

CHARTER OF THE COMPENSATION COMMITTEE

I. Purpose and Power

The Compensation Committee (“Committee”) has been established by the Board to assist the Board in discharging and performing the duties of the Board with respect to management compensation, succession planning and employee benefits, including:

- The assessment and compensation of the chief executive officer.
- The compensation of directors and other executive officers.
- The assessment of compensation arrangements, plans, policies and programs.
- The assessment of benefit and welfare plans and programs.
- The assessment of organizational systems and plans, including those relating to management development and succession planning.
- The discussion of the Compensation Discussion & Analysis (“CD&A”) required by SEC Regulation S-K, Item 402, with management, and the recommendation that the CD&A be included in the annual proxy statement or Form 10-K.

The Committee has the right to exercise any and all power and authority of the Board with respect to matters within the scope of this Charter, subject to the ultimate power and authority of the Board. The Board shall continue to have the ultimate duty and responsibility to manage or direct the management of the business and affairs of the Corporation.

The Committee has the authority to conduct any and all investigations it deems necessary or appropriate, to contact directly the officers and other employees and advisors and require them to provide any and all information and advice it deems necessary or appropriate, and to retain legal, human resource or other advisors it deems necessary or appropriate.

The Committee has the authority to set aside for payment, pay and direct the payment of such legal, human resource and other advisors.

The advisors retained by the Committee shall report directly to the Committee, and shall be accountable to the Committee and the Board, for their services.

II. Composition

The Committee shall be comprised of that number of directors (but not less than two) as may be determined from time to time by the Board. Each member of the Committee shall be a non-employee director within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 and an outside director within the meaning of Section 162(m) of the Internal Revenue Code



of 1986. Each member of the Committee shall also be an independent director within the meaning of the rules of such primary trading market or securities exchange on which the Corporation's securities are then traded. A copy of such independence and related rules is attached to the charter of the Nominating and Governance Committee.

The Nominating and Governance Committee shall recommend directors to be elected or terminated as members of the Committee. The members of the Committee shall be elected by the Board at the annual organizational meeting of the Board or at such other times as the Board may determine. Each member of the Committee shall serve until the next annual organizational meeting of the Board or the earlier of his or her termination as a member of the Committee by the Board, the election of his or her successor as a member of the Committee or his or her death, resignation or removal. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by a majority vote.

III. Meetings

The Committee shall meet in regular sessions at least four times annually and in special sessions as circumstances warrant. Committee members are expected to attend meetings (which may include attendance by telephone) and to spend the time needed to properly discharge their responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee shall keep minutes of its meetings and other proceedings.

IV. Procedures

The Committee shall determine its meeting schedule, the agenda for each meeting, the information to be provided to it before or at each meeting and all other matters relating to the conduct of its meetings and other activities.

The Chair of the Committee shall establish and distribute (or request the Secretary to distribute) to each Committee member prior to each meeting an agenda for the meeting. Each Committee member is free at any meeting, to raise subjects that are not on the agenda for that meeting.

Information that is important to understanding the business to be conducted at a meeting should generally be distributed to the Committee members at least one week (or, if that is not feasible, as soon as practicable) before the meeting, and Committee members should review these materials before the meeting.

It is the sense of the Board that, subject to Section V below, the activities and procedures of the Committee should remain flexible so that it may appropriately respond to circumstances.



V. Primary Activities

Without limiting the scope of its responsibilities, duties and authority set forth above, the Committee shall:

Senior Management and Director Compensation

1. Review and approve annually the goals and objectives relevant to compensation of the chief executive officer, evaluate his or her performance in light of those goals and objectives and set his or her compensation based on such evaluation (and the Committee shall have the sole authority to determine the compensation of the chief executive officer based on its evaluation of such performance in light of such goals and objectives).¹
2. Review and approve, as appropriate, annually the compensation of the other executive officers and review compensation of other members of senior management and other employees generally.²
3. Review and approve, as appropriate, annually the compensation of the directors (see Annex A to this Charter).
4. Review and approve, as appropriate, the bonus and incentive compensation arrangements, plans, policies and programs, including annual and long-term and cash and stock-based plans.
5. Obtain recommendations from the chief executive officer and review and approve, as appropriate, specific annual individual awards for executive officers and the aggregate amount of annual awards under such arrangements, plans, policies and programs.
6. Review periodically and approve, as appropriate, policies on management perquisites. Where necessary, review management's determination of whether particular perquisites are business-related or personal. Advise the Audit and Finance Committee as to such policies.
7. Review compliance with prohibitions on personal loans to directors and executive officers.
8. Review and approve, as appropriate, any severance, change of control, indemnification or other similar arrangements with executive officers specifically and employees generally.

¹ In determining the long-term incentive component of the chief executive officer's compensation, the Committee should consider the Corporation's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, the awards given to the Corporation's chief executive officer in past years, compliance with Section 162(m) of the Internal Revenue Code, and such other factors as the Committee deems appropriate.

² To the extent that long-term incentive compensation is a component of any executive officer's compensation, the Committee should consider all relevant factors in determining the appropriate level of such compensation, including the factors applicable with respect to the chief executive officer.



9. Select, retain, evaluate and, as appropriate, terminate and replace any executive search firm or compensation consultant or consulting firm with respect to the selection and compensation of the directors, the chief executive officer or the other executive officers (and the Committee shall have the sole authority to take any such action and to approve any related fees). Monitor the search for, and approve, as appropriate, all proposed compensation arrangements for, any new employee whose proposed base salary would exceed \$100,000 per year.

Administration of Plans

10. Administer all stock-based compensation plans and such other programs as may be designated by the Board, in each case subject to any limitations prescribed by the Board and subject to any authority delegated by the Committee to the subcommittee described below.
11. Review compliance with laws governing retirement and benefit plans.
12. Review the administration of any self-directed retirement and other plans as to whether the rules relating to investments in the common stock are properly protective of employee interests.
13. Review creation, modification, termination and funding of any compensation, retirement, benefit and welfare arrangements, plans, policies and programs for senior management and other employees generally.
14. Search for, select and review annually the performance of investment managers for any qualified and non-qualified retirement and benefit plans.
15. Review and make recommendations to the Audit and Finance Committee relating to actuarial assumptions applicable to and funding for any retirement and benefit plans.
16. Review periodically financial and investment policies and objectives of any qualified and non-qualified retirement and benefit plans.

Succession Planning

17. Coordinate with senior management the long-range planning for development and succession of senior management, including contingency planning for unanticipated, untimely developments.



Employee Matters

18. Foster continuous improvement in those systems, plans, arrangements, policies and practices at all levels within the enterprise to attract and retain qualified employees, align interests of stockholders and employees, incent employees to improve performance and reward employees for improvements in performance, in each case on both a long term and short-term basis.
19. Provide for open communication among senior management, any human resources personnel and the Board.
20. Review periodically employee relation policies generally.
21. Review periodically equal opportunity employment and sexual harassment prevention policies. Monitor compliance with such policies and applicable laws.

Regulatory Matters

22. Review and discuss the CD&A with management and, based on such review, recommend to the Board that the CD&A be included in the annual proxy statement or annual report on Form 10-K in accordance with applicable rules and regulations.
23. Prepare annually the Committee report to stockholders to be included in the annual proxy statement as required by the rules of the SEC.

Other Matters

24. To the extent that the Committee deems appropriate or desirable, appoint one or more subcommittees whose members are non-employee directors and outside directors as set forth above and delegate to such subcommittee or subcommittees the authority to make (including determining the terms and conditions of) grants or awards under, and to otherwise administer, bonus and incentive compensation plans and programs.
25. Approve all option plans (and amendments thereto) that are not subject to stockholder approval.
26. Review and assess the adequacy of this Charter at least annually. Submit changes to this Charter to the Board for approval.
27. Conduct an annual self-assessment to determine whether the Committee is functioning effectively, including evaluating the Committee's contributions to the Corporation, with a specific emphasis on areas in which such contributions could be improved.
28. Report on its meetings, proceedings and other activities at each meeting of the Board.

VI. Web Site

This Charter shall be placed on the Corporation's website.

Date: December 31, 2010



ANNEX A

NON-EMPLOYEE DIRECTOR COMPENSATION

Annual Retainer: \$75,0000

The fee is paid monthly throughout the year. The fee is all inclusive of routine, special, committee or other meetings. If board meetings exceed twelve in one year, the board can request consideration for additional fees.

Committee Meeting Fees:

An additional \$10,000 is paid for Chair of the Compensation Committee

An additional \$15,000 is paid for the Chair of the Audit Committee

Attendance:

Meeting fees are paid for each meeting attended, including attendance by telephone, regardless of the number of meetings during a day or the length of a meeting. Executive sessions and private meetings during the course of the same meeting are not considered separate meetings. Committee meeting fees are only paid to Committee members. A meeting of non-management directors is considered a separate meeting of the Board even if it takes place on the same day as a meeting of the Board.

Equity Compensation

For purposes of ensuring sufficiency in compensation, non-employee board compensation may be supplemented, as deemed appropriate by the Compensation Committee, by certain equity compensation programs.