

COMPENSATION COMMITTEE

CHARTER

Adopted February 23, 2004

Organization

There shall be a committee of the Board of Directors to be known as the Compensation Committee. The Compensation Committee shall be comprised of not less than three members of the Board of Directors. The members of the Compensation Committee shall be elected by the Board of Directors at the annual organizational meeting of the Board of Directors and shall serve until their successors shall be duly elected and qualified or until such member's earlier resignation or removal. The members of the Compensation Committee may be removed, with or without cause, by a majority vote of the Board. Unless a Chair is elected by the full Board of Directors, the members of the Compensation Committee may designate a Chair by majority vote of the full Compensation Committee membership. In fulfilling its responsibilities, the Compensation Committee shall be entitled to delegate any or all of its responsibilities to a sub-committee of the Compensation Committee; provided, that any such sub-committee shall have a published charter.

All Compensation Committee members shall be free from any material relationship with the Company, as determined by the Board of Directors in its business judgment. Each member of the Compensation Committee shall otherwise be "independent," as defined by all applicable laws, rules and regulations, and shall qualify as a "non-employee director" as defined under Section 16 of the Securities Exchange Act and as an "outside director" under Section 162(m) of the Internal Revenue Code.

Statement of Policy

The Compensation Committee shall provide assistance to the Board of Directors in fulfilling its responsibilities relating to the compensation of the Company's executives and the administration of the Company's equity-based compensation plans. The Compensation Committee shall also prepare a report to be included in the Company's annual proxy statement, as required by SEC regulations. The Compensation Committee shall report regularly to the Board of Directors: (i) following meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Compensation Committee may deem appropriate.

The Compensation Committee shall have sole authority to retain and terminate any consultants used to assist the Compensation Committee in the evaluation of director, Chief Executive Officer (the "CEO") or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms.

Meetings

The Compensation Committee shall meet as often as its members deem necessary to perform the Compensation Committee's responsibilities. Meetings of the Compensation Committee may be held in person or telephonically.

Responsibilities

In carrying out its responsibilities, the Compensation Committee believes its policies and procedures should remain flexible to enable the Compensation Committee to react to changing conditions and circumstances. The processes set forth below are intended to serve as a guide with the understanding that the Compensation Committee may supplement them as appropriate.

- Review and approval the Company's goals and objectives relevant to CEO compensation and evaluation of the CEO's performance in light of those goals and objectives.
- Review and determination of the base salary, incentive compensation and long-term compensation of the CEO, including determinations relating to the deductibility of compensation under Section 162(m) of the Internal Revenue Code. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.
- Determine or make recommendations to the Board of Directors with respect to non-CEO officers' compensation, incentive-compensation plans and equity-based plans, including determinations relating to the deductibility of compensation under Section 162(m) of the Internal Revenue Code.
- Produce an annual report on executive compensation as required by the SEC to be included in the proxy statement and monitoring the disclosure regarding compensation matters in the proxy statement.
- Administration of the Company's equity based compensation plans, including any grants or determinations under any such plans.
- Performance of a self-evaluation of its performance at least annually to determine whether it is functioning effectively, including a review of the compliance of the Compensation Committee with this Charter.
- Review and reassessment of this Charter periodically, but at least annually, and recommend to the Board of Directors any amendments that the Compensation Committee may deem necessary or advisable.

Disclosure of Charter

This Charter will be made available on the Company's website and otherwise as may be required by applicable law, rule or regulation.