

Compensation Committee

The Compensation Committee of the Board of Directors assists the Board in fulfilling its oversight responsibilities relating to officer and director compensation. Specifically, the Committee is authorized to review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of these goals and objectives and, subject to contractual commitments, determine and approve the CEO's compensation. The Committee also administers the Company's stock option plans.

Compensation Committee Charter

PURPOSE

The Compensation Committee (the "Committee") shall discharge the responsibilities of the Board of Directors (the "Board") in (i) determining appropriate compensation levels for the Company's executive officers; (ii) evaluating officer and director compensation plans, policies and programs; (iii) reviewing benefit plans for officers and employees; and (iv) producing an annual report on executive compensation for inclusion in the proxy statement. In addition to other subcommittees as provided below, the Committee is authorized to establish a Stock Option Committee consisting of two or more members of the Committee. The Stock Option Committee will be authorized to take all action specified herein with respect to the Company's stock option and other equity based plans.

COMMITTEE MEMBERSHIP

The Committee shall be comprised of two or more members of the Board of Directors, each of whom is determined by the Board of Directors to be "independent" in accordance with the rules of the New York Stock Exchange, Inc. In addition, no director may serve on the Stock Option Committee unless he or she (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The members of the Committee shall be appointed by the Board of Directors and continue to be members until their successors are elected and qualified or until their earlier resignation or removal. Members of the Stock Option Committee will be selected by the members of the Committee. Any member of the Committee may be removed, with or without cause, by the Board of Directors at any time.

The Board of Directors may appoint one member to be the Chairman. If the Board fails to appoint a Chairman, the members of the Committee shall elect a Chairman by majority vote of all members. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

COMMITTEE MEETINGS; ACTION BY THE COMMITTEE

The Committee shall have regular meetings on an annual basis, or more frequently as circumstances dictate. Any member of the Committee may call a special meeting of the Committee. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

The Committee shall also meet separately, on at least an annual basis, with the CEO and any other corporate officers as the Committee deems appropriate to discuss and review the performance criteria and compensation levels of key executives. Such meetings with management shall be in addition to the regular meetings of the Committee.

In addition to the Stock Option Committee, the Committee may form and delegate any of its other responsibilities to a subcommittee so long as such subcommittee is solely comprised of members of the Committee. The requirements for action by any subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

RESPONSIBILITIES AND AUTHORITY

The responsibilities of the Committee are set forth below. The Committee shall also carry out any other responsibilities assigned to it by the Board of Directors from time to time.

In fulfilling its responsibilities, the Committee is empowered to investigate any matter brought to its attention. The Committee has the power to retain outside counsel or other advisors for this purpose and will receive adequate funding from the Company to engage such advisors. The Committee shall have the direct responsibility for the appointment, termination, compensation and oversight of any compensation and benefit consultants retained by the Company in respect of executive compensation and shall have sole authority to negotiate and approve such consultant's fees and terms of engagement.

Compensation Arrangements

1. Establish and review the overall compensation philosophy of the Company.

2. Review and approve corporate goals and objectives relevant to CEO and other executive officers' compensation, including annual performance objectives.
3. Evaluate the CEO's and other executive officers' performance against those corporate goals and objectives, and determine the compensation level for each such person based on this evaluation.
4. Review on a periodic basis the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s) and recommend any appropriate modifications.
5. Review and recommend to the Board for approval new executive compensation programs.
6. Review and recommend to the Board for approval any changes in employee pension programs, and review broadly employee salary levels and ranges and employee fringe benefits.
7. Review and approve all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's shareholders.
8. Review and recommend to the Board for approval any changes in incentive compensation plans and equity-based compensation plans.
9. Grant awards of shares or share options pursuant to the Company's equity-based plans.

Reports

10. Prepare an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulation of the NYSE, SEC and other applicable regulatory bodies.
11. The Committee should report regularly to the Board of Directors following each meeting, which reports shall include any recommendations the Committee deems appropriate and any other matters that are relevant to the fulfillment of the Committee's responsibilities. The report to the Board of Directors may be an oral report and may be made at any meeting of the Board of Directors.
12. Maintain minutes or other records of meetings and activities of the Committee.

Annual Self-Evaluation

In addition, the Committee shall conduct an annual self-evaluation of the performance of the Committee, including the effectiveness and compliance with the Charter of the Committee. In addition, the Committee shall annually review and reassess the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable.