

COMPENSATION AND PENSION COMMITTEE CHARTER

I. Mission Statement

- Assure a competitive executive compensation program in order to attract and retain qualified executives and to provide incentives to management for the attainment of the Corporation's goals and objectives.
- Periodically review and approve the structure of the Corporation's employee pension plan, Corporation-provided 401(k) savings plan and employee stock purchase plan. Included in this review are the pension asset allocation strategy and investment performance.

II. Committee Membership

- Committee member qualifications and Committee member appointment and removal shall be determined from time to time by the Board after receiving the recommendations of the Corporate Governance and Public Policy Committee of the Board.

III. Responsibilities

Except as specifically authorized by the Board, the Committee shall perform, or shall delegate to a subcommittee to perform, the following functions:

- Review and approve the compensation of officers, including that of the Chief Executive Officer, of the Corporation, taking into consideration the Corporation's goals and objectives, performance in light of those goals and objectives, and procedures with respect to compensation and such other factors as may, in the Committee's discretion, be appropriate.
- The Committee shall have sole authority to retain compensation consultants to advise the Committee, including sole authority to approve the fees, terms, and conditions of such retention.
- Review stock option grants and other equity-based awards, including Long-Term Incentive Plan awards, and approve awards to officers, under the Corporation's stock plans.
- Review and approve the performance criteria, target awards for executive officers, payout criteria and like items for short-term and long-term incentive compensation plans of the Corporation.

- Review and approve incentive compensation payments to officers, senior managers and employees of the Corporation under the Corporation's incentive compensation plans.
- Review and approve special bonuses and/or other awards to individual officers on a case-by-case basis for outstanding performance.
- Review and approve, and recommend to the full Board for approval where required, any proposed new or modified compensation, incentive compensation, equity-based or deferred compensation plan.
- Review and approve the strategy for investing pension plan assets. Periodically review investment performance.
- Review and approve the terms of all employment agreements and change in control agreements for selected officers.
- Prepare reports to stockholders on compensation matters which are required by the Securities and Exchange Commission, the New York Stock Exchange and other governmental or regulatory bodies.
- Evaluate the performance of the Committee on an annual basis.
- Review and reassess the adequacy of the Committee's charter on an annual basis and, if necessary, recommend changes to the Corporate Governance and Public Policy Committee.