

COMPENSATION COMMITTEE CHARTER

I. PURPOSE

- A. The Compensation Committee (the “Committee”) is established by the Board of Directors (the “Board”) and is responsible to the Board for:
- (i) the establishment of an Executive Compensation Policy and the execution thereof, specifically for the Company’s senior corporate executive personnel;
 - (ii) monitoring compensation actions by management below the executive level;
 - (iii) ensuring the Company’s human resource policies are designed to attract and retain outstanding executive talent and provide for their development;
 - (iv) reviewing the Company’s management development and succession planning status and policies;
 - (v) performing such general oversight and investigative functions related to Company compensation inherent to the responsibilities designated herein; and
 - (vi) overseeing such other matters as the Board deems appropriate and in the best interests of the Company.
- B. The Committee has the authority to obtain advice and assistance from outside legal, accounting, compensation or other advisors as it deems appropriate to perform its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for compensation to any advisors the Committee chooses to engage.
- C. The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section III of this Charter.

II. COMPOSITION AND MEETINGS

- A. The Compensation Committee shall consist of at least three members, all of whom shall be “independent directors,” as that term is defined in Section 303A.02 of the New York Stock Exchange Listed Company Manual, and one of whom shall serve as Chairperson of the Committee.
- B. The members of the Committee shall be elected by the Board annually. If not designated by the Board, the members of the Committee shall

designate the Chairperson by majority vote of the members of the Committee. Committee members may be removed and replaced by, and in the sole discretion of, the Board by majority vote. Simultaneous service on more than one of the Company's committees shall not impair the ability of any director to effectively serve on the Committee.

- C. The Committee shall meet regularly. In addition, the Committee shall hold other meetings at such times and places as it deems appropriate or necessary.
- D. The Committee shall report to the Board following regular meetings, and at such other times as circumstances warrant.
- E. The Corporate Secretary, or a designee thereof, shall record and keep minutes of all Committee meetings.
- F. The Committee may form and delegate authority to subcommittees when and as the Committee deems necessary and appropriate, except as may be otherwise provided by this Charter or specifically prohibited by action of the full Board.

III. DUTIES AND RESPONSIBILITIES

The Committee's basic responsibility is to assure that the senior executives of the Company and its affiliates are compensated effectively in a manner consistent with the stated compensation strategy of the Company, competitive practice, and the requirements of the appropriate regulatory bodies. The Committee shall also be responsible for, and have the authority to, provide instructions to management regarding compensation and benefit levels and benefits for the Company, and to be the administrator of the Company's Stock Award Plan and the Employee Payroll Deduction Stock Purchase Plan. The Committee shall also communicate to stockholders the Company's compensation policies and the reasoning behind such policies as required by the Securities and Exchange Commission. To fulfill its responsibilities and duties, the Committee shall:

- A. Review and access the adequacy of this Charter at least annually and recommend to the Board for approval any necessary amendments as conditions dictate.
- B. Annually review and approve revisions to the Company's compensation and benefits practices, including the methodologies for setting the employee and executive officer salary range structure and annual salary increase guidelines, and compare them, relative to corporate performance, with those of other comparable businesses from annual and multi-year perspectives. The Committee shall provide instructions to management

regarding one or more bonus programs to benefit the employees of the Company including, without limitation, the performance targets, bonus opportunities and level of employees who are eligible for such bonus plans.

- C. Review and approve, at least annually, corporate goals and objectives relevant to CEO compensation, evaluate the performance and leadership of the CEO in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation and the Company's compensation philosophy.
- D. When determining the long-term incentive component of CEO compensation, consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's of comparable companies and the awards given to the Company's CEO in past years.
- E. Review with the CEO his evaluation of the performance of other senior executives and approve all compensation actions affecting the non-CEO senior executives.
- F. Recommend to the Board, for approval of the entire Board, all compensation actions affecting any employees who are also directors of the Company. The Committee may delegate approval of compensation decisions regarding non-executive employees to the CEO.
- G. Determine and approve annually the Company's (and divisions where appropriate) financial goals for annual bonus plans.
- H. Approve, subject where appropriate to submission to stockholders, all new incentive-compensation and equity-related plans.
- I. Review the Company's employee benefit programs and approve changes subject, where appropriate, to shareholder or Board approval.
- J. Review annually with the Board the Company's succession plan, including those plans for emergency succession in cases of the unexpected disability of the CEO.
- K. Produce an annual report on executive compensation for inclusion in the proxy statement as the Compensation Committee Report.
- L. Annually, perform a self-assessment relative to the Committee's purpose, duties and responsibilities outlined herein.

- M. Have such additional duties and responsibilities as may be granted or assigned to the Committee, from time to time, by the Board and/or the Chairperson of the Board, or as designated in any plan documents or documents governing the Company.