



Decide with Confidence

Compensation & Benefits Committee Charter

Updated January 31, 2006

Membership and Meetings

Membership

The Committee shall be comprised of no fewer than three members as appointed by the Board of Directors, upon recommendation of the Board Affairs Committee.

Each Committee member shall meet the independence requirements of the New York Stock Exchange, a “non-employee director” within the meaning of Rule 16b-3 issued by the Securities and Exchange Commission (“SEC”), and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended, and any other applicable regulations.

The Board Affairs Committee will recommend the Committee members and a Committee Chair from among its members in accordance with the Company’s Corporate Governance Principles. In recommending candidates, the Committee shall consider such factors as it deems appropriate, including independence, professional experience, outside commitments (*e.g.*, service on other Boards) and particular areas of expertise.

Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Meetings

The Committee shall meet in person or telephonically as frequently as necessary to carry out its responsibilities under this Charter, but in no event less than four times per year.

The Committee Chair shall be responsible for calling the meetings of the Committee, establishing meeting agenda with input from management and supervising the conduct of the meetings. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting.

A majority of the number of appointed Committee members will constitute a quorum for conducting business at a meeting of the Committee.

The Committee may request any officer or other employee of the Company, or any representative of the Company’s legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

Purposes

The Committee discharges the Board's responsibilities relating to compensation of the Company's executive officers. Among other things, the Committee (1) establishes and administers the Company's policies, programs and procedures for compensating its executive officers, (2) has oversight responsibility for the administration of the Company's employee benefits plans and (3) oversees the evaluation of management.

The Committee shall also prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.

Committee Authority and Responsibilities

The authority and responsibilities of the Committee include the following:

Establish Executive Compensation Policies and Programs

The Committee will establish, review, approve, change and revise all compensation arrangements for the Chairman of the Board, CEO and other executive officers of the Company, including salaries, bonus, cash-incentive, perquisites and equity-based incentive compensation.

Without limiting the foregoing, the Committee will review and approve all proposed employment and retention agreements with any executive officer of the Company, as well as severance agreements that provide benefits in excess of those set forth in any severance and termination plans previously approved by the Committee or the Board.

Review and Approve Executive Officer Compensation

The Committee will review and approve, at least annually, corporate goals and objectives relevant to the compensation of the Chairman of the Board, CEO and the other executive officers of the Company. The Committee will evaluate the performance of the Chairman of the Board, CEO and other executive officers in the light of those corporate goals and objectives and set compensation levels based on those evaluations and any other factors as it deems appropriate.

In determining the long-term incentive component of CEO compensation, the Committee should consider the Company's performance, the performance of the CEO and the value of similar incentive awards to the CEOs at comparable companies.

CEO Performance Reviews

The Committee initiates the annual evaluation of the CEO's performance. Feedback from the performance assessment will be delivered to the CEO by the Committee Chair.

Evaluation of Management

At least annually, the Committee, in consultation with the non-management Directors, will oversee an evaluation of management, including CEO succession planning and

management development, which may include consultation on such topics with the CEO.

Recommendation of Incentive Compensation Plans to the Board

The Committee shall recommend to the Board for approval the adoption, rescission and amendment of all

1. cash-incentive compensation and equity-based incentive plans of the Company in which any executive officer of the Company participates, and
2. other equity-based plans of the Company that require the approval of shareholders or otherwise required by law.

Administer Compensation Plans

The Committee will administer the Company's equity-based plans and other plans that contemplate administration by the Committee.

Subject to the terms and conditions of applicable plans the Committee, or a subcommittee thereof, has authority to select the participants under such plans, including the CEO and other executive officers, to determine the awards granted to each of them and the provisions of the awards to be granted, to interpret the plans and awards granted under the plans, to adopt, amend and rescind rules and regulations for the administration of the plans and, generally, to conduct and administer the plans and to make all determinations in connection therewith which may be necessary or advisable.

Employee Benefit Plans

The Committee will provide oversight of the administration for the Company's employee benefits plans, including establishing and monitoring a governance structure, which structure will have responsibility for settlor functions, financial performance of plan assets, compliance with laws and plan fiduciary administrative functions (including identifying the "named fiduciaries" for such plans).

Review Director Compensation

The Committee will review Director compensation levels and practices for determining the form and amount of Director compensation in relation to market practices and trends, and recommend, from time to time, changes in such compensation levels and practices to the Board.

Other Delegated Duties or Responsibilities

The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, or, to the extent otherwise permitted by applicable plans (including employee benefits plans subject to ERISA), laws or regulations (including New York Stock Exchange listing standards), to any other body, individual or management.

The Committee may delegate to the CEO or others, the authority to make limited grants under the Company's equity-based incentive compensation plans to non-executive officers. The Committee will be advised at least annually of actions taken under this delegation authority.

Resources of the Committee

The Committee has the authority to engage independent legal, accounting or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consultants and to any other advisors employed by the Committee.

The Committee will have the sole authority to engage and terminate compensation consultants to assist in the evaluation of Director or executive officer compensation and the sole authority to approve the fees and other retention terms of such compensation consultants.

Reports to the Board

The Committee will make regular reports to the Board.

Charter Reviews

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

Performance Assessment

The Committee will annually review its own performance.

Compensation Committee Report

The Committee, with the assistance of management and any outside advisors the Committee deems appropriate, shall prepare a report for inclusion in the Company's proxy statement relating to the Company's annual meeting of shareholders.

Public Disclosure

Consistent with New York Stock Exchange listing standards, this Charter will be included on the Company's website and will be made available in print, free of charge,

upon request sent to the Company's Corporate Secretary. The Company's annual proxy statement will state that this Charter is available on the Company's website and will be made available in print, free of charge, upon request sent to the Company's Corporate Secretary.