



Compensation Committee Charter

Amended and Restated August 10, 2007

I. Purpose

The purpose of the Compensation Committee is to oversee the Company's overall compensation structure, policies, and programs and to assist the Board of Directors in fulfilling its responsibilities with respect to administering the Company's long term incentive plan, to review and approve compensation arrangements with executive officers of the Company, to evaluate the performance of and recommend the compensation for the Chief Executive Officer, to prepare an annual report on executive compensation for inclusion in the proxy statement and to oversee the Company's diversity and community relations programs. The Committee's objective is to establish and administer a "total compensation program" that fairly and competitively rewards long-term performance and enhances shareholder value. To this end, the Committee reviews and exercises judgment on all elements of the executive compensation program, including salary increases and annual performance bonus payments, and the Company's long-term incentive program.

II. Organization

A. Composition and Qualifications

The Compensation Committee shall be appointed by the Board of Directors from time to time and shall consist of three or more directors, each of whom shall meet the independence requirements of the New York Stock Exchange. Additionally, members of the Compensation Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code. The Board of Directors shall appoint one member of the Committee as the Chair.

B. Meetings / Minutes / Reports

1. The Compensation Committee shall meet at least semi-annually, or more frequently if circumstances dictate.
2. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Compensation Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board of Directors.
3. The Compensation Committee shall have complete access to management. The Compensation Committee may invite members of management or others to attend the Committee's meetings and provide pertinent information as appropriate.
4. Minutes of each Compensation Committee shall be prepared and sent to all Compensation Committee members.
5. The Compensation Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Compensation Committee Charter on an annual basis and recommend any proposed changes to the Board of Directors.

C. Authority

1. The Compensation Committee shall have the authority to retain and approve the fees and retention terms of external legal, accounting or other advisors as it deems appropriate.

III. Responsibilities and Duties

1. The Compensation Committee shall oversee the Company's overall compensation structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.
2. The Compensation Committee shall administer the Company's long term incentive plan and all other employee equity-based compensation plans, with full authority to construe the same, prescribe and amend the rules and regulations related thereto and make all other determinations in the administration thereof, subject however, to the limitations

prescribed by law and in such plans and programs.

3. The Compensation Committee shall review and evaluate the CEO's performance in light of the Company's goals and objectives, and make recommendations to the other independent directors regarding the total compensation of the CEO, and together with the other independent directors determine and approve the CEO's compensation plan.
4. The Compensation Committee shall review and approve the compensation and oversee the evaluation of all executive officers of the Company other than the CEO.
5. The Compensation Committee shall monitor the compliance by the Company's executive officers with the Company's Stock Ownership Guidelines.
6. The Compensation Committee shall produce an annual Committee report for inclusion in the Company's proxy statement, which report shall include a statement clarifying the Committee has reviewed and discussed with management the Compensation Discussion and Analysis (the "CD&A") and whether the Committee has recommended that the CD&A be included in the Company's annual report on Form 10-K and proxy statement.
7. The Compensation Committee shall oversee and review periodic reports with respect to the Company's diversity program.
8. The Compensation Committee shall oversee and review periodic reports with respect to the Company's community relations program, including charitable contributions and activities.