

**COMPENSATION AND BENEFITS COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

I. PURPOSE

The Compensation and Benefits Committee (the “Committee”) shall:

- Discharge the responsibilities of the Board of Directors to the shareholders, potential shareholders and investment community with respect to the corporation’s compensation programs and the compensation of the corporation’s executives; and
- Produce an annual report on executive compensation for inclusion in the corporation’s annual proxy statement, in accordance with applicable rules and regulations of the New York Stock Exchange, Inc. (the “NYSE”), Securities and Exchange Commission (the “SEC”) and other regulatory bodies.

II. STRUCTURE AND OPERATIONS

A. Composition and Qualifications

The Committee shall be comprised of three or more non-employee members of the Board of Directors.

B. Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve for one year or until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

C. Chairman

Unless a Chairman is selected by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

D. Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

III. MEETINGS

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the Chief Executive Officer (“CEO”), the corporation’s principal human resources executive, and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings when their performance and compensation are being discussed and determined. Meetings of the Committee may be held telephonically. Action by the Committee may be taken by written consent.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation 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.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

Setting Compensation for Executive Officers and Directors

1. Establish and review the overall compensation philosophy of the corporation.
2. Review and approve corporate goals and objectives relevant to the CEO and other executive officers compensation, including annual performance objectives.
3. Evaluate the performance of the CEO and other executive officers in light of these criteria and, based on such evaluation, review and approve the annual salary, bonus, stock options, equity-based compensation and other benefits, direct and indirect, of the CEO and other executive officers.

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4. In connection with executive compensation programs:
 - (i) Review and recommend to the full Board of Directors, or approve, new executive compensation programs;
 - (ii) Review on a periodic basis the operations of the corporation's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s);
 - (iii) Establish and periodically review policies for the administration of executive compensation programs; and
 - (iv) Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive or corporate performance.
5. Establish and periodically review policies in the area of senior management perquisites.
6. Review and recommend to the full Board of Directors compensation of directors as well as director's and officer's indemnification and insurance matters.
7. Review and make recommendations to the full Board of Directors, or approve, any contracts or other transactions with current or former executive officers of the corporation, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the corporation.

Monitoring Incentive and Equity-Based Compensation Plans

8. Review and make recommendations to the Board of Directors with respect to the corporation's incentive-compensation plans and equity-based plans, and oversee the activities of the individuals responsible for administering those plans.
9. Review and make recommendations to the full Board of Directors, or approve, all equity compensation plans of the corporation that are not otherwise subject to the approval of the corporation's shareholders.
10. Review and make recommendations to the full Board of Directors, or approve, all awards of shares or share options pursuant to the corporation's equity-based plans.
11. Monitor compliance by executives with the rules and guidelines of the corporation's equity-based plans.
12. Ensure to the extent possible that the executive compensation plans as pertains to the CEO and the covered employees are maintained and administered so as to be in compliance with Internal Revenue Code Section 162(m).

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13. Review and monitor employee pension, profit sharing and benefit plans.
14. Select, retain and/or replace, as needed, compensation and benefits consultants and other outside consultants to provide independent advice to the Committee. In that connection, in the event the Committee retains a compensation consultant, the Committee shall have the authority to approve such consultant's fees and other retention terms.

Reports

15. Prepare an annual report on executive compensation for inclusion in the corporation's proxy statement, in accordance with applicable rules and regulations of the NYSE, SEC and other applicable regulatory bodies.
16. Report regularly to the Board of Directors (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board of Directors may take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report.
17. Maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Adopted as of December 14, 2006