

- (3) Reflects the fair value of the annual grant of stock options on the award date (2,845 in 2009) which generally become exercisable six months after grant and expire on the earlier of ten years from the award date or on the fifth anniversary of the date that the director ceases to be a director. The fair values of the option awards were calculated in accordance with U.S. Generally Accepted Accounting Principles (GAAP), and are therefore different than the amount used to calculate the number of options granted to each director under the Nonemployee Director Equity Plan. See Note 9 to the Consolidated Financial Statements contained in the Financial Supplement to this proxy statement for a discussion of the relevant assumptions used to account for these awards. The fair value of the stock option awards for financial reporting purposes will likely vary from the amount the director actually receives based on a number of factors, including stock price fluctuations, timing of exercise, and differences between the valuation assumptions and actual experience. As of December 31, 2009, the number of stock options held by each nonemployee director (all of which have fully vested) were:

Herman Cain	6,391
Gary T. DiCamillo	10,980
Kathleen J. Hempel	11,580
Michael F. Johnston	8,580
William T. Kerr	8,128
Arnold G. Langbo	8,735
Miles L. Marsh	12,780
William D. Perez	–
Paul G. Stern	12,780
Janice D. Stoney	12,780
Michael D. White	7,980

- (4) Whirlpool does not have a non-equity incentive plan for nonemployee directors.
- (5) Whirlpool does not have a pension plan for nonemployee directors and does not pay above-market or preferential rates on non-qualified deferred compensation for nonemployee directors.
- (6) The table below presents an itemized account of “All Other Compensation” provided in 2009 to the nonemployee directors.

Director	Tax Reimbursements (a) (\$)	Life Insurance Premiums (\$)	Charitable Program (b) (\$)	Whirlpool Appliances and Other Benefits (\$)	Total (\$)
Herman Cain	5,577	1,555	–	449	7,581
Gary T. DiCamillo	5,837	1,555	–	3,851	11,243
Kathleen J. Hempel	3,730	1,555	–	449	5,734
Michael F. Johnston	4,314	875	–	2,154	7,343
William T. Kerr	3,294	460	–	449	4,203
Arnold G. Langbo	30,482	518	–	40,311	71,311
Miles L. Marsh	5,577	1,555	–	449	7,581
William D. Perez	282	1	–	449	732
Paul G. Stern	7,294	–	–	11,775	19,069
Janice D. Stoney	14,792	1,555	–	7,420	23,767
Michael D. White	3,920	771	51,170	3,565	59,426

- (a) Tax reimbursements on income imputed to the director for Whirlpool appliances and other benefits received, and life insurance premiums paid on behalf of the director by Whirlpool.