1. Review the structure and competitiveness of the Company's compensation programs for senior executives, includbags salaries and annual, intermediate and long-term incentives, whether cashequity-based; and considering the following factors: (a) the attaction and reteintin of senior executives; (b) the motivation of senior executives to achieve the Company's business objectives; and (c) the alignment of the interestssenior executives with the interests of

- C. The Committee shall have the sole authorityettain, terminate, or approve the fees and other retention terms of any consultatentained to assist in evaluating the compensation of the Chief Executive Officer, senior executives, or Directors. At the direction of the Committee, the Companyalshpay to any compensation consultant retained by the Committee such compensatincluding, without initation, usual and customary expenses and chargesshads be approved by the Committee;
- D. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has the authority to retain special legal, accounting, tax, compensation or other **cdtass**ts (collectively referred to as "Advisor") to advise the Committee omatters over which the Committee has authority. At the direction of the Committee the Company shall pay to any advisor retained by the Committee such compensatincluding, without initation, usual and customary expenses and charges, shall be approved by the Committee. The Committee may delegate to a subcommittee othe Chief Executive Officer or other officer of the Company such of its duties of responsibilities at the Committee deems to be in the best interest the Company, provided suchelegation is not prohibited by law, regulation or the New Yorstock Exchange listing standards.
- IV. Meetings and Reports to the Board of Directors

The Committee will meet as frequetly as it deems necessary appropriate to carry out its duties and responsibilities. The Committee will be erned by the same rules regarding meetings, action without meetings, notice, waiver of no

VII. Amendment

The Board shall has/the sole authority to amend this charter.