

3. The Committee will review, adopt and submit to the Board for its approval (i) any proposed plan or arrangement offering or providing any incentive, retirement or other compensation, benefits or perquisites to one or more of the Company's executive officers (other than any plan or arrangement offering benefits that do not discriminate in scope, terms or operation in favor of executive officers and that are generally available to all salaried employees) and (ii) any significant amendment or change to any such plan or arrangement.

4. The Committee will review, adopt and submit to the Board for its approval (i) any proposed employment, severance or change-in-control contract between the Company and an executive officer or proposed executive officer and (ii) any proposed extension or significant amendment thereto.

5. The Committee will exercise all powers allocated to it under the Company's benefit plans, including the powers to (i) grant stock options and other equity-based awards thereunder and (ii) establish performance goals thereunder and determine whether such goals have been attained. The Committee will also have the authority to delegate responsibility in accordance with the terms and conditions of each such applicable plan.

6. The Committee, in consultation with management, will oversee compliance with regulations governing executive compensation, including Rule 16b-3 and Section 162(m) of the Internal Revenue Code.

7. The Committee will issue executive compensation reports to the Company's shareholders in the manner required under the rules and regulations of the U.S. Securities and Exchange Commission.

8. The Committee will make regular reports to the Board.

9. The Committee will have the sole authority to retain and terminate any compensation consultant retained to assist the Committee in discharging its functions, and may, to the extent it deems necessary or appropriate, retain independent legal, financial or other advisors. The Committee will approve related fees and other retention terms.

10. The Committee will oversee, monitor, review or approve such other employment or compensation-related matters, and will perform such other services, as may be delegated to it from time to time by the Board.

11. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will annually review its own performance.

* * * * *

-
- Originally adopted and approved by the Committee and the Board on February 11, 2003, and February 25, 2003, respectively.
 - Section II amended by the Committee and the Board on May 27, 2003, and May 29, 2003, respectively.

- Sections I, II and IV amended by the Committee and the Board on February 25, 2004.