



Compensation Committee Charter

As Approved by the Board of Directors

Revised January 18, 2006

Organization:

The Board of Directors shall have a Compensation Committee (the "Committee") composed of no less than two and no more than five members of the Board of Directors, all of whom shall (1) meet the "independence" requirements of The Nasdaq Stock Market and/or any other applicable regulatory authority and (2) qualify as "outside directors" under Section 162(m) of the Internal Revenue Code. Members shall be appointed to the Committee by the Board of Directors (at the recommendation of the Governance Committee), and shall serve on the Committee until the earlier of the termination of their service as a director of the Corporation or the election and qualification of their successor.

The Board of Directors (at the recommendation of the Governance Committee) shall appoint a Chairperson. The Chairperson shall be responsible for reporting to the Board the activities and recommendations of the Committee.

The Committee may form, and delegate authority to, subcommittees when appropriate.

Purpose:

The Committee shall provide assistance to the Board in fulfilling its responsibility to stockholders by ensuring that executive officers and directors are compensated fairly, have adequate performance incentives, are competitively rewarded on the basis of the individual's, business unit's and the Corporation's performance, in accordance with the Corporation's compensation philosophy and policies. The Committee shall produce an annual report for inclusion in the Corporation's proxy statement on executive compensation.

The Committee may be assisted from time to time by various members of the Corporation's staff and shall consult with the CEO, the senior executive of human resources, and members of senior management as necessary. The Compensation Committee may, at the discretion of its chair, retain and have direct access to outside consultants to assist in determining and establishing policies and may authorize independent studies of corporate compensation and benefits of comparable companies

Responsibilities:

The Committee shall:

- Assist the Corporation in defining a total executive compensation policy that supports the Corporation's overall strategy and objectives, attracts and retains key executives, links total compensation to financial performance as well as the attainment of other annual and long term strategic objectives, and provides competitive total compensation opportunities at a reasonable cost while enhancing the ability to fulfill the Corporation's objectives.

- Make recommendations to the Board of Directors regarding the Corporation's stock option plans, restricted stock plans, contributions to the saving plan, and all other executive compensation plans to be adopted by the Board of Directors.
- Regularly review stock option pool reconciliation and approve all specific stock option and other equity-based grants; provided, that the Committee may delegate to the Chief Executive Officer and/or the Chief Financial Officer of the Corporation authority to grant up to 10,000 stock options under the Corporation's Amended and Restated 1994 Long Term Incentive Plan to newly recruited employees who are not individuals subject to reporting under Section 16 of the Securities Exchange Act of 1934. All grants made pursuant to this section shall be reported to the Compensation Committee at the next scheduled meeting of the Committee.
- Review and recommend for approval by the Board of Directors the base salary levels, annual incentive levels, long term compensation levels, executive perquisites, employment agreements, and supplemental benefits of the CEO and other executive officers.
- Review the evaluation, by the Governance and Nominating Committee, of the CEO's performance in light of the corporate goals and objectives, and recommend for approval by the Board of Directors the CEO's compensation level based on this evaluation, subject to any employment contract that may be in effect.
- Recommend pay levels for members of the Board of Directors and members of the various committees of the Board of Directors including, without limitation, retainers, fees, stock option awards (and related vesting terms), benefits, and perquisites for decision by the full Board of Directors. Given the inherent conflict of directors setting their own pay levels, these recommendations will be primarily based on recommendations and advice from outside consultants.
- In coordination with the Audit Committee, or other appropriate committee(s), prepare, review and approve the contents of SEC regulatory filings relating to compensation matters, including the Committee's annual report included in the Corporation's proxy statement.
- Meet at least four times per fiscal year in person or by conference call to accomplish the Committee's responsibilities. At least once per year the Committee shall meet in executive session without management in attendance.
- Have the sole authority to retain and terminate the compensation consulting firm, including sole authority to approve the firm's fees and other retention terms.

Annual Evaluation:

The Committee shall conduct an annual evaluation of the Committee's performance as compared to the requirements of this Charter. The Committee shall also evaluate the adequacy of this Charter annually. The Chairman of the Committee shall report the results of these evaluations, and any related recommendations, to the Board of Directors.