



Compensation Committee of the Board of Directors Committee Charter

Purpose

The Compensation Committee is authorized by the Board to discharge the Board's responsibilities relating to compensation of the Company's CEO, senior vice presidents and vice presidents (collectively, "executives") and directors. The Committee has overall responsibility for evaluating and approving the director and executive compensation, benefit and perquisite plans as well as reviewing compensation related practices, policies and programs throughout the Company.

As required under applicable securities laws and rules, the Compensation Committee shall review the Compensation Discussion and Analysis section (the "CD&A") in the Company's annual proxy statement, discuss the CD&A with the Company's management, and recommend to the Board that the CD&A be included in the Company's annual report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C. The Committee also shall produce a Compensation Committee Report for inclusion in the Company's annual proxy statement and other filings, stating that the Committee has taken the actions described in the preceding sentence.

Committee Membership

The Compensation Committee shall consist of no fewer than three directors, all of whom in the judgment of the Board of Directors shall be independent. A person may serve on the Compensation Committee only if the Board of Directors determines he or she is a "non-employee director" under Rule 16b-3 of the Securities Exchange Act of 1934; meets the independence requirements in the NASDAQ Stock Market Rules ("NASDAQ Rules"); and, to the extent applicable, satisfies the requirements of "outside director" under Section 162(m) of the Internal Revenue Code. One member of the Compensation Committee will serve as the Chairperson of the Compensation Committee. Only members of the Compensation Committee may vote on matters in this Charter.

Committee Authority and Responsibilities

1. Except as otherwise stated in this Charter, the Compensation Committee shall review and approve, for the CEO, the senior vice presidents and the vice presidents of the Company (collectively, the "executives"):
 - a. the annual base salary level;
 - b. the annual incentive opportunity level;
 - c. the long-term incentive opportunity level (including equity-based compensation);
 - d. employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate; and

- e. any special, supplemental or nonqualified benefits or other perquisites relating to the executives of the Company.
2. Based upon the Compensation Committee's evaluation and other information it deems relevant, the Committee shall recommend to the independent directors the CEO's annual base salary level, annual incentive opportunity level and long-term incentive opportunity level. The Compensation Committee shall recommend to the independent directors the CEO's annual incentive award based upon the CEO's performance in light of annual incentive goals and objectives approved by the independent directors.
3. The Compensation Committee shall establish and periodically review the Company's executive compensation philosophy and peer group to be used in a comparative analysis of the compensation of executives.
4. In determining or recommending the base salary, annual incentive and long-term incentive components of the compensation for each of the executives, the Compensation Committee will consider multiple factors as the Committee deems appropriate which may include, but are not limited to, the experience, skills, seniority, knowledge and responsibilities of the executive and the executive's individual performance assessment provided by the CEO, the Company's performance and relative shareholder return, the value of similar incentive awards to the executives at comparable companies, and the awards given in past years.
5. The Compensation Committee shall review periodically Company-wide compensation practices, procedures and policies.
6. No executive shall attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Compensation Committee. Meetings to determine the compensation of the CEO must be held in executive session. Meetings to approve the recommendations of the CEO with respect to the compensation of other executives may be attended by the CEO.
7. The Compensation Committee shall review and make recommendations to the Board periodically with respect to the compensation of all non-employee directors, including any compensation under the Company's equity-based plans. In determining director compensation, the Compensation Committee shall consider, among other things, market practices of comparable companies.
8. The Compensation Committee shall make regular reports to the Board. The Compensation Committee shall meet as regularly as it deems necessary to fulfill its responsibilities and shall convene in executive session from time to time as deemed necessary or appropriate by the Committee. The Compensation Committee shall keep minutes of its meetings.
9. The Compensation Committee shall have the sole authority to retain and terminate an independent compensation consultant to be used to assist in the evaluation of director and or executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors

or assistants as deemed appropriate or necessary by the Committee. The Compensation Committee shall periodically assess the independence of any compensation consultant, external legal counsel, accountant and other advisors, taking into account such factors as required by applicable NASDAQ Rules, the Exchange Act, and such other factors as the Compensation Committee determines are relevant. The Compensation Committee will consider whether a conflict of interest exists with its compensation consultant based on consideration of these independence factors. This paragraph shall not be construed to require the Compensation Committee (a) to retain any compensation consultant or external legal counsel, or (b) if any compensation consultant and/or external legal counsel is retained, to implement or act consistently with the advice or recommendations of the compensation consultant or other advisor; or to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties.

10. The Compensation Committee may form and delegate authority to any subcommittee(s) or any other person(s) when appropriate. Members of a subcommittee shall be in compliance with applicable law, regulations and stock market rules.
11. The Compensation Committee shall administer all Company plans that provide for awards of stock options, stock appreciation rights, restricted stock or other similar stock-based awards, including plans that provide awards to employees and directors, unless otherwise provided for in the plans. In that regard, the Compensation Committee (or its designee), shall:
 - a. Determine (i) the individuals, including executives, key performers and other employees of the Company and of its subsidiaries to whom grants shall be awarded under such plans, (ii) the number of shares to be covered by such awards, (iii) the vesting of the awards and (iv) the time or times at which such awards shall be made;
 - b. Consider the recommendations of senior management as to the individuals to whom grants shall be awarded and the number of shares to be covered by such awards, except with respect to the CEO;
 - c. Interpret such plans, in its sole discretion;
 - d. Delegate authority to grants awards as permitted under the plans; and
 - e. Adopt, amend and rescind any rules and regulations pertaining to such plans as the Compensation Committee deems appropriate.
12. The Compensation Committee shall establish and periodically review policies and procedures on the granting of equity awards.
13. The Compensation Committee may adopt policies regarding the adjustment or recovery of incentive awards or payments if the relevant Company performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment, consistent with Section 10D of the Exchange Act and NASDAQ Rules.

14. The Compensation Committee may consider the accounting and tax treatment, to the Company and the executive or employee, of each particular element of compensation.
15. The Compensation Committee may consider compensation or amounts realizable from current and prior awards and programs (*e.g.*, gains from prior option or stock awards) in setting other elements of compensation.
16. The Compensation Committee shall review and reassess the adequacy of this Charter annually, recommend revisions to this Charter, if any, to the Board, and conduct a bi-annual performance evaluation of the Committee.
17. The Compensation Committee shall have oversight over the Saving Plan Committee's activities, annually review the Savings Plan Committee Charter and annually receive a report from Savings Plan Committee.
18. The Compensation Committee shall oversee compensation-related risks on a Company-wide basis. The Compensation Committee shall periodically review the Company's incentive compensation arrangements, considering the Company's business objectives and an intention to promote appropriate practices and not excessive risk-taking.
19. If the Company owns or leases corporate aircraft for use by one or more executives, the Compensation Committee shall oversee usage of corporate aircraft, and adopt policies with respect to such usage. Such policy may include guidelines for an executive traveling with one or more other executives in the same aircraft as appropriate for risk mitigation.
20. The Compensation Committee shall discuss policies and guidelines with respect to risk assessment and risk management as delegated to the Compensation Committee by the Board, and the steps management has undertaken to control them.

The Committee also shall undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's by-laws or charter or by directive of the Board.

Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Board members or Compensation Committee members. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Compensation Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.