

**Apco Oil and Gas International Inc.****APAG NASDAQ****Oil / Gas Exploration / Production**

Market Capitalization USD:

**\$2,191.02 mm****CONCERN LEVEL: LOW**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Ralph A. Hill****Age: 52****CEO Since: 2002**

	2009	2010	2011
<b>Base Salary</b>			
<b>Discretionary Bonus</b>			
<b>Annual Cash Incentive</b>			
<b>Benefits and Perquisites</b>			
<b>TOTAL ANNUAL COMPENSATION</b>			
<b>Increase in Post-Retirement Benefits</b>			
<b>Stock Option Awards</b>			
<b>Stock Awards</b>			
<b>TOTAL COMPENSATION</b>			
<b>Median of Other Named Executive Officers Total Compensation</b>			\$333,260
<b>Value Realized on Exercise of Stock Option</b>			
<b>Value Realized on Vesting of Stock</b>			
<b>TOTAL REALIZED EQUITY COMPENSATION</b>			

Proxy Date: 20 Apr 2012

Annual Meeting Date: 31 May 2012

Equity Reserves: 0.00%

Stock Option Run Rate:

# Apco Oil and Gas International Inc.

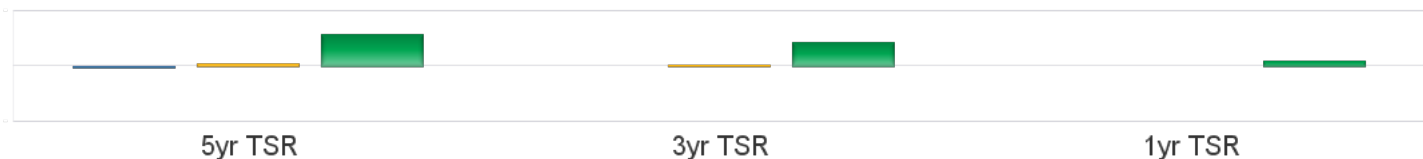
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## Performance Comparison

■ S&P500 ■ Industry ■ APAGF



## Peer Comparisons (TRBC) =Oil / Gas Exploration / Production

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>APAGF</b>	<b>Apco Oil and Gas International Inc.</b>				<b>\$2,191,017,080</b>
COG	Cabot Oil & Gas Corporation	\$5,551,769	\$7,020,780	\$6,484,737	\$6,468,883,158
NFX	Newfield Exploration Company	\$3,917,424	\$5,166,733	\$6,267,293	\$5,343,020,370
KOS	Kosmos Energy Ltd.			\$57,553,715	\$5,164,900,234
QEP	QEP Resources, Inc.		\$7,870,110	\$6,734,362	\$4,777,621,304
XEC	Cimarex Energy Co.	\$4,026,874	\$6,867,540	\$8,605,619	\$4,764,187,932
DNR	Denbury Resources Inc.	\$12,658,955	\$3,849,975	\$3,691,148	\$4,627,028,392

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

NA

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence

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