

**AMENDED AND RESTATED
COMPENSATION COMMITTEE CHARTER**

The Board of Directors

equity compensation plans, a quorum will consist of not fewer than two (2) members of the Committee.

The Committee chairperson has the authority to call meetings of the independent directors to meet in executive session and prepare agendas for such meetings.

MINUTES OF MEETINGS

Minutes of each meeting will be prepared and sent to Committee members and presented to Company directors who are not members of the Committee at the next regularly scheduled meeting of the Board or the next regularly scheduled meeting of the Committee that is also attended by the Directors who are not members of the Committee.

SPECIFIC DUTIES

The Committee will:

1. employee compensation, and oversee the development and implementation of compensation programs.
2. Review and make recommendations to the Board with respect to the adoption, cash-based incentive compensation and equity compensation plans, oversee their administration and discharge any duties imposed on the Committee by any of those plans.
3. Review and approve the corporate goals and objectives relevant to the compensation of executive officers, and determine whether and to what extent targets have been attained in connection with cash-based incentive compensation awards and equity awards.
4. Evaluate the corporate goals and objectives; independent directors the results of such evaluation for the purpose of an Annual Performance Review of the CEO; and meet with the CEO to discuss such evaluation; and, either as a Committee or together with the other

17. _____ and recommend to the Board such changes as the Committee deems appropriate.
18. Conduct an annual evaluation of the Committee, including evaluating the qualifications NYSE and the SEC.
- 19.

APPOINTMENT OF ADVISORS

The Committee will have the sole authority to retain, seek the advice of, oversee, compensate and determine the other retention terms of, compensation consultants, independent legal counsel and other advisors _____, as it deems necessary for the fulfillment of _____ s responsibilities and will have access to the funds the Committee deems necessary to compensate such Advisors. Before selecting such Advisors, and annually thereafter for existing Advisors, the Committee will evaluate all factors relevant to such A

- a) the provision of other services to the Company by the _____ ;
- b) the amount of fees received from the Company by the _____ , as a percentage of the total revenue of the _____ ;
- c) the policies and procedures of the _____ that are designed to prevent conflicts of interest;
- d) any business or personal relationship of the Advisor with a member of the Committee;
- e) any stock of the Company owned by the Advisor; and
- f) any business or personal relationship of the _____ an executive officer of the Company.

APPROVAL AND ADOPTION

