustments to incentive compensation, which is variable based on our profitability. The salary column of the Summary Compensation Table below contains the annual base salary earned for 2009 for each of the executive officers named in this proxy.

### Non-Equity Incentive Plan Compensation ( incentive compensation )

C.H. Robinson incentive compensation is designed to reward our executives for maintaining and growing C.H. Robinson's earnings. Our incentive compensation rewards executives for corporate performance and aligns their interests with those of our shareholders. We reward executives based on our pre-tax earnings. In order to emphasize the importance of company profitability as a measure of executive performance, approximately 57 percent of the total cash compensation earned by our executives in 2009 was non-equity incentive compensation.

Over 65 percent of our employees have incentive compensation based on the profits of their branch. Consistent with that performance-based approach, and given their broader responsibilities, our chief executive officer's and chief financial officer's incentive compensation is based on overall company pre-tax income before deducting the expense of the executive non-equity incentive award compensation ( adjusted pre-tax income ). Incentive compensation for the other named executive officers is based on the adjusted pre-tax income of the group of branches they supervise. The Compensation Committee approves an incentive compensation award for each named executive officer prior to the beginning of the calendar year. Incentive compensation is calculated based on each executive's individual incentive award. Each award pays varying percentages of adjusted pre-tax income based upon either various ranges of adjusted pre-tax income of the company, or the group of branches they supervise. Incentive compensation begins with the first dollar of profitability and grows as our profits grow. Our incentive compensation program distributes incentive compensation across various levels of actual profitability and is not based on achievement of pre-established targets.

While the basic philosophy for calculating incentive compensation is the same for all executives, each executive has an individual annual incentive compensation award. Individual incentive compensation opportunity is determined based on the executive's role, responsibilities, and performance. These compensation awards are reviewed annually. Total compensation is periodically compared to various executive compensation surveys.

The executive incentive compensation awards allow executives to receive a portion of their incentive compensation in semi-monthly bonus payments. The maximum amount an executive could elect to receive in semi-monthly bonus payments in 2009 is the sum of the executive's 2009 salary plus the amount of their projected 2009 bonus (based on the executive's annual incentive compensation award) multiplied by 60 percent less the executive's base salary, then divided by 24 (the number of semi-monthly pay periods in the year). Executives were required to make their 2009 semi-monthly bonus payment election before December 31, 2008 and were not allowed to make changes in their elections thereafter. The payments are considered compensation and are not subject to forfeiture, even if the amount is not earned based on the executive's annual compensation award. The Compensation Committee can suspend the semi-monthly payments to an executive during the year. This approach is consistent with branch employee and manager incentive compensation. The incentive compensation amounts for 2009 exceeded the semi-monthly bonus payments for all the named executive officers. In limited circumstances, portions of these incentives may be guaranteed for some periods due to role

transition or other subjective factors. The Non-Equity Incentive Plan Compensation column of the Summary Compensation Table below contains the 2009 annual incentive compensation earned for each of the executive officers named in this proxy.

## Equity

We use equity awards as our primary tool for aligning our executives with long term shareholder interests, rewarding them for the achievement of overall company performance, and retaining our executives. We believe these awards are an integral component of meeting our compensation goals as outlined in our compensation philosophy above. Our shareholder-approved Omnibus Stock Plan is designed to give us flexibility to achieve these objectives. It allows us to grant stock options, restricted stock, restricted stock units, and other types of equity based compensation. Officers, other employees, trusts for the benefit of employees, consultants, and eligible independent contractors of C.H. Robinson may receive equity awards. The amount of awards is determined based on the participant's role, performance, and total compensation.

### *Restricted Stock*

In 2003, we began periodically issuing performance based restricted stock and restricted stock units as our primary equity awards. We believe these awards are an effective tool for creating long term ownership and aligning our employees' interests with those of our shareholders. Prior to 2003, we used restricted stock grants occasionally, including a grant in 2000 of 338,984 shares to Mr. Wiehoff that vests in equal annual installments over 15 years.

For most of our restricted stock and unit awards, restricted shares and units are available to vest for up to five calendar years, based on company performance. The vesting is based on the achievement of our long-term growth goal of 15 percent annual growth for operating income and earnings per share. The vesting percentage for each year is equal to the average of the year-over-year percentage growth in income from operations and diluted net income per share plus five percent. Therefore, if we reach our long term growth goals in each year during that five year period, our restricted stock and units will be fully vested by the end of the fifth year. Any shares or units that are unvested at the end of the five years are forfeited back to the company.

Some restricted stock awards were granted in multi-year cycles. During 2009, management recommended to the Compensation Committee to change to annual equity grants for all recipients. This change aligns the frequency and administration of leader awards with key employee awards and improves our flexibility to annually match award size to role and performance. Our executives and other certain management employees received restricted stock awards in 2003, 2005, 2008, and 2009 with vesting commencing in 2003, 2006, 2009, and 2010 respectively. Restricted shares granted to active employees of this group are in the Deferred Compensation Plan.

Due to our strong performance during 2003, 2004, and 2005, the 2003 restricted stock awards fully vested in three years. The vesting percentage based on the formula above was 23, 32, and 45 percent, respectively. Restricted shares granted in 2005 are available to vest over five calendar years, beginning in 2006. These shares vested 35 percent in 2006, 27 percent in 2007, 17 percent in 2008, and 7 percent in 2009 based on this formula. Restricted shares granted in 2008 are available to vest over five calendar years, beginning in 2009. These shares vested 7 percent in 2009. Restricted shares granted in 2009 are available to vest over five calendar years, beginning in 2010.

The stock award column of the Summary Compensation Table contains the fair value for financial reporting purposes of the restricted stock granted for each of the named executive officers. Details regarding these awards for the named executive officers can be found in the Grants of Performance Based Awards table.

For our executives, delivery of the vested shares for the 2003 award, which are held in the Deferred Compensation Plan, begins six months after termination of employment, and the shares are delivered in five equal annual installments. For the 2005, 2008, and 2009 awards, delivery of the vested shares occurs on the earlier of two years after termination or January 2013, January 2016 and January 2017, respectively. However, the executives were allowed the option to elect different delivery of the vested shares. The specific choice for delivery was made by the named executive officer before the restricted shares began vesting and can be found in the footnotes to the Summary Compensation Table.

Dividends are paid to participants in cash on all restricted shares, vested or unvested, except Mr. Wiehoff's 2000 restricted stock award, which uses the dividends to purchase additional shares. The dividends paid to participants on restricted shares are considered wages by the Internal Revenue Service until the shares are delivered to the participant. Dividends paid on unvested restricted equity awards for the last three years for the named executive officers are in the Dividends Paid on Restricted Shares of Stock footnote below.

The fair value of each share-based payment award is established on the date of grant. For grants of restricted shares and restricted units, the fair value is established based on the market price on the date of the grant, discounted for post-vesting holding restrictions. The discount of 12 percent for both 2003 and 2005 grants, 22 percent for the 2008 grant, and 21 percent for the 2009 grant was calculated using the Black-Scholes option pricing model. The determination of the fair value of share-based awards is affected by our stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate, and expected dividends. The fair value of restricted stock and units is expensed as they vest.

#### *Stock Options*

C.H. Robinson awarded stock options from 1997 to 2003. After receiving Board approval for the grants, the grant date for those awards was based on the date the company finalized the list of recipients and amounts of awards. The strike price for the options was based on the closing price on the grant date. Our Omnibus Stock Plan allows the grant of both incentive stock options intended to qualify for preferential tax treatment under Section 422 of the Internal Revenue Code of 1986, as amended (the Code), and nonqualified stock options that do not qualify for such treatment. In order to encourage option exercises and share ownership, these grants permitted the exercise of options using shares of our common stock to pay the exercise price and withholding taxes, if any. Upon such exercise, we grant the employee a restoration stock option (commonly referred to as a reload option) for the number of shares surrendered. Restoration options are non-qualified options, exercisable at the then-current market price for the remainder of the original option's term. Additional restoration options are not granted upon the exercise of restoration options. The shareholder-approved 2005 Omnibus Plan amendment eliminates the ability to grant restoration stock options upon the exercise of stock options granted after May 19, 2005 (the effective date of the amendment). Other than restoration options, all employee options granted vested 25 percent annually, beginning on the second anniversary date of the option grant, and are available to be exercised for up to 10 years from the date of grant. Options can only be exercised while the executive officer is an employee or subject to a non-competition agreement.

During 2009, there were no stock option grants issued by the company, other than the grant of restoration options. The option awards column of the Summary Compensation Table contains the fair value of the restoration options granted to each of the named executive officers as well as the fair value for the options that vested during 2007, 2008, and 2009. The fair value was calculated as of the grant date using the Black-Scholes option pricing model. The determination of the fair value of share-based awards is affected by our stock price and a number of assumptions, including expected volatility, expected life, risk-free interest rate, and expected dividends.

#### *Equity Plan Acceleration*

We do not have a cash separation pay plan for any employees, including executives. The Compensation Committee has the discretion to accelerate vesting of restricted share and unit awards made during 2003 through

2007 in the case of a change-in-control of the company. Vesting of Mr. Wiehoff's 2000 restricted share award explicitly cannot change for any reason, including a change in control. These plan characteristics are intended to align participant interests with shareholder interests.

The 2008 and 2009 U.S. Management Restricted Stock agreements include provisions to accelerate vesting for change in control, death, or disability for certain management and executive awardees. Additionally, the agreement allows for vesting two years post employment if the employee adheres to their management employee agreement (see Employment Agreements below). Post employment vesting provides protections to the company, our employees, customers, and suppliers. This is the only separation post termination compensation agreement for managers or executives.

The 2008 and 2009 U.S. and non-U.S. Restricted Stock Unit Program agreements and 2009 France Restricted Stock Unit Program agreement also includes the provision for accelerated vesting in the case of death or disability.

#### *Stock Ownership Requirements*

In order to ensure alignment with our shareholders, the Compensation Committee has established stock ownership requirements for our officers. The Committee believes that linking a significant portion of the executive officer's personal holdings to the company's success, as reflected in the stock price, provides officers a stake similar to that of our shareholders. Therefore, executive officers are expected to acquire and hold a significant amount of C.H. Robinson stock. The Committee has established stock ownership requirements based on all shares of company stock owned by an executive officer, including vested stock options, stock obtained in the company 401k Plan, vested and unvested restricted stock and restricted stock units, deferred stock units or shares, and stock beneficially owned by the officer, including owned in a trust, by a spouse, or dependent children for our executive officers as follows:

chief executive officer: ten times base salary

senior vice presidents: seven and a half times base salary

other executive officers: three times base salary

New officers are expected to meet their ownership requirement within five years of being named an executive officer. As of the end of 2009, all the executive officers had met their ownership requirements.

#### **Employment Agreements**

C.H. Robinson uses employment agreements to protect us from former employees soliciting our employees, customers, and suppliers. All employees sign agreements acknowledging their understanding of company policies and committing to confidentiality. Additionally, incentive-eligible sales employees sign an agreement with a more specific non-solicitation clause. Certain restricted stock grant recipients, including all executives, sign a management employment agreement that includes a more restrictive non-competition and non-solicitation covenant. These agreements do not commit to post-termination compensation. The company does not have severance plan commitments to any employees, except for the continued vesting provision listed above in the equity award acceleration section which applies to certain manager and executive 2008 and 2009 restricted stock awardees.

#### **Employee 401(k) Retirement Plan**

We believe that saving for retirement is important for our employees. C.H. Robinson maintains a 401(k) retirement plan that meets the requirements of an ERISA qualified plan and the Internal Revenue Code. Our U.S. employees are eligible to contribute up to 50 percent of their cash compensation to the 401(k) plan, subject to Internal Revenue Service limitations. To support our compensation objectives, the company currently matches

100 percent of the first 4 percent of compensation that employees contribute to the plan during the year. In addition, the company has historically made a profit sharing contribution to the 401(k) plan for eligible employees, including those who do not contribute to the 401(k) plan. For 2009, the company contributed an additional 3 percent of every eligible employee's cash compensation into his or her account in the plan, for a total of 7 percent for those employees also contributing at least 4 percent of their cash compensation to the plan. Employees control their investment decisions for money in their 401(k) plans. Investment in company stock is one of the investment options. There are no requirements to hold any amount of company stock in the 401(k) plan, nor are there any restrictions on changing an investment election from company stock to another investment choice. Employees may not transfer balances from other investments into company stock.

Employees of our U.S. companies who regularly work more than 20 hours per week become eligible for the 401(k) match on the first day of the month following 30 days of employment. Most employees of our U.S. companies become eligible for the profit sharing contribution on the first January 1 or July 1 after one year of continuous service. Eligible employees who are employed at the end of each year are awarded a percentage of their eligible cash compensation. Management recommends the contribution percentage to the Board of Directors annually, based on the company's financial performance. The Board of Directors determines the final contribution percentage. This award is placed into the 401(k) plan as a profit sharing contribution. The Registrant Contributions to Defined Contributions column of the Supplemental All Other Compensation Table lists the company contributions for each of the named executive officers.

#### **Employee Stock Purchase Plan (ESPP)**

Because we believe in aligning employee interests with our shareholders and our long-term company performance, C.H. Robinson maintains an employee stock purchase plan (ESPP) that meets the requirements of an ERISA qualified plan and the Internal Revenue Code. At the end of each quarter, dollars contributed to the plan by employees are used to purchase shares of C.H. Robinson stock from the company. The employees pay 85 percent of the closing price for our company's stock on the last day of the quarter. The shares are placed into a brokerage account shortly after the end of each quarter and are available for sale by the employees as soon as the shares are in the account.

Eligible employees can set aside up to 10 percent of their compensation but no more than \$10,000 during any calendar year for ESPP purchases. Employees who regularly work more than 20 hours per week become eligible to contribute money to the employee stock purchase plan on the first January 1 or July 1 after one year of continuous service. Eligible employees can change their contribution election on a quarterly basis. The

Discounted Securities Purchases column of the Supplemental All Other Compensation Table lists the company contributions for each of the named executive officers.

#### **Employee Health and Welfare Benefits**

To support our goal to provide competitive compensation and benefits, the company sponsors a number of health and welfare benefit plans for our employees; health, dental, vision; flexible medical and dependent care spending; short term disability and long term disability; life insurance; and holiday and vacation time. Where applicable, plans meet the qualified plan requirements of ERISA and Internal Revenue Code.

#### **Officer-Only Benefit Plans**

C.H. Robinson places a high value on all roles throughout our company and on consistency of culture and management approach. For that reason, we provide our executives and managers with unique perquisites and compensation plans only where doing so is essential to our goal to attract and retain high quality executives and managers. The only executive specific perquisites in 2009 were:

- (1) Annual reimbursement for company approved tax and estate planning services up to \$5,000.

- (2) Executive Life Insurance Policy. This death benefit of one-times annual cash compensation plus \$500,000, not to exceed \$800,000, is only a prerequisite for executives with annual cash compensation of less than \$800,000 since the standard employee benefit is one-times annual cash compensation.
- (3) The company pays withholding taxes for the executive life insurance and executive tax programs described above.
- (4) Eligibility for Non-Qualified Deferred Compensation Plan. This plan allows officers to defer salary or incentive cash awards into the plan. The deferral and distribution elections are designed to meet the requirements of Internal Revenue Code Section 409A so as to defer taxation to the executive until the assets are transferred from the plan to the officer. In addition, this plan holds restricted stock awards made to officers and certain other managers of the company. The restricted shares remain in this plan until delivered to the recipient. Dividends on undelivered performance based restricted awards are paid to the participants through our company's payroll system. Dividends on Mr. Wiehoff's time based restricted award are paid into this plan and used to purchase fully vested shares of company stock which are delivered after termination of employment.
- (5) Effective December, 2008, the company allows personal use of the corporate aircraft by the chief executive officer for up to 30 hours per year provided he reimburses the company at the higher of the appropriate Internal Revenue Service established Standard Industry Fare Level rates or the incremental costs of the personal use. During 2009, Mr. Wiehoff had 2.6 hours of personal use of the corporate aircraft.

The Supplemental All Other Compensation table contains information about each of the officer-only benefits for each of the executive officers named in this proxy.

### **III. Compensation Process**

#### **The Compensation Committee**

The Compensation Committee is responsible for assisting the Board of Directors in:

- (1) Reviewing the performance of the chief executive officer;
- (2) Determining the compensation and benefits for the chief executive officer, chief financial officer, and other named executive officers of the company;
- (3) Reviewing and approving the company's compensation policies and practice; and
- (4) Ensuring appropriate design and administration of the company's incentive compensation, benefit, and stock plans.

The Compensation Committee held four meetings during 2009. The Compensation Committee report on executive compensation is found on page 32 of this Proxy Statement.

#### **Cash Compensation**

Prior to the beginning of each calendar year, our chief executive officer presents to the Compensation Committee his recommendations on cash compensation for the company's executive officers reporting to him, including each of the other named executive officers. Mr. Wiehoff does not make a recommendation on his own compensation. The Compensation Committee determines the chairman and chief executive officer's compensation, as well as approves the compensation for the other named executive officers. Periodically, as part of the compensation design process, the Compensation Committee consults independent experts. In 2005 and 2007, the Compensation Committee engaged Towers Perrin, a nationally recognized and reputable executive compensation consulting firm, to present various compensation surveys to the Compensation Committee in preparation for executive compensation decisions. The surveys included the compensation elements of salary,



incentive compensation, and equity compensation, both separately and combined. The report included general industry surveys, customized surveys of transportation companies done by many compensation consulting firms, and proxy data from trucking, transportation, services, and Minnesota-based companies. Since there is not an evident group of peer companies, these surveys were averaged to determine reference points. Towers Perrin provided the survey data and explained the data and reports to the Committee. The data was used to determine the market reference points for our chief executive officer, chief financial officer, and other executive officers, for consideration when determining their total cash and total direct compensation. We believe that conducting the study every two or three years is sufficient given the compensation philosophy which weighs other factors such as performance, responsibilities, position tenure, and experience more heavily than market comparisons when setting compensation plans.

### **Equity Compensation**

C.H. Robinson has consistently issued equity compensation awards since its initial public offering in October of 1997. Prior to November 2003, the company awarded stock options. There were option grants made on the day of the initial public offering and during each of the first quarters of 1999 through 2003. The strike price for these options was based on the grant date closing market price of the company's stock. The grant date was determined when the company finalized the list of recipients and amount of awards. In addition we made a small number of option grants when hiring experienced people. The strike price for these options was the closing market price of the company's stock on the first date of employment. In 2003 we moved to performance based restricted share and unit awards.

Our chief executive officer presents equity recommendations to the Compensation Committee for our executive officers, excluding himself. A schedule of proposed award values for all other employees is also presented to the Compensation Committee. The Compensation Committee determines the chairman and chief executive officer's equity award value. The Compensation Committee approves the award levels for each of the executive officers and approves the equity to be granted to all other recipients. The grant date of awards for all employees, including the executive officers, is the date of Compensation Committee approval. For grants of restricted shares and restricted units, the fair value is established based on the market price on the date of the grant, discounted for post-vesting holding restrictions. The number of shares granted to executives is determined by dividing the award value by the grant date closing market price of the company's stock, rounded up to the nearest ten shares. For all other participants, the number of shares granted is determined by dividing the award value by the grant date closing market price of the company's stock, rounded up to the nearest share.

## **IV. Named Executive Compensation**

### **Chairman and Chief Executive Officer Performance Evaluation and Compensation**

#### **John P. Wiehoff, President and Chief Executive Officer**

The Compensation Committee annually conducts an evaluation of the chairman and chief executive officer's performance. Based on this evaluation, the Compensation Committee determines base salary, incentive compensation, and equity compensation of the chairman and chief executive officer.

The Compensation Committee set John P. Wiehoff's base salary at \$400,000 in 2007, 2008, and 2009. As described above, base salaries are reviewed but not necessarily adjusted annually. In 2009, Mr. Wiehoff earned non-equity incentive compensation of \$1,322,975 which was paid in cash on January 29, 2010. The amount was calculated based on his annual incentive compensation award, as described in Section II above. Mr. Wiehoff's incentive compensation award awarded compensation for achieving adjusted earnings in certain ranges. The growth in 2009 incentive compensation compared to 2008 was primarily the result of an increase of approximately 2 percent in our company's adjusted pre-tax income in 2009 compared to 2008. The table below shows how Mr. Wiehoff's non-equity incentive compensation would have varied at other levels of 2009 adjusted pre-tax income growth or decline compared to 2008.



## Incentive Compensation and Adjusted Pre-Tax Income Variance: John P. Wiehoff

Year-over-year change in adjusted pre-tax income	-20%	-15%	-10%	-5%	0%	5%	10%	15%	20%
Non-equity incentive compensation	\$ 1,121,174	\$ 1,191,248	\$ 1,240,881	\$ 1,284,748	\$ 1,313,945	\$ 1,356,285	\$ 1,414,679	\$ 1,473,074	\$ 1,531,028

Mr. Wiehoff was granted 120,000 restricted shares during 2005, 101,510 restricted shares during 2008, and 27,470 during 2009 pursuant to the Omnibus Stock Plan. Restricted shares granted in 2005, 2008 and 2009 are in the Deferred Compensation Plan and are available to vest over five calendar years, beginning in 2006, 2009 and 2010, respectively. As described in Section II above, the vesting percentage for each year is equal to the average of the year over-year percentage growth in income from operations and diluted net income per share, plus five percent. Any shares that are unvested at the end of the five years are forfeited back to the company. Restricted shares granted in 2005 vested 35 percent in 2006, 27 percent in 2007, 17 percent in 2008, and 7 percent in 2009 based on this formula. Restricted shares granted in 2008 vested 7 percent in 2009 based on this formula. Mr. Wiehoff was also granted restricted shares in 2003. These shares are in the Deferred Compensation Plan and are fully vested. Based on the same formula, the vesting percentage was 23, 32, and 45 percent respectively for the three vesting years of the 2003 restricted stock award. The award granted in 2009 is eligible to begin vesting in 2010.

**Other Named Executive Officers Performance Evaluation and Compensation**

Each of the other named executive officers is paid the same types of compensation elements as the chairman and chief executive officer. The determination of the other named executive officers' 2009 base salary, incentive compensation award, and equity compensation followed the policies explained above for executive compensation. Each member of this group is evaluated and their compensation is based on a number of different factors including, but not limited to, the following:

- (1) Title, role, and relative experience;
- (2) Tenure in their position;
- (3) Individual performance;
- (4) Financial performance of the company as a whole;
- (5) Financial performance of the branches supervised, where applicable.

**Chad M. Lindbloom, Senior Vice President and Chief Financial Officer**

During 2009, Chad M. Lindbloom's base salary remained the same as in 2008, at \$260,000. As described above, base salaries are reviewed periodically but not necessarily adjusted annually. Mr. Lindbloom elected to receive semi-monthly bonus payments during 2009. He earned non-equity incentive compensation of \$374,380 for 2009; \$130,000 was paid in semi-monthly bonus payments and the balance was paid in cash on January 29, 2010. Mr. Lindbloom's incentive compensation award compensated him for achieving adjusted earnings in certain ranges. The growth in 2009 incentive compensation compared to 2008 was primarily the result of an increase of approximately 2 percent in our company's adjusted earnings in 2009 compared to 2008. The table below shows how Mr. Lindbloom's non-equity incentive compensation would have varied at other levels of 2009 adjusted pre-tax income growth or decline compared to 2008.

## Incentive Compensation and Adjusted Pre-Tax Income Variance: Chad M. Lindbloom

Year-over-year change in adjusted pre-tax income	-20%	-15%	-10%	-5%	0%	5%	10%	15%	20%
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Non-equity incentive compensation	\$ 280,294	\$ 297,812	\$ 320,440	\$ 343,798	\$ 367,156	\$ 390,514	\$ 413,872	\$ 432,922	\$ 450,440
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Mr. Lindbloom was granted 45,000 restricted shares during 2005, 38,290 restricted shares during 2008, and 10,360 during 2009 pursuant to the Omnibus Stock Plan.

**James P. Lemke, Senior Vice President, Produce**

During 2009, James P. Lemke's base salary was \$200,000 which increased from \$175,000 in 2008 to level his base salary with other business line senior vice presidents. Mr. Lemke elected to receive semi-monthly bonus payments during 2009. He earned non-equity incentive compensation of \$492,809 in 2009; \$208,000 was paid in semi-monthly bonus payments and the balance was paid in cash on January 29, 2010. Mr. Lemke's non-equity incentive compensation was based on the adjusted earnings of the branches he supervised. The growth in 2009 incentive compensation compared to 2008 was primarily the result of an increase of approximately 27 percent in the adjusted earnings of the branches he supervised in 2009 compared to 2008. The table below shows how Mr. Lemke's non-equity incentive compensation would have varied at other levels of 2009 adjusted pre-tax income growth or decline of the branches he supervised compared to 2008.

Incentive Compensation and Adjusted Pre-Tax Income Variance: James P. Lemke

**Year-over-year change in adjusted pre-tax income**

	-20%	-15%	-10%	-5%	0%	5%	10%	15%	20%	25%	30%
Non-equity incentive compensation	\$ 382,832	\$ 398,009	\$ 413,186	\$ 426,272	\$ 437,655	\$ 449,038	\$ 460,421	\$ 471,803	\$ 482,124	\$ 489,713	\$ 497,301

Mr. Lemke was granted 35,000 restricted shares during 2005, 38,290 restricted shares during 2008, and 10,360 during 2009 pursuant to the Omnibus Stock Plan.

**James E. Butts, Scott A. Satterlee, and Mark A. Walker, Senior Vice Presidents, Transportation**

During 2009, James E. Butts, Scott A. Satterlee, and Mark A. Walker, each received the same \$200,000 base salary they received in 2008. They each also earned non-equity incentive compensation for 2009 of \$458,389. Mr. Butts and Mr. Satterlee elected to receive a portion of their incentive compensation award as semi-monthly bonus payments during 2009 and received \$220,000 in semi-monthly bonus payments with the balance paid in cash on January 29, 2010. Mr. Walker received his entire incentive compensation award in cash on January 29, 2010. The executives' 2009 non-equity incentive compensation was awarded for achieving adjusted earnings in certain ranges. The 2009 non-equity incentive compensation awards exceeded the 2008 awards because of the growth in adjusted earnings for the group of branches they supervise. Messrs. Butts, Satterlee, and Walker's incentive agreements awarded compensation for achieving adjusted earnings of the branches they supervised in certain ranges. The growth in 2009 incentive compensation compared to 2008 was primarily the result of an increase of approximately 4 percent in the adjusted earnings of the branches they supervised in 2009 compared to 2008. The table below shows how each of their non-equity incentive compensation would have varied at other levels of 2009 adjusted pre-tax income growth or decline of the branches they supervise compared to 2008.

Incentive Compensation and Adjusted Pre-Tax Income Variance: James E. Butts, Scott A. Satterlee, and Mark A. Walker

**Year-over-year change in adjusted pre-tax income**

	-20%	-15%	-10%	-5%	0%	5%	10%	15%	20%
Non-equity incentive compensation	\$ 354,230	\$ 376,369	\$ 398,508	\$ 420,648	\$ 442,787	\$ 464,926	\$ 487,066	\$ 509,205	\$ 531,344

Each of these three named executive officers was granted 45,000 restricted shares during 2005, 38,290 restricted shares during 2008, and 10,360 restricted shares during 2009 pursuant to the Omnibus Stock Plan.

**Section 162(m) Disclosure**

Section 162(m) of the Internal Revenue Code generally limits the corporate deduction for compensation paid to executive officers to \$1.0 million, unless the compensation qualifies as performance-based compensation under the Code. The Committee reviewed the potential consequences for the company of Section 162(m) and believes that this provision did not affect the deductibility of compensation paid to our executive officers in 2009. The adoption by the shareholders at the 2010 Annual Meeting of the 2010 Non-Equity Incentive Plan and the amended and restated Omnibus Stock Plan permits the company to issue compensation that qualifies as performance-based compensation.

**Summary Compensation Table**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Plan-Based Awards			Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total
				(1) Stock Awards (\$)	(2) Option Awards (\$)	(3) Non-Equity Incentive Plan Compensation (\$)			
John P. Wiehoff President and Chief Executive Officer	2009	\$ 400,000	\$ 0	\$ 1,210,054	\$ 362,203	\$ 1,322,975	\$ 0	\$ 26,445	\$ 3,321,677
	2008	400,000	0	4,021,826	0	1,314,197	0	31,566	5,767,589
	2007	400,000	0	0	538,253	1,240,000	0	30,450	2,208,703
Chad M. Lindbloom Senior Vice President and Chief Financial Officer	2009	260,000	0	451,953	21,242	374,380	0	21,407	1,128,982
	2008	260,000	0	1,517,050	182,881	372,099	0	23,946	2,355,976
	2007	260,000	0	0	193,560	328,698	0	27,936	810,194
James P. Lemke Senior Vice President, Produce	2009	200,000	0	451,953	6,555	492,809	0	25,081	1,176,398
	2008	175,000	0	1,517,050	0	463,540	0	31,319	2,186,909
	2007	175,000	0	0	0	428,844	0	30,043	633,887
James E. Butts	2009	200,000	0	451,953					