



**GeoEye, Inc.**


**GEOY NASDAQ**

**Business Support / Supplies**

Market Capitalization USD:

**\$628.96 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: Matthew M. O'Connell**

**Age: 59**

**CEO Since: 2001**

	2009	2010	2011
<b>Base Salary</b>	\$435,485	\$474,808	\$535,192
<b>Discretionary Bonus</b>	\$200,000	\$140,000	\$0
<b>Annual Cash Incentive</b>	\$431,965	\$441,788	\$417,945
<b>Benefits and Perquisites</b>	\$50,440	\$70,026	\$68,749
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,117,890</b>	<b>\$1,126,622</b>	<b>\$1,021,886</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$0	\$0
<b>Stock Option Awards</b>	\$256,207	\$448,597	\$895,947
<b>Stock Awards</b>	\$270,106	\$538,731	\$775,118
<b>TOTAL COMPENSATION</b>	<b>\$1,644,203</b>	<b>\$2,113,950</b>	<b>\$2,692,951</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$761,657	\$1,161,392	\$958,816
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$473,584	\$24,671	\$273,658
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$473,584</b>	<b>\$24,671</b>	<b>\$273,658</b>

**Proxy Date:** 27 Apr 2012

**Annual Meeting Date:** 31 May 2012

**Equity Reserves:** 11.82%

**Stock Option Run Rate:** 0.70%

## Performance Comparison

■ S&P500 ■ Industry ■ GEOY



## Peer Comparisons (TRBC) =Business Support / Supplies

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
<b>GEOY</b>	<b>GeoEye, Inc.</b>	<b>\$1,644,203</b>	<b>\$2,113,950</b>	<b>\$2,692,951</b>	<b>\$628,961,363</b>
ACTG	Acacia Research Corporation	\$789,696	\$1,255,154	\$4,385,488	\$1,543,000,565
FCN	FTI Consulting, Inc.	\$3,851,456	\$3,592,007		\$1,529,647,758
WXS	Wright Express Corporation	\$2,901,346	\$4,239,654	\$2,668,455	\$1,469,943,734
BRC	Brady Corporation	\$1,831,916	\$3,957,797		\$1,395,047,923
WOOF	VCA Antech, Inc.	\$1,861,929	\$5,266,314	\$12,278,595	\$1,383,794,364
DFT	DuPont Fabros Technology, Inc.	\$2,050,529	\$3,002,250	\$3,204,295	\$1,229,551,068

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

AeroVironment, Inc., CoStar Group, Inc., Cubic Corporation, DigitalGlobe, Inc., Neustar, Inc., Trimble Navigation Limited, Tyler Technologies, Inc., ViaSat, Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James M. Simon	Member	64	Male	7	Outside
Joseph M. Ahearn	Member	57	Male	9	Outside
Martin C. Faqa	Member	70	Male	6	Outside