



Board of Directors
Compensation Committee Charter

(Last approved July 12, 2011)

Purpose

The Compensation Committee is appointed by the Board to assist the Board in discharging the Board's responsibilities relating to compensation of the Company's executives and directors and report on executive compensation for inclusion in the Company's annual proxy statement in accordance with applicable rules and regulations.

Organization

The Compensation Committee shall be comprised of no fewer than three members of the Board. Each member of the Compensation Committee shall satisfy the independence requirements of the New York Stock Exchange and applicable SEC regulations, and, if deemed appropriate from time to time, meet the definition of "non-employee director" under Rule 16b-3 under the Securities Exchange Act of 1934, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986.

The Board shall appoint the members and Chairman of the Compensation Committee from time to time after considering the recommendations of the Nominating and Governance Committee and the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. The Board may, at any time, change the membership of the Compensation Committee and fill vacancies, subject to such new member(s) satisfying the above requirements.

The Compensation Committee shall fix its own meeting schedules and rules of procedure consistent with this Charter, the By-Laws of the Company, the Corporate Governance Guidelines of the Company, and applicable law and regulatory requirements. The Chairman of the Compensation Committee may call meetings as necessary to carry out its responsibilities, but shall call a meeting at least once each year.

Committee Authority and Responsibilities

The Compensation Committee has authority to retain special legal, accounting or other consultants to advise the Committee as it may determine appropriate and the Company shall provide for appropriate funding as determined by the Committee for payment of all fees and expenses to any such advisors engaged by the Committee pursuant to its authority under this Charter.

The Compensation Committee shall:

1. Oversee, and together with the Nominating and Governance Committee, conduct an annual performance evaluation of the Chief Executive Officer with input from all independent directors, and communicate the results of the evaluation to the full Board;
2. Review and approve corporate goals and objectives and the evaluation conducted pursuant to item 1 above relevant to the Chief Executive Officer compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives, and set the Chief Executive Officer's compensation level based on this evaluation;
3. Consider the Company's performance and relative shareholder return, the value of similar incentive awards to the Chief Executive Officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years when determining the long-term incentive component of the Chief Executive Officer's compensation;
4. Recommend, after consultation with the Chief Executive Officer, compensation for non-Chief Executive Officer executive officers to the Board;
5. Recommend incentive compensation plans and equity-based plans to the Board (including any significant amendments or modifications of such plans) for approval and, when necessary or appropriate, recommend such plans to the Company's stockholders for approval;
6. Recommend director compensation and benefit programs to the Board for approval;
7. Have sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, Chief Executive Officer or senior executive compensation and have sole authority to approve the consultant's fees and other retention terms;
8. Adopt, administer, approve, and ratify awards under incentive compensation and stock plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans;
9. Make a report to stockholders, as required by the SEC, to be included in the Company's annual proxy statement or annual report on Form 10-K filed with the SEC;
10. Review and reassess the adequacy of this Charter annually, submitting any recommend changes to the Board for approval;
11. Review annually its own performance;

12. Review and make recommendations with respect to performance or operating goals for participants in the Company's incentive plans;
13. Meet, at least annually, with the Chief Executive Officer to receive the Chief Executive Officer's recommendations concerning performance goals and the Chief Executive Officer's progress toward meeting those goals;
14. Review and recommend to the Board any employment agreements, severance agreements, and change in control agreements or provisions for the Chief Executive Officer and any other executive officers of the Company;
15. Review and recommend to the Board any special or supplemental benefits for the Chief Executive Officer; and
16. Make regular reports to the Board concerning its activities.