



Charter of the Compensation Committee of the Board of Directors

I. Compensation Committee Purpose

The Compensation Committee's primary duties and responsibilities are to:

- Discharge the responsibilities of the Board of Directors relating to compensation of the Company's executives, and provide compensation directions and approvals.
- Produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

If a compensation consultant is to assist in the evaluation of director, CEO, or other senior executive compensation, the Compensation Committee has the sole authority to retain and terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms.

II. Compensation Committee Composition and Meetings

The Compensation Committee members shall meet the requirements of law and the New York Stock Exchange. The Compensation Committee shall be comprised of two or more directors appointed by the Board, each of whom shall be an independent director, and may be removed by the Board.

The Board shall designate a member of the Compensation Committee to serve as Chair of the Compensation Committee at the pleasure of the Board. If a Compensation Committee Chair is not designated by the Board or present, the members of the Compensation Committee may designate a Chair by majority vote of the Compensation Committee membership.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Compensation Committee Chair shall approve an agenda in advance of each meeting.

III. Compensation Committee Responsibilities and Duties

1. Review and approve the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the committee should consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs of other comparable companies, and the awards given to the Company's CEO in prior years.
2. Make recommendations to the Board with respect to incentive compensation plans and equity based plans, and non-CEO executive officer compensation.
3. Implement an annual evaluation of the Compensation Committee, and review of this Charter.

4. Perform any other activities consistent with this Compensation Committee Charter, the Company's Certificate of Incorporation, the Company's bylaws, governing law, and the New York Stock Exchange rules, as the Compensation Committee or the Board deems necessary or appropriate; and the Compensation Committee may delegate authority to subcommittees.
5. Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.

February 21, 2008