

HUMAN RESOURCES COMMITTEE

CHARTER

(amended and restated through October 2005)

- I. Composition of the Human Resources Committee: The Committee shall be comprised of at least three directors appointed by the Board of Directors, each of whom satisfies the applicable membership requirements under the rules of the New York Stock Exchange, Inc. and the U.S. Securities and Exchange Commission, as such requirements are interpreted by the Board of Directors in its business judgment.
- II. Purposes of the Human Resources Committee: The primary purposes of the Human Resources Committee are to (a) establish the Company's overall compensation strategy, (b) establish the compensation of the Company's Chief Executive Officer, other senior officers and key management employees and (c) make recommendations regarding and approve amendments to and terminations of the Company's employee benefit plans. The Committee's goal is to enable the Company to attract, retain and motivate highly qualified management and provide that management total compensation is reasonable in light of the Company's objectives, compensation for similar personnel in other companies, and other relevant factors.
- III. Meetings of the Human Resources Committee: The Human Resources Committee shall meet at times necessary to perform the duties and functions set forth in Article IV. The Committee may request any officer or employee of the Company, or any advisor or professional engaged by the Company, to attend any of its meetings.

The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Responsibility & Governance Committee and shall serve for such terms as the Board may determine, or until their earlier resignation, death or removal by the Board. The Board shall designate one member of the Committee to serve as its chairperson. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company's bylaws. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by written consent. Each member of the Committee shall have one vote. One-third of the members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

- IV. Duties and Powers of the Human Resources Committee: The Committee shall perform the following duties and functions:

- A. Review from time to time and approve the Company's stated compensation strategy to provide that management is rewarded appropriately and that executive compensation supports the Company's objectives.
- B. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate performance in light of those goals and objectives, and determine the salary, bonus, and other benefits of the Chief Executive Officer based on this evaluation.
- C. Review performance standards and determine salary, bonus and other benefits under compensation programs for such officers and key management employees as the Committee deems appropriate.
- D. Make recommendations to the Board regarding any proposed new employee benefit plan.
- E. Approve amendments to and terminations of the employee benefit plans sponsored by the Company or any of its subsidiaries (other than any such plan pursuant to which equity awards may be made to employees). The Committee hereby delegates to each of the Chief Executive Officer, the Chief Financial Officer, the Secretary of the Company and the General Counsel, individually, the power to approve any amendment or termination of any such plan sponsored by any subsidiary. The Committee hereby additionally delegates to such officers, individually, the power to approve any amendment of any such plan sponsored by the Company, but only if, in the reasonable opinion of such officer, such amendment does not increase the cost to the Company of or the benefits in the aggregate under such plan, in each case, in any material respect.
- F. Make recommendations to the Board regarding the stock incentive plans and any amendments to such plans that may be advisable or appropriate.
- G. Cause management to report on the retirement and welfare plans of the Company and its affiliates with respect to any matter the Committee considers helpful in exercising its power as plan sponsor, including (i) the Company's financial reporting obligations with respect to retirement and welfare plans, (ii) the funding requirements of such plans, (iii) any other matters related to such plans that potentially expose the Company to significant financial liability and (iv) the powers to adopt, amend and terminate the plans.
- H. Recommend to the Board candidates for election as senior officers, and update the Board from time to time on any search, whether internal or external, for the position of Chief Executive Officer.
- I. Prepare a report on compensation to be included in the Company's annual proxy statement in such form as required by regulations of the Securities and Exchange Commission.

- J. Maintain minutes and records of, and report to the full Board on a regular basis the results of its deliberations and exercise of its duties and functions.
 - K. Review annually the performance of the Human Resources Committee.
 - L. Review annually this Charter and recommend any proposed changes to the Board of Directors.
- V. Resources and Authority of the Human Resources Committee: The Human Resources Committee shall have the resources and authority appropriate to discharge its responsibilities including the sole authority to engage counsel and other experts or consultants in matters related to the compensation of the Chief Executive Officer and other executive officers of the Company.
- VI. General: In performing their responsibilities, members of the Human Resources Committee are entitled to rely in good faith on information, opinions, reports or other materials prepared or presented by:
- A. One or more members of management or other employees of the Company whom the Committee members believes to be reliable and competent as to the matters involved;
 - B. Legal counsel, independent auditors or other third parties as to matters which, in the reasonable opinion of the Committee members, are within the professional or expert competence of such third party; and
 - C. Another committee of the Board as to matters within the purview of such committee which, in the reasonable opinion of the Committee members, merit confidence.