

COMPENSATION COMMITTEE

1. Membership and Meetings. The Committee shall be comprised of two or more Directors as determined by the Board of Directors of the Company, each of whom shall be free from any relationships that may interfere with the exercise of his or her independence from management and the Company.

The Committee shall meet as frequently as it may determine necessary to comply with its responsibilities as set forth herein.

2. Responsibilities. It shall be the Committee's responsibility to:
 - () Review and recommend to the Board of Directors the adoption or amendment of the various compensation and benefit plans and programs maintained for the Company's officers and other key employees, including any stock option or incentive compensation plans and approving the terms and conditions of awards under such plans;
 - () Review and approve compensation and benefit arrangements for senior management;
 - () Review and approve compensation for individuals holding the offices of Vice President and above; and
 - () Review and recommend to the Board of Directors for approval the compensation for the Chief Executive Officer.
3. Administration of Plans. The Committee will also be responsible for the administration of any stock option and other long-term incentive plans of the Company. The Committee will consider management's recommendation for stock ownership guidelines for participants in any long-term incentive plan of the Company.