

COMPENSATION COMMITTEE CHARTER



A. Purpose

The purpose of the Committee shall be to execute the Board's overall responsibilities relating to compensation of directors and officers of the Company and to administer the Company's compensation plans.

B. Membership and Qualifications

1. The Committee shall consist of three (3) or more directors.
2. Each member of the Committee shall, following the Company's 2004 annual meeting of stockholders, be "independent" as determined by the Board according to all applicable independence requirements under law or regulation.

C. Authority and Responsibilities

To carry out its purpose, the Committee shall have the following authority and responsibilities:

1. **Compensation strategy.** The Committee shall review the Company's overall compensation strategy.
2. **Chief executive officer compensation.** The Committee shall review and approve annually the corporate goals and objectives regarding compensation of the Company's chief executive officer. The Committee shall determine the compensation of the chief executive officer, based on the Committee's review of market survey data and the Board's evaluation of the chief executive officer's performance in light of the established corporate goals and objectives.
3. **Compensation of other officers.** The Committee shall oversee the Company's process for evaluating the performance of the Company's other officers at the level of vice president and above. The Committee shall review and approve the compensation of such officers, including base salary, incentive compensation and bonuses, equity compensation and any employee benefits not available to other corporate employees generally.

4. **Compensation of directors.** The Committee shall make recommendations to the Nominating and Corporate Governance Committee from time to time with respect to the Company's director compensation and benefits.

5. **Compensation plans.** The Committee shall approve and recommend to the Board each of the Company's incentive compensation, equity compensation and deferred compensation plans. Unless otherwise required by the Board or by law or regulation, the Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.

6. **Employment agreements.** The Committee shall review and recommend to the Board any employment or post-employment agreement between the Company or its subsidiaries and any officer of the Company or its subsidiaries.

7. **Proxy statement report.** The Committee shall provide a report of the Committee required by Securities and Exchange Commission rules to be included in the proxy statement for each annual meeting of the Company's stockholders.

8. **Outside advisors.** The Committee shall have the authority to retain such compensation consultants, outside counsel and other advisors as the Committee deems appropriate to assist in discharging its responsibilities.

9. **Reports to the Board.** The Committee shall report to the Board the results of its deliberations and activities.

10. **Charter.** The Committee shall review at least annually the adequacy of this charter and recommend any desired changes to the Nominating and Corporate Governance Committee for approval and further recommendation to the Board.

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