

CHARTER
COMPENSATION AND ORGANIZATION COMMITTEE
FMC BOARD OF DIRECTORS

COMPOSITION

The Compensation and Organization Committee of the Board of Directors shall be comprised of independent members of the Board, one of whom shall be Chairman. The Chairman and the members of the Committee shall be proposed by the Nominating and Board Procedures Committee and elected annually at the organizational meeting of the Board of Directors.

DUTIES AND RESPONSIBILITIES

The Committee shall review and approve executive compensation policies and practices, establish the total compensation for the Chairman-Chief Executive Officer, approve compensation levels of Section 16 officers and all other elected officers, and major changes in the Company's benefit plans.

The Committee shall oversee the evaluation of management in conjunction with its review of executive compensation recommendations.

The Committee shall also review significant organization changes, monitor succession planning, and review and recommend to the Board candidates for officers of the Company. More specifically, the Committee shall:

1. Review the Company's overall compensation philosophy to ensure that the policy appropriately links management interests with those of shareholders and rewards executives for their contributions.
2. Establish the total compensation, including base salary, annual bonus, salary range and long-term incentive awards for the Chairman and Chief Executive Officer and the President, and appraise the performance of the Chairman and the Chief Executive Officer.
3. Approve officers' salaries and any changes in officers' salaries.
4. Approve the total bonus amounts to be paid under the Management Bonus Plan and specific bonuses to the Chairman, Chief Executive Officer and the President.
5. Approve Long Term Incentive Plan terms and conditions and total awards to be made from the Plan, and make any other determinations necessary or advisable in the administration of the Plan.

6. Review and approve major changes in employee benefits programs.
7. Approve revisions in the national exempt salary structure and annual U.S. merit fund budgets.
8. Review, as needed with an independent consultant, executive compensation matters and significant issues that relate to executive compensation.
9. Review organization changes and restructuring that have significant Company and business impact.
10. Prepare for full Board of Directors' review and approval of succession plans for the Chairman, Chief Executive Officer, President and executive positions.
11. Review management's recommendations for officers of the Company and recommend officer candidates to the Board of Directors for their approval.
12. Adopt emergency procedures for management succession in the event of unexpected disability of the Chief Executive Officer or other senior executives.
13. Conduct an annual self-assessment.

PROCEDURES

The Committee shall meet as scheduled by the Committee Chairman. Meetings will be with members of the FMC management and with representatives of independent consultants at the request of the Committee.

The Committee may retain or meet privately with independent consultants and be free to talk directly and independently with any members of management in discharging its responsibilities.

The Chairman of the Committee will report the Committee's deliberations and conclusions to the Board of Directors and the Committee will review its evaluation of the performance of the CEO and its salary and incentive payment recommendations with the Board of Directors in executive session.

The Committee will be assisted by the Vice President, Human Resources, who will serve as Executive Secretary to the Committee.

October 20, 2005