BRUKER CORP
Form DEF 14A
April 14, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

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Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

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Bruker Corporation

(Name of Registrant as Specified In Its Charter)

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BRUKER CORPORATION
40 Manning Road
Billerica, MA 01821
(978) 663-3660

Dear Stockholder:

On behalf of the board of directors and management of Bruker Corporation, I would like to invite you to attend our Annual Meeting of Stockholders to be held on Friday, May 14, 2010 at 9:00 a.m., Local Time, at the offices of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts.

The Notice of Annual Meeting of Stockholders and Proxy Statement, which describe the formal business to be conducted at the meeting, and Proxy Card, accompany this letter. The Company's Annual Report to Stockholders is also enclosed for your information.

All Stockholders are invited to attend the Meeting. To ensure your representation at the Meeting, however, you are urged to vote by proxy by completing, dating and returning the enclosed Proxy Card. A postage-paid envelope is enclosed for that purpose. Regardless of the number of shares you own, your careful consideration of, and vote on, the matters before the Stockholders is important.

I look forward to your participation and thank you for your continued support.

Sincerely,

Frank H. Laukien, Ph.D.
Chairman, President and Chief Executive Officer

BRUKER CORPORATION
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Our Stockholders:

Notice is hereby given that the Annual Meeting of the Stockholders of Bruker Corporation will be held on May 14, 2010, at 9:00 a.m., Local Time, at the offices of Nixon Peabody LLP, 100 Summer Street, Boston, Massachusetts, for the following purposes:

1. To elect the four Class I nominees for director named in the accompanying proxy statement to hold office until the 2013 Annual Meeting of Stockholders.

2. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2010.

3. To approve the Bruker Corporation 2010 Incentive Compensation Plan, as described in the accompanying proxy statement.

4. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The board of directors has fixed the close of business on March 31, 2010 as the record date for the determination of stockholders entitled to notice of and to vote at this Annual Meeting and at any adjournment or postponement thereof.

By order of the board of directors

Frank H. Laukien, Ph.D.
Chairman, President and Chief Executive Officer

Billerica, Massachusetts
April 14, 2010

All stockholders are invited to attend the meeting. Whether or not you plan to attend, you can ensure that your shares are represented at the meeting by promptly voting and submitting your proxy by telephone or by the internet, or by completing, dating and returning the enclosed Proxy Card in the enclosed postage-paid envelope. Your shares cannot be voted unless you vote by telephone or internet, date, sign and return the enclosed Proxy Card, or attend the meeting in person. Regardless of the number of shares you own, your careful consideration of, and vote on, the matters before the stockholders is important. Even if you have given your proxy, you may still vote in person if you attend the meeting. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you will not be permitted to vote in person at the meeting unless you first obtain a proxy issued in your name from the record holder.

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 14, 2010:

This Proxy Statement and the accompanying Annual Report are available via the Internet at: *http://ir.bruker.com*

BRUKER CORPORATION
PROXY STATEMENT

This proxy statement and the enclosed proxy card are furnished in connection with the solicitation of proxies by the board of directors of Bruker Corporation (the "Company") for use at the 2010 Annual Meeting of Stockholders (the "2010 Annual Meeting") to be held on May 14, 2010, at the time and place set forth in the notice of the meeting and at any adjournments thereof. The approximate date on which this proxy statement and form of proxy are first being sent to stockholders is April 14, 2010.

If the enclosed Proxy Card is properly executed and returned, it will be voted in the manner directed by the stockholder. If no instructions are specified with respect to any particular matter to be acted upon, proxies will be voted in favor of such matter. In addition, if other matters come before the meeting, the persons named in the accompanying proxy and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. Any person signing the enclosed form of proxy has the power to revoke it by voting in person at the meeting or by giving written notice of revocation to the Secretary of the Company at any time before the proxy is exercised. Please note, however, that if your shares are held of record by a broker, bank or nominee and you wish to vote at the meeting, you will not be permitted to vote in person unless you first obtain a proxy issued in your name from the record holder.

The holders of a majority in interest of all of the Company's common stock, par value $.01 per share ("Common Stock") issued, outstanding and entitled to vote are required to be present in person or be represented by proxy at the 2010 Annual Meeting in order to constitute a quorum for the transaction of business. Each share of Common Stock outstanding on the record date will be entitled to one vote on all matters. The four candidates for election as directors at the 2010 Annual Meeting who receive the highest number of affirmative votes will be elected.

Because abstentions with respect to any matter are treated as shares present or represented and entitled to vote for the purposes of determining whether that matter has been approved by the stockholders, abstentions have the same effect as negative votes for each proposal other than the election of directors. Broker non-votes will be counted for purposes of determining whether a quorum is present, but will not be counted for purposes of determining whether stockholder approval of any particular matter has been obtained.

The Company will bear the cost of the solicitation. Although it is expected that the solicitation will be primarily by mail, regular employees or representatives of the Company (none of whom will receive any extra compensation for their activities) may also solicit proxies by telephone, telecopier and in person and arrange for brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy materials to their principals at the expense of the Company.

The Company's 2009 Annual Report, including the Company's audited financial statements for the fiscal year ended December 31, 2009, is being mailed to shareholders concurrently with this proxy statement.

The Company's principal executive offices are located at 40 Manning Road, Billerica, Massachusetts 01821, and our telephone number is (978) 663-3660.

RECORD DATE AND VOTING SECURITIES

Only stockholders of record at the close of business on March 31, 2010 are entitled to notice of and to vote at the meeting. On March 31, 2010, the Company had outstanding and entitled to vote 164,660,194 shares of Common Stock. Each outstanding share of Common Stock entitles the record holder to one vote. Broadridge Financial Solutions, Inc. will tabulate all votes that are received prior to the date of the Annual Meeting. The inspector of elections, who will be one of our employees or one of our attorneys, will receive Broadridge's tabulation, tabulate all other votes, and certify the voting results.

CORPORATE INFORMATION

Bruker Corporation was incorporated in Massachusetts as Bruker Federal Systems Corporation. In February 2000, we reincorporated in Delaware as Bruker Daltonics Inc. In July 2003, we merged with Bruker AXS Inc., and we were the surviving corporation in that merger. In connection with that merger, we changed our name to Bruker BioSciences Corporation and formed two operating subsidiaries, Bruker Daltonics and Bruker AXS, into which we transferred substantially all of their respective assets and liabilities, except cash. In July 2006, we acquired Bruker Optics Inc., also a company under common control. In February 2008, we acquired the Bruker BioSpin group of companies, which we sometimes refer to as the Bruker BioSpin Group, also a group of companies under common control. In connection with the Bruker BioSpin acquisition, we changed our name to Bruker Corporation. Our five principal operating divisions are Bruker AXS, Bruker BioSpin, Bruker Daltonics, Bruker Optics, and Bruker Energy & Supercon Technologies, or BEST. Unless otherwise indicated, the financial information presented herein gives effect to the Bruker Optics and Bruker BioSpin acquisitions and, in accordance with generally accepted accounting principles in the United States, is presented as if Bruker Optics and Bruker BioSpin had been a part of Bruker Corporation for all periods described.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

The first proposal on the agenda for the 2010 Annual Meeting is the election of Wolf-Dieter Emmerich, Brenda J. Furlong, Frank H. Laukien and Richard A. Packer to serve as Class I directors for a three-year term beginning at the 2010 Annual Meeting and ending at our 2013 Annual Meeting of Stockholders or until a successor has been duly elected and qualified. The Company's Certificate of Incorporation, as amended, provides that the board of directors shall consist of three classes of directors with overlapping three-year terms. One class of directors is to be elected each year for a three-year term. Directors are assigned to each class in accordance with a resolution or resolutions adopted by the board of directors, each class consisting, as nearly as possible, of one-third the total number of directors. There are currently twelve members of our board of directors, consisting of four Class I directors, four Class II directors and four Class III directors. Additionally, there is one vacancy on our board of directors following the resignation of Collin J. D'Silva, who served as a Class II director until his resignation on March 31, 2010 to become the president of the Chemical Analysis Division of Bruker Daltonics, effective April 1, 2010.

At the 2010 Annual Meeting, four nominees will be elected as Class I directors to serve for a term expiring at the 2013 Annual Meeting of Stockholders. The directors in each of Class II and Class III are serving terms expiring at the Company's Annual Meeting of Stockholders in 2011 and 2012, respectively.

All of the nominees for Class I director, Wolf-Dieter Emmerich, Brenda J. Furlong, Frank H. Laukien and Richard A. Packer, are currently Class I directors. All nominees were approved by our board of directors, including a majority of our independent directors.

Unless marked otherwise, proxies received will be voted **FOR** the election of each of the four nominees specified below. If any such nominee for the office of director is unwilling or unable to serve as a nominee for the office of director at the time of the 2010 Annual Meeting, the proxies may be voted either (1) for a substitute nominee who shall be designated by the present board of directors to fill such vacancy or (2) for the other nominees only, leaving a vacancy. Alternatively, the size of the board of directors may be reduced so that there is no vacancy. The board of directors has no reason to believe that any of the nominees will be unwilling or unable to serve if elected as a director.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF THE NOMINEES LISTED ABOVE.

Certain Information Regarding Directors and Nominees

The biographies of each of the nominees and continuing directors below contain information regarding each person's service as a director, business experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the board of directors to determine that the person should serve as a director of the Company in 2010.

Nominees For Election For a Three-Year Term Expiring at The 2013 Annual Meeting

Wolf-Dieter Emmerich, Ph.D.	Age 70	Director Since 2007

Dr. Emmerich currently serves as a consultant to Erich Netzsch Holding, the parent company of Netzsch Instruments, a developer and manufacturer of high-precision instruments for thermal analysis and thermophysical properties measurement headquartered in Selb, Germany. Netzsch's products are employed in research and quality control in a range of industrial applications. Dr. Emmerich joined Netzsch Instruments Ltd. in 1970. Dr. Emmerich assumed worldwide responsibility for the Analyzing and Testing business unit in 1980 and was appointed to serve on the Executive Board of the Netzsch Group in 1995. He served the Netzsch Group in a variety of capacities until his retirement in 2005. Dr. Emmerich is also currently serving as a director of Bruker Energy & Supercon Technologies, a wholly-owned subsidiary of the Company. Dr. Emmerich currently serves as Chairman of the Advisory Board of the ANALYTICA International Trade Fair, a leading European trade show for companies involved in the analysis, laboratory-technology and life-science sectors, and on the board of the Bayreuth University Society. Dr. Emmerich holds a Physicist degree and a Ph.D. in physics from the University of Erlangen-Nuremberg. Dr. Emmerich brings scientific and technical expertise to the board, as well as extensive international business and management experience in the life-science and analytical tools industries.

Brenda J. Furlong	Age 62	Director Since 2007

From July 2003 to August 2006, Ms. Furlong served as Managing Director and Head of Fixed Income of Columbia Management Group, the primary investment management division of Bank of America Corporation. Prior to joining Columbia Management, Ms. Furlong was with The Hartford Financial Services Group, where she served as Chief Investment Officer and was President of Hartford Investment Management Company from October 1999 to November 2001, and also served as Senior Vice President Capital Planning & Development from November 1996 to September 1999. From 1979 to December 1995, Ms. Furlong was with ITT Sheraton Corporation, where, from May 1988 to December 1995, she served as Vice President and Treasurer. Ms. Furlong is also currently serving as a director of Bruker Energy & Supercon Technologies, a wholly-owned subsidiary of the Company. Ms. Furlong has been a member of the Board of Trustees of the Perkins School for the Blind in Watertown, Massachusetts since 2002. Ms. Furlong holds an M.B.A. from Northeastern University, an M.A. in international studies from American University and a B.A. in political science and sociology from Whittier College. Ms. Furlong brings to the board extensive experience in corporate finance, financial analysis and strategic planning.

Frank H. Laukien, Ph.D. Age 50 Director Since 1991

Dr. Frank H. Laukien has been the Chairman, President and Chief Executive Officer of the Company since the inception of its predecessor company in February 1991. Dr. Frank Laukien also serves as a director of various subsidiaries of the Company. Until February 2010, Frank Laukien also served as Co-Chief Executive Officer of the Bruker BioSpin companies. Dr. Frank Laukien is the brother of Joerg C. Laukien, a director of the Company and an executive officer of Bruker BioSpin, and half-brother of Dirk D. Laukien, a director of the Company and a former executive officer of the Company and various subsidiaries. Dr. Frank Laukien holds a B.S. degree from the Massachusetts Institute of Technology, as well as a Ph.D. in chemical physics from Harvard University. Dr. Frank Laukien became a member of the Dean's Advisory Council of the MIT School of Science in October 2008. Since 2006, Dr. Frank Laukien has served as a trustee of the Rivers School. Dr. Frank Laukien is the Company's largest shareholder and has a long history of leading the growth of the Company. He brings to the board an in-depth knowledge of all aspects of the Company's operations, with extensive executive experience in organizational management, strategic planning, finance and global business development. Dr. Frank Laukien also has the scientific and technical background required for a complete understanding of the Company's key technologies and industry dynamics.

Richard A. Packer Age 52 Director Since 2007

Since November 1999, Mr. Packer has been the Chairman and Chief Executive Officer of ZOLL Medical Corporation, a publicly-traded manufacturer of resuscitation devices and related software solutions. From 1996 until his appointment to Chairman and Chief Executive Officer in 1999, Mr. Packer served as ZOLL's President, Chief Operating Officer and Director. From 1992 to 1996, he served as Vice President of Operations of ZOLL and also served as Chief Financial Officer and Head of North American Sales of ZOLL from 1995 to 1996. Prior to joining ZOLL, Mr. Packer served for five years as Vice President of various functions for Whistler Corporation, a consumer electronics company. Before joining Whistler in 1987, Mr. Packer was a manager with the consulting firm of PRTM/KPMG, specializing in operations of high technology companies. Mr. Packer is the past Chairperson of MassMEDIC, the industry council for Medical Devices in Massachusetts. He currently serves as a board member of the Massachusetts Medical Device Development Center, a University of Massachusetts initiative to incubate medical device companies. Mr. Packer holds an M.B.A. from the Harvard Business School, as well as B.S. and M. Eng. degrees from Rensselaer Polytechnic Institute. Mr. Packer has extensive financial, operations and management experience in the medical devices industry. He also brings to the board significant experience in corporate governance, strategic planning and public company compensation matters.

Directors Continuing in Office Until The 2011 Annual Meeting

Stephen W. Fesik, Ph.D. Age 56 Director Since 2008

Dr. Fesik is currently a Professor in the Department of Biochemistry at Vanderbilt University School of Medicine. He is also a member of the Vanderbilt Ingram Cancer Center, the Institute of Chemical Biology and the Center for Structural Biology. Prior to joining the Vanderbilt faculty in April 2009, Dr. Fesik was the Divisional Vice President of Cancer Research of Abbott Laboratories, a global, broad-based health care company. Dr. Fesik joined Abbott Laboratories in 1983 and served in various research and scientific capacities. From 2003 to 2006, Dr. Fesik served as a member of the Scientific Advisory Board of the Bruker BioSpin Group. In 2003 he was awarded a lifetime achievement award in nuclear magnetic resonance by the Eastern Analytical Society and also was named a Distinguished Research Fellow of Abbott Laboratories' Volwiler Society. Dr. Fesik has received numerous awards for his scientific research and scholarship and currently serves on a number of research and scientific advisory boards. Prior to joining Abbott Laboratories, from 1981 to 1983, Dr. Fesik was a postdoctoral associate at Yale University's Department of Molecular Biophysics and Biochemistry. Dr. Fesik holds a Ph.D. in Medicinal Chemistry from the University of Connecticut. Dr. Fesik brings both scientific and executive expertise to the board, with extensive research and advisory experience across multiple sectors, including various corporate, academic and institute laboratories.

Dirk D. Laukien, Ph.D. Age 46 Director Since 2008

Dr. Dirk Laukien is a Senior Scientific Fellow of the Company. Prior to February 1, 2010, Dr. Dirk Laukien also served as Co-Chief Executive Officer of the worldwide Bruker BioSpin group of companies. Additionally, until November 11, 2009, he served as a Senior Vice President of the Company, President and Chief Executive Officer of Bruker Optics, co-President of Bruker BioSpin Corporation and as a director of various Company subsidiaries. Prior to our acquisition of Bruker Optics in July 2006, he served as President of Bruker Optics Inc. Dr. Dirk Laukien is the half brother of Dr. Frank Laukien, a director of the Company as well as the Company's President and CEO, and Joerg Laukien, a director of the Company and executive officer of Bruker BioSpin. Dr. Dirk Laukien received his B.A. in Physics from Brandeis University and a Ph.D. in Physics from Tufts University. Dr. Dirk Laukien brings both extensive scientific and executive experience to the board, with strong management skills and knowledge of the Company's key technologies and markets.

Richard M. Stein Age 58 Director Since 2000

Mr. Stein has served as the Company's secretary since 2000. Mr. Stein has been a partner with Nixon Peabody LLP, a law firm, or a predecessor entity, Hutchins, Wheeler & Dittmar, since January 1993. Mr. Stein holds a B.A. degree from Brandeis University and a J.D. from Boston College Law School. He has extensive experience in corporate and securities laws and corporate governance matters.

Bernhard Wangler Age 59 Director Since 2000

Mr. Wangler has been a German tax consultant and principal partner with Kanzlei Wangler in Karlsruhe, Germany since July 1983. He has been a Certified Public Accountant in Germany since 1984. Mr. Wangler holds a Master of Economics and Commerce degree and an M.B.A. from the University of Mannheim, Germany. Mr. Wangler has extensive experience in strategic planning and international tax and finance matters.

Directors Continuing In Office Until The 2012 Annual Meeting

Tony W. Keller, Ph.D.	Age 73	Director Since 2008

Dr. Keller currently serves as chairman of the board of Bruker BioSpin AG, president of the board of BioSpin Invest AG, and as a director of Bruker Energy & Supercon Technologies. In addition, Dr. Keller was named honorary chairman of the Bruker BioSpin Group in April 2010, following his retirement from employment on March 31, 2010. From February 2008 through March 2010, Dr. Keller served as Executive Chairman of the Bruker BioSpin Group. Prior to 2008, Dr. Keller was co-CEO of the Bruker BioSpin Group and served in that capacity for more than five years. Dr. Keller also served as a Managing Director of Bruker BioSpin GmbH until his retirement effective December 31, 2007. Dr. Keller joined the Bruker BioSpin Group in 1964 with the establishment of Spectrospin AG by the late Dr. Günther Laukien, and has served the Bruker BioSpin Group in a variety of capacities since that time. Dr. Keller holds honorary doctorates from the Technical University of Berlin and from the University of Queensland. Dr. Keller brings extensive management and executive experience within the Company to the board, as well as deep knowledge of the Company's international operations.

Richard D. Kniss	Age 69	Director Since 2003

Mr. Kniss joined the Company's board of directors in July 2003 in connection with the merger of Bruker Daltonics and Bruker AXS, having served on the Bruker AXS board of directors since June 2001. Mr. Kniss was Senior Vice President and General Manager for Agilent Technologies, Chemical Analysis Group, a producer of gas and liquid chromatographs, mass spectrometers and spectrophotometers, from August 1999 until March 2001. Prior to the spin-off of Agilent from the Hewlett Packard Company, from 1995 to 1999, Mr. Kniss was Vice President and General Manager of the Chemical Analysis Group for Hewlett Packard. From 2004 to 2008, Mr. Kniss served as chairman of the board of directors of AviaraDx, Inc. (formerly Arcturus Bioscience, Inc.), a life-science tools company acquired by Paris-based BioMerieux. Mr. Kniss holds a B.S. from Brown University and an M.B.A. from Stanford University. Mr. Kniss has a strong executive background in the life sciences and analytical instruments industries, as well as experience in corporate governance and public company executive compensation matters.

Joerg C. Laukien	Age 56	Director Since 2005

Mr. Joerg Laukien is the Chief Operating Officer of the Bruker BioSpin companies. Joerg Laukien has been a director and President of Bruker BioSpin MRI, Inc. in Billerica, Massachusetts since 1997, President of Bruker BioSpin MRI GmbH in Ettlingen, Germany since 1998 and President of Bruker Elektronik GmbH in Rheinstetten, Germany since 1991. Joerg Laukien currently serves as a director of each of Bruker BioSpin Corporation and Bruker Energy & Supercon Technologies and a director of Bruker BioSpin s.r.l. in Italy. Joerg Laukien is the brother of Dr. Frank Laukien, the Chairman, President and Chief Executive Officer of the Company and the half-brother of Dr. Dirk Laukien, a director of the Company. Mr. Laukien holds a B.A. from the Verwaltungs- und Wirtschafts-Akademie in Karlsruhe, Germany. Mr. Laukien brings extensive executive experience within the Company to the board, as well as experience in international operations and strategic planning.

William A. Linton Age 62 Director Since 2000

Dr. Linton serves as the lead director of our board of directors. He was appointed lead director in March 2004 by the independent members of the board of directors. As lead director, Dr. Linton performs the usual responsibilities of a lead director including acting as a liaison between management and the board of directors. Dr. Linton has served as the Chairman and Chief Executive Officer of Promega Corporation, a life science supply company, in Madison, Wisconsin since 1978. Dr. Linton received a B.S. degree from University of California, Berkeley in 1970 and an honorary Ph.D. from Hannam University (Korea) in 2004. Dr. Linton has been a Director of the Wisconsin Technology Council since 2001 and serves as a director of ALSSA (Analytical & Life Science Systems Association), an industry association. Dr. Linton brings to the board extensive executive, international operations management, and technical expertise in the life sciences industry, as well as significant experience in strategic planning, corporate governance, and public company executive compensation matters.

BOARD LEADERSHIP STRUCTURE

Under our bylaws, the chairman of the Company's board of directors has the power to preside at all meetings of the Board. Dr. Frank Laukien, our Chief Executive Officer and President, serves as the Chairman of our board of directors and has done so throughout the time we have been a public company. Although the board believes that the combination of the Chairman and Chief Executive Officer roles is appropriate in the current circumstances, the board does not have a fixed policy regarding the separation of the offices of Chairman and Chief Executive Officer. Our board of directors believes that it should have the flexibility to make these determinations at any given point in time in the way that it considers best to provide appropriate leadership for the Company at that time.

The Chief Executive Officer is appointed by our board to manage the Company's daily affairs and operations. Dr. Frank Laukien's extensive industry knowledge and long history of direct involvement in the Company's operations make him best suited to serve as Chairman in order to (i) lead the board in productive discussions on important matters affecting the Company; (ii) create a firm link between management and the board and promote the development and implementation of corporate strategy; (iii) determine necessary and appropriate agenda items for meetings of the board with input from the independent lead director and board committee chairpersons; and (iv) determine and manage the amount of time and information devoted to discussion and analysis of agenda items and other matters that may come before the board. Additionally, his significant equity ownership, at over 23% of the outstanding shares of the Company's common stock, means that he has a close and direct alignment of interests with the interests of our other shareholders.

While we believe that having a unified Chairman and Chief Executive Officer is appropriate and in the best interests of the Company and its shareholders at this time, our board structure also fosters strong oversight by independent directors. Since 2004, an independent lead director has been appointed by the independent directors to ensure an independent leadership contact. The lead director's responsibilities include: (i) consulting with the Chairman regarding agenda items for board meetings; (ii) chairing executive sessions of the independent directors; (iii) calling executive sessions of the independent directors of the board and advising the Chairman and Chief Executive Officer of actions or deliberations at such sessions; (iv) acting as a liaison between the independent directors and the full board, as necessary; and (iv) establishing, in consultation with the Chairman and Chief Executive Officer and any appropriate board committees, procedures to govern the board's work, ensuring that the board of directors is appropriately approving strategy and supervising management's progress. Mr. William Linton has served in the role of lead director since the position was established in 2004. The Chairman and Chief Executive Officer consults periodically with the lead director on governance matters and on issues facing the Company. In addition, the lead director serves as the principal liaison between the Chairman and the independent directors and presides at executive sessions of independent directors at each regularly scheduled in-person board meeting. The board of directors believes that this approach appropriately and effectively complements the Company's combined Chairman and Chief Executive Officer.

BOARD MEETINGS, COMMITTEES AND COMPENSATION

Throughout 2009, our board of directors included thirteen members, seven of whom were independent directors. Effective March 31, 2010, Collin J. D'Silva, who had served as an independent director of the Company since 2000, resigned from his position as a Class II director in order to join the Company as President of the newly-formed Chemical Analysis Division of our Bruker Daltonics operating division. As a result of Mr. D'Silva's departure from the board, there are currently twelve members of our board of directors. Six of the current members of the board of directors, namely Wolf-Dieter Emmerich, Stephen W. Fesik, Brenda J. Furlong, Richard D. Kniss, William A. Linton, and Richard A. Packer, meet the independence requirements of the NASDAQ Stock Market LLC, or NASDAQ, listing standards.

Since Mr. D'Silva's resignation, and until the vacancy created by Mr. D'Silva's departure is filled, our board of directors has not been comprised of a majority of independent directors, as required by NASDAQ. Additionally, as described below under *"Audit Committee"*, Mr. D'Silva resigned from the Audit Committee of our board of directors in March 2010, leaving a vacancy on the Audit Committee. Our board of directors is actively engaged in the process of finding a qualified independent director to fill the openings in our group of Class II directors and on our Audit Committee, and we intend to regain compliance with both the majority independence and audit committee composition requirements within the cure period provided by NASDAQ.

During fiscal year 2009, the board of directors of the Company held seven meetings. Each director attended at least 75 percent of the total number of meetings of the board of directors and board committees of which he or she was a member in 2009. It is the policy of our board of directors that at least two directors, including at least one independent director, attend our Annual Meeting, either in person or by telephonic conference. Three directors attended our 2009 Annual Meeting. As described below, the board of directors has an Audit Committee and a Compensation Committee. The board of directors does not have a Nominating Committee.

Audit Committee. The Audit Committee of the board of directors is currently comprised of Brenda J. Furlong and Richard A. Packer, each of whom satisfy the applicable independence requirements of the rules and regulations of the SEC and NASDAQ. Under these rules, we are required to have an Audit Committee consisting of at least three independent members. Throughout 2009 and until his resignation from the Audit Committee, which was effective March 9, 2010, Collin J. D'Silva served as the third independent member of the Audit Committee. Since Mr. D'Silva's resignation, we have not been in compliance with NASDAQ listing standards relating to audit committee composition requirements. As noted above, our Audit Committee and board of directors is actively engaged in the process of finding a qualified director to fill the vacancy on the Audit Committee. We intend to regain compliance with the audit committee composition requirements no later than September 7, 2010, which is the date on which the 180-day cure period provided by NASDAQ expires. At that time we also expect to be in compliance with the majority independence requirement. The Audit Committee met seven times during the 2009 fiscal year. Ms. Furlong, Chair of the Audit Committee, qualifies as an audit committee financial expert pursuant to applicable SEC rules and regulations.

The Audit Committee provides assistance to the board of directors in fulfilling its legal and fiduciary obligations with respect to matters involving the accounting, auditing, financial reporting and internal control functions of the Company and its subsidiaries. The Audit Committee works extensively with the independent auditors, pre-approves all audit and non-audit services provided to the Company by its independent auditors, reviews the performance of the independent auditors and replaces or terminates the independent auditors when circumstances warrant. The Audit Committee is also charged with establishing and monitoring procedures for (i) the receipt, retention or treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential submission by the Company's employees of concerns regarding questionable accounting or auditing matters. None of the members of the Audit Committee has participated in the preparation of any financial statements of the Company at any time during the last three fiscal years. The Audit Committee's charter is available on the Company's website at http://ir.bruker.com under the "Corporate Governance" section.

Compensation Committee. The Compensation Committee, which is comprised of Wolf-Dieter Emmerich, Stephen W. Fesik and Richard D. Kniss, all of whom meet the independence requirements of the NASDAQ Listing Rules, met three times during the 2009 fiscal year. Mr. Kniss is the Chairman of the Compensation Committee. The Compensation Committee administers (i) the Company's stock option plan; (ii) determines the chief executive officer's salary, bonus, and equity based compensation; (iii) oversees the executive compensation program for the Company's other executive officers; and (iv) determines such compensation, reviews general policy matters relating to compensation and employee benefits and makes recommendations concerning these matters to the board of directors. From time to time, the Company expects that various of its senior executive officers will provide analysis and recommendations to the Compensation Committee on compensation issues, as requested by the Compensation Committee. In particular, the Chief Executive Officer annually evaluates the performance of the Chief Financial Officer and the Chief Operating Officer and makes recommendations to the Compensation Committee regarding the compensation of these executive officers. The Compensation Committee reviews these performance evaluations and recommendations and, if the Committee deems appropriate, adopts the recommendations with little to no change. Our Chief Executive Officer, Chief Financial Officer and the Director of Human Resources may routinely attend meetings of the Compensation Committee to provide information relating to matters the Compensation Committee is considering. The Compensation Committee may, from time to time, meet in executive session without any executive officers present. The Compensation Committee's charter is available on the Company's website at http://ir.bruker.com under the "Corporate Governance" section.

ROLE OF THE BOARD IN RISK OVERSIGHT

Our board of directors considers general oversight of the Company's risk management efforts to be a responsibility of the entire board. The board's role in risk oversight includes receiving regular reports from members of senior management on areas of material risk to the Company, or to the success of a particular project or endeavor under consideration, including operational, financial, legal and regulatory, strategic and reputational risks. The full board of directors, or the Audit Committee in the case of financial and compliance risks that are within the oversight of the Audit Committee, receives these reports from members of management to enable the board or the Audit Committee to understand the Company's risk identification, risk management, and risk mitigation strategies. When a report is evaluated at the Audit Committee level, the chairperson of the Audit Committee subsequently reports on the matter to the full board to ensure coordination of the board's risk oversight activities. Our board of directors also believes that risk management is an integral part of our strategic planning process, which addresses, among other things, the risks and opportunities facing the Company.

COMPENSATION OF DIRECTORS

We pay the non-employee directors of the board a mix of cash and share-based compensation based on the determination of the Compensation Committee. Employee directors, including Dr. Frank Laukien, Dr. Dirk Laukien, Mr. Joerg Laukien and, until his retirement effective March 31, 2010, Dr. Tony Keller, receive compensation only as employees of the Company and receive no additional compensation for service as a director. Directors are reimbursed for reasonable out-of-pocket expenses incurred in attending meetings of the board or committees thereof.

Components of Director Compensation

Cash components for the service of non-employee directors during 2009 were paid according to the following schedule:

Annual Retainer:		
Board Service	$	26,000
Audit Committee Service	$	18,000
Audit Committee Chair	$	10,000
Compensation Committee Service	$	8,000
Compensation Committee Chair	$	5,000
Attendance Fees per Board meeting:	$	1,500

In addition to the cash component, share-based awards are made annually to non-employee directors as a component of their compensation. On January 7, 2009, the Company granted each non-employee director, other than Mr. Richard Stein, an annual equity award consisting of an option to purchase 6,000 shares of common stock. The 2009 option grants vest ratably in annual installments over three years on the anniversary of the grant date, beginning on January 7, 2010. On January 5, 2010, annual equity awards were granted to all non-employee directors other than Mr. Stein. The 2010 grants to non-employee directors again consisted of an option to purchase 6,000 shares of common stock. The 2010 grants vest ratably in annual installments over three years on the anniversary of the grant date, beginning on January 5, 2011.

In 2009, Dr. Frank Laukien, Mr. Joerg Laukien, Dr. Tony Keller and Ms. Brenda Furlong were elected to the board of directors of Bruker Energy & Supercon Technologies, Inc. ("BEST"), a wholly-owned subsidiary of the Company. As an independent director of BEST, Ms. Furlong is entitled to receive $15,000 as an annual retainer and additional compensation of $15,000 per year for service as chair of the audit committee of the BEST board of directors, payable in four equal quarterly installments per annum. For her service as a BEST director and chair of the audit committee, which began in October 2009, Ms. Furlong received a pro-rated portion of the 2009 annual retainer and audit committee compensation, as well as meeting fees of $1,000 per meeting attended. In October 2009, each BEST director was granted an option to purchase 10,000 shares of BEST common stock. Ms. Furlong also was granted an option to purchase 5,000 shares of BEST common stock as chair of the BEST audit committee. The grants vest ratably in annual installments over three years on the anniversary of the grant date, beginning on October 1, 2010.

The following table provides information concerning the compensation paid by us to each of our non-employee directors for the fiscal year ended December 31, 2009. The compensation received by Dr. Frank Laukien and Dr. Dirk Laukien, who each served as executive officers of the Company in 2009, is shown in the 2009 Summary Compensation Table on page 29. The compensation paid to each of Mr. Joerg Laukien and Dr. Tony Keller as employees of the Company is described under the heading "Transactions with Related Persons" beginning on page 32 of this proxy statement.

2009 Director Compensation Table

Name	Fees Earned or Paid in Cash	Option Awards(1)	Total
Collin J. D'Silva	$ 54,500	$ 15,180	$ 69,680
Wolf-Dieter Emmerich	$ 37,833	$ 15,180	$ 53,013
Stephen W. Fesik	$ 43,000	$ 15,180	$ 58,180
Brenda J. Furlong(2)	$ 73,000	$ 52,980	$ 125,980
Richard D. Kniss	$ 42,333	$ 15,180	$ 57,513
William A. Linton	$ 48,000	$ 15,180	$ 63,180
Richard Packer	$ 53,000	$ 15,180	$ 68,180
Richard M. Stein	$ 36,500	$	$ 36,500
Bernhard Wangler	$ 36,500	$ 15,180	$ 51,680

(1) Reported amounts reflect the grant date fair value of stock options granted to each director in 2009, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718. Assumptions used in the calculations of these amounts may be found in Note 2 to our 2009 audited financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on March 12, 2010. The actual amount realized by the director will likely vary based on a number of factors, including our performance, stock price fluctuations and applicable vesting.

As of December 31, 2009, the non-employee directors held the following aggregate unvested restricted stock awards and vested and unvested options to purchase common stock of the Company:

Name	Number of Stock Awards	Number of Vested Options	Number of Unvested Options
Collin J. D'Silva	667	22,230	10,020
Wolf-Dieter Emmerich		3,960	11,040
Stephen W. Fesik		990	8,010
Brenda J. Furlong	334	1,980	10,020(3)
Richard D. Kniss	667	27,730	10,020
William A. Linton	667	27,230	10,020
Richard Packer	334	1,980	10,020
Richard M. Stein		4,750(4)	
Bernhard Wangler		32,190	12,060

(2) Includes cash payments totaling $8,500 and an option award valued at $37,800 for service as a director and audit committee chair of BEST.

(3) In addition to the options reported in the table included in footnote (1) above, Ms. Furlong holds unvested options to purchase 15,000 shares of BEST common stock, which options vest ratably in annual installments over three years on the anniversary of the grant date, beginning on October 1, 2010.

(4) In addition to the options reported in the table included in footnote (1) above, in May 2003 in connection with his service as a board member, Mr. Stein was granted an option to purchase 2,500 shares of common stock, which options are fully vested and held by Nixon Peabody LLP.

DIRECTOR NOMINATIONS

The Company does not have a nominating committee, based on a board determination that full board participation in the nominations process would foster improved corporate governance. On March 3, 2004, the Company adopted a policy by board resolution governing the nomination of directors, according to which the full board of directors approves all nominees for board membership. In some cases, one or more board members may screen potential nominees before presenting them to the full board for consideration. In all cases, a majority of the Company's independent directors must approve the nominees. The qualifications of recommended candidates will be reviewed by at least a majority of the independent directors of the Company, as well as the full board of directors. Stockholders may recommend director candidates for inclusion by the board of directors in the slate of nominees which the board recommends to stockholders for election as described below.

The process followed by the board and independent directors to identify and evaluate potential candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by independent directors and the board. The independent directors and the board are authorized to retain advisers and consultants and to compensate them for their services. The independent directors and the board did not retain any such advisers or consultants for this purpose during fiscal year 2009.

In considering whether to recommend any candidate for inclusion in the board's slate of recommended director nominees, the board and the independent directors apply the criteria which are set forth in a resolution of the board approved and adopted on March 3, 2004.

These criteria include, but are not limited to, the following:

- experience in aspects of business or technology relevant to the Company's business;
- sufficient time available to devote to the affairs of the Company;
- character and integrity;
- ability to represent the best interests of stockholders as a whole rather than special interest groups;
- willingness to participate actively as a board member; and
- communication, decision-making and interpersonal skills.

The board and the independent directors may also consider the following for some of the director nominees:

- experience serving as a director of a public company;
- familiarity with corporate governance issues;
- independence, as determined in accordance with SEC rules and regulations and NASDAQ listing standards;
- experience in running a comparable company or division of a comparable company;
- insight into the Company, its strategy, business model, operations, and financials;

knowledge of industry trends and markets; and

qualification as an "audit committee financial expert" to serve on the Audit Committee in accordance with SEC and NASDAQ definitions.

The board and the independent directors do not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. We believe that the backgrounds and qualifications of the directors, considered as a group, should provide a significant composite mix of experience, knowledge and abilities that will allow the board to fulfill its responsibilities.

Although the Company does not have a specific policy with respect to the nomination of directors by stockholders, the Company will consider nominations made by stockholders. The Company believes that it is not necessary to have a policy for director nominations by stockholders because the board of directors, including the independent directors, is able to effectively locate and evaluate potential candidates for nomination to the board of directors due to the directors' intimate knowledge of the Company and the life science industry. However, stockholders may communicate directly with the board of directors by written communication submitted to Richard M. Stein at the address set forth below under "Stockholder Communications." Mr. Stein shall be primarily responsible for monitoring the communications and providing summaries or copies of such communications to the board of directors as he deems appropriate, and, as described below, will submit communications to the board of directors relating to corporate governance matters and long-term corporate strategy. Stockholders may use this process to suggest potential nominations to the board of directors. Such suggested nominations shall be forwarded to the board of directors and the proposed candidates shall be evaluated using substantially the same process and applying the same criteria as used and applied in evaluating candidates submitted by board members. Nominations must be received by the Company within the timeframe set forth herein under "Time for Submission of Stockholder Proposals."

At the 2010 Annual Meeting, stockholders will be asked to consider the re-election of Wolf-Dieter Emmerich, Brenda J. Furlong, Frank H. Laukien and Richard A. Packer, all of whom are standing for election following a recommendation for nomination by the full board of directors, including the approval of a majority of the Company's independent directors.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of the Company's common stock as of April 5, 2010 by (i) each person who is known by the Company to own beneficially more than 5% of the Company's common stock, (ii) each of our directors, (iii) each named executive officer of the Company, as defined in "Summary of Executive Compensation," and (iv) all directors and executive officers who served as directors or named executive officers as of April 5, 2010 as a group. Unless otherwise noted, the address of each beneficial owner is c/o Bruker Corporation, 40 Manning Road, Billerica, Massachusetts 01821.

Beneficial Owners	**Amount and Nature of Beneficial Ownership(1)**	**Percent of Class(1)**
Named Executive Officers, Directors and Director Nominees		
Frank H. Laukien(2)	38,824,445	23.6%
William J. Knight(3)	228,350	*
Dirk D. Laukien(4)	18,266,147	11.1%
Brian P. Monahan(5)	42,750	*
Joerg C. Laukien(6)	20,490,930	12.4%
Brenda J. Furlong(7)	6,940	*
William A. Linton(8)	55,190	*
Richard M. Stein(9)	10,599	*
Bernhard Wangler(10)	38,190	*
Richard Kniss(11)	54,716	*
Wolf-Dieter Emmerich(12)	7,920	*
Richard A. Packer(13)	9,940	*
Tony W. Keller(14)	33,340	*
Stephen W. Fesik(15)	3,960	*
All executive officers and directors as a group (14 persons)	78,073,417	47.4%

Beneficial Owners	**Amount and Nature of Beneficial Ownership(1)**	**Percent of Class(1)**
5% Beneficial Owners		
Isolde Laukien-Kleiner Silberstreifen 8 D-76287 Rheinstetten Germany	14,047,769	8.5%
FMR LLC(16) 82 Devonshire Street Boston, MA 02109	8,255,525	5.0%

*
Less than one percent

(1)
Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission. In computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to options held by that person that are currently exercisable, or become exercisable within 60 days from the date hereof, are deemed outstanding. However, such shares are not deemed outstanding for purposes of computing the percentage ownership of any other person.

(2)
Includes options to purchase 75,000 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof and 6,650 shares of restricted common stock.

Also includes 2,116,309 shares owned by Robyn Laukien as to which Frank Laukien has voting power.

(3) Includes options to purchase 165,000 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof and 1,670 shares of restricted common stock.

(4) Includes 41,293 shares of common stock held by the Dirk D. Laukien Trust for Leah Laukien, dated June 1, 2000 and 200,000 shares of restricted common stock.

(5) Includes options to purchase 37,750 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof and 1,000 shares of restricted common stock.

(6) Includes options to purchase 11,000 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(7) Includes options to purchase 5,940 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof and 334 shares of restricted common stock.

(8) Includes options to purchase 23,190 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof.

(9) Includes options to purchase 7,250 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof, of which options to purchase 2,500 shares of common stock are held by Nixon Peabody LLP, the law firm at which Mr. Stein is a partner.

(10) Includes options to purchase 35,190 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof.

(11) Includes options to purchase 31,690 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof.

(12) Includes options to purchase 7,920 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof.

(13) Includes options to purchase 5,940 shares of common stock that are currently exercisable, or become exercisable, within 60 days of the date hereof and 334 shares of restricted common stock.

(14) Includes options to purchase 21,575 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof.

(15) Includes options to purchase 3,960 shares of common stock that are currently exercisable, or become exercisable within 60 days of the date hereof.

(16) According to a Schedule 13G filed February 16, 2010, the 8,255,525 shares reported by FMR LLC ("FMR") are owned, or may be deemed to be owned, by FMR. Fidelity Management & Research Company ("Fidelity"), a wholly owned subsidiary of FMR and an investment advisor, is the beneficial owner of 7,915,435 shares as a result of acting as investment advisor to various investment companies. FMR and Edward C. Johnson 3d, Chairman of FMR, through its control of Fidelity and the Fidelity funds ("Funds") each has sole power to dispose of the 7,915,435 shares owned by the Funds. Neither FMR nor Edward C. Johnson 3d, has sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Board of Trustees.

Fidelity carries out the voting of the shares under written guidelines established by the Funds' Board of Trustees. Pyramis Global Advisors Trust Company ("Pyramis"), an indirect wholly owned subsidiary of FMR and a bank, is the beneficial owner of 324,860 shares as a result of serving as an investment manager of institutional accounts owning such shares. Edward C. Johnson 3d and FMR, through its control of Pyramis, each has sole dispositive power over 324,860 shares and sole power to vote or to direct the voting of 304,510 shares owned by the institutional accounts managed by Pyramis. FIL Limited ("FIL"), an investment advisor and a qualified institution, provides investment advisory and management services to non-U.S. investment companies and institutional investors. Partnerships controlled predominantly by the family of Edward C. Johnson 3d, chairman of FMR and FIL, or trusts for their benefit, own approximately 47% of the voting stock of FIL. As such, FMR's beneficial ownership includes 15,230 shares beneficially owned through FIL.

EXECUTIVE OFFICERS

Our executive officers are:

Name	Age	Position
Frank H. Laukien, Ph.D.	50	President, CEO and Chairman
William J. Knight	60	Chief Operating Officer
Brian P. Monahan	38	Chief Financial Officer

Our executive officers are elected by the board of directors and serve until their successors have been duly elected and qualified. Our board of directors has determined that the Company has no other executive officers as of the date of this proxy statement. Until November 2009, in addition to the three currently serving executive officers, Dr. Dirk Laukien served as an executive officer of the Company. Dr. Dirk Laukien stepped down from his management positions at that time to devote more attention to personal interests, but continues to serve the Company as a director and in a part-time role as Senior Scientific Fellow. For biographical information relating to Dr. Frank Laukien, who serves as both an executive officer and a director of the Company, please see "Certain Information Regarding Directors and Nominees" above. Biographical information relating to our non-director executive officers is presented below.

William J. Knight. In November 2009, Mr. Knight was appointed Chief Operating Officer of the Company effective February 1, 2010. Prior to assuming his current role, Mr. Knight served as the Chief Financial Officer from October 2004 until February 2010 and as Treasurer from October 2004 to March 2009. Before joining the Company, Mr. Knight served as Chief Financial Officer of Anika Therapeutics, Inc., a provider of therapeutic products, from 2002 to 2004. He also served as Chief Financial Officer of Zycos, Inc., a developer of DNA-based therapeutic products, from 2000 to 2002, and as Chief Financial Officer of NMT Medical, Inc., a provider of cardiovascular and neurological medical devices, from 1998 to 2000. Mr. Knight is a Certified Public Accountant and holds a B.B.A. in Accounting from the University of Wisconsin.

Brian P. Monahan. In November 2009, Mr. Monahan was appointed Chief Financial Officer of the Company effective February 1, 2010. From March 2009 until assuming his role as Chief Financial Officer, Mr. Monahan served as Chief Accounting Officer and Vice President of Finance. Mr. Monahan joined the Company in April 2004 as Corporate Controller and was appointed Chief Accounting Officer and Vice President of Finance in March 2009. In addition to his corporate responsibilities, Mr. Monahan has served in various financial and operational roles at the Company's Bruker Daltonics division. Before joining the Company, Mr. Monahan served as Manager of Accounting and Financial Reporting at Fisher Scientific International, Inc. from December 2002 through April 2004 and as an audit manager for PricewaterhouseCoopers LLP from July 1999 through December 2002. Mr. Monahan is a Certified Public Accountant and holds a B.S. in Accounting from the University of Massachusetts.

COMPENSATION DISCUSSION AND ANALYSIS

Overview

Our executive compensation program is administered by the Compensation Committee of the board of directors. The Compensation Committee oversees the Company's stock option plan, determines the chief executive officer's salary, bonus, and equity-based compensation, oversees the executive compensation program for our other executive officers, including reviewing and approving the overall values and forms of compensation for the named executive officers listed in the 2009 Summary Compensation Table on page 29 of this proxy statement as well as for other officers of our company, reviews general policy matters relating to compensation and employee benefits and makes recommendations concerning these matters to the board of directors.

Executive Compensation Philosophy

Our key objectives in structuring and determining executive compensation are to:

- attract and retain qualified executive officers;
- motivate existing officers to perform;
- reward outstanding corporate performance;
- align compensation with Bruker Corporation annual and long-term performance goals;
- enhance our profitability; and
- maximize stockholder value.

To achieve these objectives, we have embraced a compensation philosophy that seeks to align compensation with our strategic objectives and reward our executive officers for meeting certain performance goals. Executive compensation is based in part on a pay-for-performance philosophy, through annual incentive bonus awards which emphasize both company and individual performance measures that correlate closely with the achievement of our short and long term performance objectives. To motivate our executive officers, we focus on cash compensation in the form of salary and bonus, a portion of which is tied to the individual's performance, and we augment this cash compensation annually with equity grants. In structuring executive compensation, the Compensation Committee focuses on our goal of long-term enhancement of stockholder value through grants of equity incentive awards with extended vesting schedules.

Components of Executive Compensation

Total compensation is comprised of cash compensation in the form of annual base salary and annual incentive bonus awards, as well as long-term incentive compensation in the form of stock option and restricted stock grants.

The Compensation Committee considers cash compensation data derived from an independent source, Salary.com's CompAnalyst Executive, for a peer group of publicly-traded companies as one input to the compensation-setting process. Although individual pay is driven largely by individual and corporate performance considerations, the peer group data is used as a "market check" to ensure that individual cash compensation levels remain competitive. We selected companies that we consider to be in same or similar industries, broadly similar in revenues and market capitalization, or similar in growth and performance potential. Our management provides input on the peer group, but the Compensation Committee makes the final determination as to composition. The companies that are included in the peer group are reviewed annually by management and the Compensation Committee and can change from year to year as market conditions warrant. In 2009, the peer group selected by the Compensation Committee for evaluating annual base salary and annual incentive bonus awards included:

Affymetrix Inc.	PerkinElmer, Inc.
Agilent Technologies, Inc.	Sequenom, Inc.
Caliper Life Sciences, Inc.	ThermoFisher Scientific, Inc.
Dionex Corporation	Varian, Inc.
Keithley Instruments Inc.	Waters Corporation
Mettler-Toledo International Inc.	

The following tables compare the Company to the selected peer group for certain key metrics. The Compensation Committee considers these quantitative factors, in addition to certain qualitative factors, in assessing the appropriateness of these companies for compensation comparison purposes.

Market Capitalization as of December 31, 2009
(in billions)

Thermo Fisher Scientific Inc.	$ 19.5
Agilent Technologies, Inc.	10.8
Waters Corporation	5.8
Mettler-Toledo International Inc.	3.6
PerkinElmer, Inc.	2.4
Bruker Corporation	**2.0**
Varian, Inc.	1.5
Dionex Corporation	1.3
Affymetrix, Inc.	0.4
Sequenom, Inc.	0.3
Caliper Life Sciences, Inc.	0.1
Keithley Instruments, Inc.	0.1

Revenues for the Most Recently Completed Fiscal Year
(in millions)

Thermo Fisher Scientific Inc.(1)	$ 10,110
Agilent Technologies, Inc.(2)	4,481
PerkinElmer, Inc.(3)	1,812
Mettler-Toledo International Inc.(1)	1,729
Waters Corporation(1)	1,499
Bruker Corporation(1)	**1,115**
Varian, Inc.(4)	807
Dionex Corporation(5)	385
Affymetrix, Inc.(1)	327
Caliper Life Sciences, Inc.(1)	130
Keithley Instruments, Inc.(6)	103
Sequenom, Inc.(1)	38

Growth Rate for the Most Recently Completed Three Year Period

Thermo Fisher Scientific Inc.	39%
Sequenom, Inc.	10
Dionex Corporation	10
Bruker Corporation	**9**
Caliper Life Sciences, Inc.	7
PerkinElmer, Inc.	6
Waters Corporation	5
Mettler-Toledo International Inc.	3
Varian, Inc.	(1)
Affymetrix, Inc.	(3)
Agilent Technologies, Inc.	(3)
Keithley Instruments, Inc.	(13)

Net Income as a Percentage of Revenues for the Most Recently Completed Fiscal Year

Waters Corporation(1)	22%
Dionex Corporation(5)	14
Mettler-Toledo International Inc.(1)	10
Thermo Fisher Scientific Inc.(1)	8
Bruker Corporation(1)	**7**
Varian, Inc.(4)	5
PerkinElmer, Inc.(3)	5
Agilent Technologies, Inc.(2)	(1)
Caliper Life Sciences, Inc.(1)	(6)
Affymetrix, Inc.(1)	(7)
Keithley Instruments, Inc.(6)	(49)
Sequenom, Inc.(1)	(187)

(1) Revenues and net income for the year ended December 31, 2009.

(2) Revenues and net income for the year ended October 31, 2009.

(3) Revenues and net income for the year ended January 3, 2010.

(4) Revenues and net income for the year ended October 2, 2009.

(5) Revenues and net income for the year ended June 30, 2009.

(6) Revenues and net income for the year ended September 30, 2009.

Consistent with our size and financial performance relative to the peer group, the Compensation Committee typically targets combined salary and target bonus compensation at a level not to exceed the median of the peer group.

Annual Base Salary. Base salaries are determined based on a variety of factors, including officers' levels of responsibility, experience and potential, and a comparison of salaries paid to peers within the Company and to those with similar roles at other companies. Base salaries are set at levels that the Compensation Committee believes will allow our Company to attract and retain qualified managers who will enable our company to deliver on its business goals.

Base salaries are reviewed annually and may be adjusted after considering the various factors described above. The Chief Executive Officer makes base salary recommendations to the Compensation Committee for the Chief Operating Officer and the Chief Financial Officer. When setting the base salaries of these executive officers, the Compensation Committee, while considering the

recommendations of the Chief Executive Officer, makes the final determination based on the factors listed above and the executive officer's performance during the previous year. The Compensation Committee also evaluates the performance of and sets the salary for the Chief Executive Officer.

In 2007, the Compensation Committee reviewed peer group salary information and determined that the salaries of the Company's executive officers were each below the median of their peer group comparables. The Compensation Committee therefore approved management's recommendation to phase in base salary increases over a multi-year period commencing in 2008 to raise, as appropriate, each executive officers' salary component of compensation to a more competitive level relative to the peer group. In December 2008, however, as part of a series of cost-reduction initiatives in a deteriorating global economic environment, certain members of our management team, including each of the current executive officers, voluntarily accepted temporary salary reductions, to be effective for our 2009 fiscal year. In November 2009, Mr. Knight and Mr. Monahan were each awarded base salary increases upon being named to their current positions, in recognition of their increased responsibilities.

Annual Cash Incentive Awards. Annual incentive awards in the form of performance-based cash incentive bonuses for the Chief Executive Officer and our other executive officers are based upon management's success in meeting our financial and strategic goals. Typically, specific criteria for these bonuses have been determined based on a combination of qualitative and quantitative measures established each year by the Compensation Committee after consultation with management. The specific individual goals vary for each executive based on their responsibilities and role within our company and may include financial or strategic measures, including, among others, revenue growth, gross profit margin improvement, meeting earnings per share targets, identifying and developing new product and market opportunities and other strategic initiatives. The goals are intended to reward performance which results in our company meeting or exceeding its financial goals. The Compensation Committee also considers the mix of performance goals in order to balance the incentives created to mitigate risks that may be associated with a particular performance goal. In 2009, for example, the executive officers' revenue target goal was combined with both operating margin improvement and EPS goals that emphasized cost reduction as well as top-line performance. Cash incentive bonus awards reflect both the individual's performance compared with his performance goals for the year and the overall performance of our company.

For 2009, our executive officers' quantitative performance goals and associated cash incentive opportunities were established and evaluated based on a range expressed in the form of a threshold, representing the minimum criteria for earning a bonus payment, and a target, representing the level at which 100% of the target bonus would be earned. The threshold for the quantitative component of 2009 incentive awards was set at 80%, meaning that if an executive officer did not achieve at least 80% of a quantitative performance goal then no incentive bonus would be paid to that executive officer for that performance goal. For qualitative goals, a similar threshold did not apply and bonus awards were based on the executive officer's respective relative performance against each of his individual qualitative goals. The Compensation Committee did not set a maximum amount that could be earned in the event that an executive officer exceeded one or more performance goals. As a result, our executive officers had the potential to receive a bonus award in excess of 100% of the allocated target amount for performance that exceeded any of the qualitative or quantitative goals established by the Compensation Committee.

Beginning in 2010, cash incentive bonuses will continue to be linked to the achievement of pre-established performance goals but the payment amounts will be calculated under a revised methodology established by the Compensation Committee. Payments for quantitative goals are to be calculated based on percentage achievement of the quantitative target goal, with no threshold. Payments for qualitative goals will be made in a range of 50% to 100%, with 50% of the target amount payable if the Compensation Committee determines that a qualitative goal was partially achieved, 75% of the target amount payable if the Compensation Committee determines that a qualitative goal was substantially achieved and 100% of the target amount payable if the Compensation Committee determines that a qualitative goal was fully achieved. For example, if an executive officer achieves 30% of a 2010 quantitative performance goal then the 2010 cash incentive bonus will include an amount equal to 30% of the target amount allocated to that goal. If the Compensation Committee determines that the executive officer has made substantial progress toward achieving a 2010 qualitative performance goal then the 2010 cash incentive bonus will include an amount equal to 75% of the target amount allocated to that goal. In order to provide additional motivation to the executive officers, and to reward outstanding corporate performance, the Compensation Committee has not set a maximum amount that can be earned in the event that the executive officers exceed their quantitative goals in the performance-based incentive plans. Bonus awards linked to individual qualitative goals, however, are to be limited to 100% of the target bonus amount allocated to each of those goals. The Compensation Committee may, in their discretion, award cash incentive bonuses above the target level in the event an executive officer delivers exceptional performance.

The Chief Executive Officer is responsible for making recommendations to the Compensation Committee for our company-wide performance goals and the bonus goals and weightings for the Chief Operating Officer and the Chief Financial Officer. The Chief Executive Officer is also responsible for developing and providing a proposal to the Compensation Committee for his own bonus plan and target levels. The Compensation Committee reviews the recommendations of the Chief Executive Officer and determines the final bonus structure and goals for each of these executive officers, including threshold and target bonus levels. After the close of the fiscal year, the Chief Executive Officer provides the Committee with his assessment of the performance of the Chief Operating Officer and the Chief Financial Officer against their respective bonus goals and proposed bonus payout. When determining the bonus payout for the executive officers, the Compensation Committee, while considering the recommendations of the Chief Executive Officer, makes the final determination based on the executive officer's performance, and that of the department which he led during the year relative to the performance-based goals. The determination of the bonus earned is generally made within the first quarter after the end of the fiscal year, allowing time to assess the achievement of the bonus goals. On occasion, additional bonuses in excess of those calculated to have been earned have been given by the Compensation Committee in recognition of exceptional individual performance or contributions to company performance.

For 2009, quantitative company-wide financial performance goals accounted for 70% of the total cash bonus target level for each of Dr. Frank Laukien, Mr. Knight and Mr. Monahan. Performance goals were tied to the Company's key strategic metrics relating to revenues, operating margins, earnings per share and working capital management. For each of these executive officers, individual qualitative goals accounted for the remaining 30%. Specific 2009 cash incentive targets, performance goals and weightings established by the Compensation Committee to measure and reward the performance of these executive officers were as follows:

2009 Cash Incentive Targets

	Target Level	% of Base Salary	% of Total Potential Cash Compensation
Frank H. Laukien	$ 550,000	173%	63%
William J. Knight	$ 140,000	49%	33%
Brian P. Monahan	$ 100,000	56%	36%

Quantitative Goals:
(70% of Target Bonus Potential)

Fiscal 2009 Company Performance Goal	Weighting	2009 Performance	% of Target
$1,028 Million Currency-Adjusted Revenue Target	15%	$ 1,093	106%
1.3% Operating Margin Improvement	25%	1.7%	127%
$0.46 Earnings Per Share, excluding acquisition charges	10%	$ 0.49	107%
6% Reduction of Working Capital Ratio	20%	(2.0)%	

Individual Qualitative Goals:
(30% of Target Bonus Potential)

	2009 Individual Goals	Weighting
Frank H. Laukien	Mission Statement & Strategic Initiatives	10%
	Organizational Development	10%
	Acquisitions and Cost Reduction	10%
William J. Knight	Investor Relations	10%
	Currency Hedging	10%
	Financial Reporting	10%
Brian P. Monahan	Accounting Policies	10%
	Bruker Daltonics Order Bookings	10%
	Reduction of Bruker Daltonics Tax Rate	10%

Based on our financial results for 2009, the Company exceeded three of the four quantitative goals, including goals relating to revenue, operating margin improvement and earnings per share. As shown in the tables above under the heading "Quantitative Goals," these three goals together represented 50% of each executive officer's cash incentive bonus potential. However, there was no improvement in the Company's working capital ratio, which accounted for 20% of each executive officer's cash incentive bonus potential. The Compensation Committee determined that the portion of bonus targets linked to the quantitative goals that were exceeded would be included in bonus awards at levels commensurate to our performance relative to each of those goals, but that no payment would be included for the working capital reduction goal that was not achieved at the threshold level. The Compensation Committee approved awards totaling 84% of cash incentive targets linked to quantitative goals to each of Dr. Frank Laukien, Mr. Knight and Mr. Monahan for relative achievement of the combined Company-wide quantitative financial performance goals in 2009. Total cash incentive bonus payments to our executive officers for 2009 also included amounts awarded for achievement of individual qualitative goals. The individual elements and total cash incentive bonuses awarded to each of our named executive officers for 2009 are described more fully below in this Compensation Discussion and Analysis.

The 2009 bonus plan approved by the Compensation Committee for Dr. Dirk Laukien, who served as an executive officer of the Company until November 2009, was linked to performance of the Company's Bruker Optics and Bruker BioSpin operating segments as he had significant management responsibilities for these segments. His bonus target was set at $200,000, equal to 67% of his 2009 base salary, allocated 40% to Bruker BioSpin quantitative goals and 60% to Bruker Optics quantitative goals. Financial metrics for each of the operating segments included revenue targets, operating ratios, gross margin and working capital ratios. Additionally, the Compensation Committee established specific project-based performance goals for which Dirk Laukien could receive an additional $30,000 bonus incentive award. The Compensation Committee has not yet determined the amount of cash incentive bonus to be awarded to Dirk Laukien for the year ended December 31, 2009.

Long-Term Incentives. Equity incentive compensation in the form of stock options and restricted stock is designed to provide long-term incentives to executive officers and other employees, to encourage the executive officers and other employees to remain with us and to enable recipients to develop and maintain a long-term stock ownership position in the common stock, which in turn motivates the recipient to focus on long-term enhancement in stockholder value. Our Amended and Restated 2000 Stock Option Plan, which expired in February 2010, historically has been the vehicle for the granting of stock options and restricted stock. If approved by shareholders at the 2010 Annual Meeting, the Company's 2010 Incentive Compensation Plan will be the vehicle used for future grants of stock options and restricted stock to our executive officers and other employees. Company management evaluates the efficacy of our long-term incentive compensation on an ongoing basis, and may from time to time provide input and recommendations to the Compensation Committee with regard to the optimal form and extent of equity incentives to be granted to employees, including the executive officers.

While generally granted on an annual basis, all options and restricted stock grants are discretionary and may be granted by the Compensation Committee at any time. Our company has not adopted performance-vesting, meaning that individual vesting is not based upon the achievement of any specific goals or objectives. The Compensation Committee does, however, consider the individual and Company's performance in determining the total and individual equity awards. The Compensation Committee has determined that equity compensation awards to executives and all other employees should be based upon the economic value of the grant award and should be considered part of the overall compensation package in determining award levels. In making specific grants to executives, the Compensation Committee evaluates each executive officer's total equity compensation package. The Compensation Committee generally reviews the option and restricted stock holdings of each of the executive officers as well, including vesting and exercise price and the then current value of such options or restricted stock. We consider long-term equity compensation to be an integral part of a competitive executive compensation package as a way to reinforce the individual's commitment to the Company and an important mechanism to align the interests of management with those of our stockholders. Annual grants are generally made in the first or second quarter of each year. In 2009, the Company awarded stock options to certain of its employees and executive officers as long-term incentive compensation.

Chief Executive Officer 2009 Compensation

In accordance with our pay-for-performance philosophy and to align the interests of the Chief Executive Officer with our shareholders, over 50% of the Chief Executive Officer's compensation is at risk through short-term and long-term incentive programs. This at-risk component includes the annual cash and long-term equity incentive awards which are within the discretion of the Compensation Committee.

Annual Base Salary. Dr. Frank Laukien's base salary, which is subject to annual review and increase by the Compensation Committee, was $318,750 for the year ended December 31, 2009. The 25% salary decrease from the 2008 level of $425,000 reflects a temporary voluntary salary reduction that Dr. Laukien accepted as part of our cost reduction initiatives. For 2010, the Compensation Committee has restored Dr. Laukien's base salary to $425,000. Consistent with our pay-for-performance philosophy, Dr. Laukien's base salary remains below the median salary of Chief Executive Officers of the defined peer group and represents less than half of his potential total cash compensation.

Annual Cash Incentive Award. The Compensation Committee set Dr. Laukien's 2009 target bonus at $550,000. As described above, Dr. Laukien was awarded 84% of the 70% of his target bonus attributable to quantitative goals, or $321,548, for 2009 performance. In determining the amount of Dr. Laukien's total bonus award for 2009, the Compensation Committee also evaluated Dr. Laukien's performance against his individual qualitative goals, which represented 30% of his target bonus potential. The Compensation Committee considered Dr. Laukien's achievements in meeting his organizational development and acquisition-related and cost reduction goals, including his success in integrating concepts of profitable growth and shareholder value into our corporate culture, identifying several strategic acquisition opportunities and driving key cost reduction initiatives, and determined that Dr. Laukien should be awarded 100% of his target bonus linked to these goals. The Compensation Committee also considered progress made with respect to development of various strategic initiatives and determined that Dr. Laukien should be awarded 50% of the target bonus associated with that goal. In recognition of his performance relative to these individual qualitative performance goals, the Compensation Committee awarded Dr. Laukien, in aggregate, 83% of the portion of his target cash incentive bonus attributable to qualitative goals, or $137,500. For 2009, including both quantitative and qualitative factors, Dr. Laukien was awarded a total cash incentive bonus of $459,048, equal to approximately 84% of his total target cash incentive bonus.

Long-Term Incentives. During 2009, the Compensation Committee did not award options or restricted stock to Dr. Laukien.

Other Named Executive Officer 2009 Compensation

In December 2008, as part of our cost-reduction initiatives and to help us better manage our employee-related costs in the challenging global economic environment, certain of our executive officers accepted temporary salary reductions, which were effective for our 2009 fiscal year.

William J. Knight, Chief Operating Officer

Mr. Knight's base salary for 2009 was $288,000, reflecting a voluntary 10% temporary salary reduction from the 2008 base salary level of $320,000. Mr. Knight's base salaries for 2009, 2008 and 2007 were set at levels below the median salaries of Chief Financial Officers of our peer group in order to place greater emphasis on performance-based incentive compensation. In November 2009 Mr. Knight was named Chief Operating Officer, to be effective February 1, 2010. In recognition of the appointment, the Compensation Committee, at the recommendation of the Chief Executive Officer, approved a salary increase for Mr. Knight to $355,000 and an award of options to purchase 50,000 shares of our common stock. For 2010, Mr. Knight's base salary will remain at the current level of $355,000.

Mr. Knight's 2009 bonus target was set at $140,000, equal to his 2008 bonus target. In maintaining Mr. Knight's 2009 bonus target at the 2008 level, the Compensation Committee considered that for 2008 Mr. Knight had received a 65% increase in his cash incentive target in order to bring his total cash compensation closer to the median cash compensation of Chief Financial Officers in the peer group. In approving Mr. Knight's recommended bonus award for 2009 of $132,349, equal to 95% of his total target cash incentive bonus, the Compensation Committee considered his performance against his individual qualitative goals as well as performance against the quantitative company-wide financial performance goals, as described above. In addition to $81,849 awarded for the 70% portion of his total bonus target linked to the quantitative financial performance goals described above, Mr. Knight's bonus award included $50,500, equal to 120% of the portion of his target cash incentive bonus linked to individual qualitative performance goals. The individual qualitative component was recommended to recognize performance that met target expectations in the areas of investor relations and financial reporting and substantially exceeded the target with respect to more effective hedging of foreign currency exposure.

In November 2009, Mr. Knight was granted options to purchase 50,000 shares of our common stock under the Amended and Restated 2000 Stock Option Plan. The options granted to Mr. Knight in 2009 vest annually over five years, with twenty percent vesting each year on the anniversary of the grant.

Brian P. Monahan, Chief Financial Officer

Mr. Monahan's base salary for 2009 was $180,000, reflecting a 10% temporary salary reduction from the 2008 base salary level of $200,000. Mr. Monahan's base salaries for 2009, 2008 and 2007 were set at levels below the median salary of controllers within our peer group in order to place greater emphasis on performance-based incentive compensation. Mr. Monahan was named Vice President of Finance and promoted to Chief Accounting Officer in March 2009. In November 2009, Mr. Monahan was named Chief Financial Officer, to be effective February 1, 2010. In recognition of the appointment and the significant increase in Mr. Monahan's responsibilities as a result of the promotions, the Compensation Committee, at the recommendation of the Chief Executive Officer, approved a salary increase for Mr. Monahan to $275,000 and an award of options to purchase 100,000 shares of our common stock. The options to purchase 100,000 shares of the Company's common stock granted to Mr. Monahan in November 2009 vest annually over five years, with twenty percent vesting each year on the anniversary of the grant. For 2010, Mr. Monahan's base salary will remain at the current level of $275,000.

Mr. Monahan's bonus target for 2009 was set at $100,000, a 67% increase over his 2008 bonus target of $60,000. In recommending the increase in Mr. Monahan's bonus target levels for 2009, the Chief Executive Officer reviewed salaries and bonuses paid to executives in our peer group as well as to employees in comparable positions at our U.S. subsidiaries and affiliates. Based on that review, the Chief Executive Officer and the Compensation Committee determined that Mr. Monahan's aggregate cash compensation potential remained below the peer group median and that it should be increased to a level more comparable to the median of the comparison group, with greater emphasis placed on the at-risk component.

In approving Mr. Monahan's recommended bonus award for 2009 of $168,818, equal to 169% of his total target cash incentive bonus, the Compensation Committee considered his performance against his individual qualitative goals as well as performance against the quantitative company-wide financial performance goals. In addition to $58,463 awarded for the 70% portion of his total bonus target linked to the quantitative financial performance goals described above, Mr. Monahan's bonus award included $110,354, equal to 368% of the portion of his target cash incentive bonus linked to individual qualitative performance goals. The individual component was recommended to recognize success in achieving both an increase in new order bookings at Bruker Daltonics in the Americas that exceeded the business plan goal by over 50% and a reduction in the Bruker Daltonics tax rate to below 30%. In addition to significantly exceeding expectations for these goals, Mr. Monahan also met his performance goal relating to the development of accounting policies.

Dirk D. Laukien

Dr. Dirk Laukien's base salary for 2009 was $300,000, equal to his 2008 base salary. Dr. Dirk Laukien's base salaries for 2009, 2008 and 2007 were below median salaries of executive officers with similar responsibilities within our peer group. Dr. Dirk Laukien resigned from his management positions with the Company in November 2009 and is no longer an executive officer of the Company. He is currently employed by the Company on a part-time basis as Senior Scientific Fellow.

Dr. Dirk Laukien's 2009 bonus target was set at $230,000, with a sliding scale of payout potential based on performance relative to the approved quantitative goals. The Compensation Committee has not yet determined the amount of cash incentive bonus to be awarded to Dirk Laukien for the year ended December 31, 2009.

Dr. Dirk Laukien was not granted long-term equity incentive compensation in 2009.

2010 Cash Incentive Targets

The Company believes that revenue growth and enhanced operating efficiency are critical to our success and will be key drivers of delivering value to our shareholders. The Compensation Committee has determined that the quantitative incentive targets set forth below, to be effective for 2010 through 2012, provide balanced incentives and are an appropriate mix of targets for measuring our executive officers' contributions to achieving the Company's performance goals. Performance of our executive officers will be measured against our business plan goals for these key metrics. Quantitative factors will continue to provide 70% of total cash incentive compensation potential with the remaining 30% allocated to individual qualitative factors.

2010 2012 Incentive Performance Targets

Quantitative Performance Goal	Weighting
Revenue Growth (currency-adjusted)	15%
Gross Margin Improvement	10%
Operating Margin Improvement	15%
Net Income/EPS Improvement	10%
Working Capital Ratio Reduction	20%
Total Quantitative Goal Weighting:	**70%**
Qualitative Goal Weighting:	**30%**

The Compensation Committee has also approved the following target bonus levels and qualitative factors to be evaluated, in conjunction with the quantitative targets described above, to determine our executive officers' cash incentive bonus compensation for 2010.

2010 Cash Incentive Targets

	Target Level	% of Base Salary	% of Total Potential Cash Compensation
Frank H. Laukien	$ 550,000	129%	56%
William J. Knight	$ 150,000	42%	30%
Brian P. Monahan	$ 125,000	45%	31%

2010 Individual Qualitative Goals:

	2010 Individual Qualitative Goals
Frank H. Laukien	Organizational development
	Strategic operational and financing initiatives
William J. Knight	Organizational development
	Strategic information technology and operational initiatives
Brian P. Monahan	Organizational development