

HUMAN RESOURCE AND COMPENSATION COMMITTEE CHARTER

1. *Members.* The Board of Directors (the "Board") shall appoint a Human Resource and Compensation Committee of at least three members, consisting entirely of "independent" directors of the Board, and shall designate one member as Chair. For purposes hereof, "independent" shall mean a director who meets both the New York Stock Exchange definition of "independence" as determined by the Board in its business judgment and satisfies the Guidelines for Determining Independence of its Members adopted by the Board. Additionally, members of the Human Resource and Compensation Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

2. *Purpose, Duties and Responsibilities.* The Human Resource and Compensation Committee shall review and approve corporate goals and objectives relevant to Chairman and Chief Executive Officer compensation, evaluate the performance of the Chairman and Chief Executive Officer in light of these goals and objectives, and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the compensation of the Chairman and Chief Executive Officer based on this evaluation; make recommendations to the Board with respect to non-Chairman and Chief Executive Officer compensation, incentive-compensation plans and equity-based plans; and produce a committee report on executive compensation as required by the SEC to be included in the Company's Annual Proxy Statement or Annual Report on Form 10-K filed with the SEC. In addition the Human Resource and Compensation Committee shall review and report to the Board on the Company's key strategic and operational human resource issues and succession planning processes. The Human Resource and Compensation Committee shall have the authority and responsibility to:

(i) Review and recommend to the Board the establishment of the compensation policy for executive officers of the Company, and such other officers of the Company as directed by the Board.

(ii) Review and recommend to the Board the establishment of the criteria by which bonuses to the Company's employees are determined, including under the Company's Incentive Plan for Officers and Key Managers.

(iii) Annually evaluate the performance of the Chairman and Chief Executive Officer and determine the compensation of the Chairman and Chief Executive Officer.

(iv) Determine and approve the long-term incentive component of the Chairman and Chief Executive Officer's compensation considering the Company's performance and relative shareholder return, the value of similar incentive awards to Chairman and Chief Executive Officers at comparable companies and awards given to the Company's Chairman and Chief Executive Officer in past years.

(v) Review and recommend to the Board the Human Resource and Compensation Committee member qualifications, Human Resource and Compensation Committee member appointment and removal and Human Resource and Compensation Committee structure and operations (including authority to delegate to subcommittees).

(vi) Approve after consultation with the Chairman and Chief Executive Officer the compensation of all other executive officers annually.

(vii) Approve any employment and severance agreements between the Company and the executive officers of the Company.

(viii) Administer the Company's 1989 Employee Stock Purchase Plan, Global Employee Stock Purchase Plan, 1999 Stock Incentive Plan and such other stock option or equity participation plans as may be adopted by the shareholders or the Board of Directors from time to time within the authority delegated by the Board of Directors.

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(ix) Review and recommend to the Board all major compensation or benefit programs involving commitments beyond one year (e.g., pension, profit-sharing, etc.).

(x) Review and report to the Board on the Company's key strategic and operational human resource issues and programs and review Company succession plans for Officers and Key Managers.

(xi) Report Human Resource and Compensation Committee actions to the Board of Directors.

(xii) Delegate any of its authorities or responsibilities to officers of the Company or other key Company management personnel on any of the above matters as the Human Resource and Compensation Committee may from time to time deem appropriate, except that the Human Resource and Compensation Committee may not delegate its authorities or responsibilities under items 2(iii) and 2(iv) above.

(xiii) Consult with and seek advice from appropriate management personnel, and to exercise its authority (including the sole authority with regard to any compensation consultant retained to assist in the evaluation of the Chairman and Chief Executive Officer or senior executive compensation) to retain, consult with and terminate any outside consultants, auditors, actuaries, investment managers or attorneys and to approve their fees and other retention terms, on any of the above matters, as the Human Resource and Compensation Committee may from time to time deem appropriate.

(xiv) Review periodically with the Chairman and Chief Executive Officer the succession plans relating to the positions held by executive officers of the Company (other than the Chairman and the Chief Executive Officer), and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

(xv) Appoint one or more subcommittees composed of one or more directors and delegate any of its authorities or responsibilities to such subcommittees, on any of the above matters, as the Human Resource and Compensation Committee may from time to time deem appropriate.

(xvi) Annually evaluate the performance of the Human Resource and Compensation Committee and the adequacy of the Human Resource and Compensation Committee Charter.

(xvii) Perform such other duties and responsibilities as may be assigned to the Human Resource and Compensation Committee from time to time by the Board of Directors and/or the Chairman and Chief Executive Officer or as designated in plan documents.

3. *Meetings.* The Human Resource and Compensation Committee shall meet as often as it deems necessary or appropriate in its judgment but not less than two times per year, either in person or telephonically, and at such times and places as the Human Resource and Compensation Committee determines. The Human Resource and Compensation Committee shall report to the full Board with respect to each meeting and shall make such reports to shareholders as are required by applicable regulations or as deemed advisable in the Human Resource and Compensation Committee's judgment. The majority of the members of the Human Resource and Compensation Committee shall constitute a quorum.