

COMPENSATION COMMITTEE CHARTER (NASDAQ)

Committee Purpose

The Compensation Committee is appointed by the Board to (1) discharge the Board's responsibilities relating to compensation of the Company's directors and officers and (2) produce an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations. The Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company.

Committee Membership and Procedure

The Compensation Committee shall consist of no fewer than three members.¹ Each member of the Compensation Committee shall meet the independence requirements of The Nasdaq Stock Market, Inc., and, if deemed appropriate from time to time, meet the definitions of "non-employee director" under Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. The Board shall appoint the members of the Compensation Committee annually, considering the recommendation of the Nominating and Governance Committee. The members of the Compensation Committee shall serve until their successors are appointed and qualify and shall designate the Chairman of the Compensation Committee. The Board shall have the power at any time to change the membership of the Compensation Committee and to fill vacancies in it, provided that any new member satisfies the above requirements. Except as expressly provided in this Charter, they Bylaws of the Company or the Corporate Governance Guidelines of the Company, the Compensation Committee shall fix its own rules of procedure.

Committee Authority and Responsibilities

1. The Compensation Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation and evaluate the CEO's performance in light of those goals and objectives.
3. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
4. Meeting in executive session, the Compensation Committee shall annually review and approve, for the CEO and the senior executives of the Company: (a) the annual base

¹ We have assumed a committee size of three. Section 162 of the Internal Revenue Code of 1986 and Rule 16b-3(d)(1) of the Securities Exchange Act of 1934, require a committee of at least two independent directors.

salary level; (b) the annual incentive opportunity level; (c) the long-term incentive opportunity level; (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate; and (e) any special or supplemental benefits.

5. The Compensation Committee shall make recommendations to the Board with respect to incentive-compensation plans and equity-based plans.
6. The Compensation Committee shall 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.
7. The Compensation Committee shall make regular reports to the Board.
8. The Compensation Committee shall annually review its own performance.
9. The Compensation Committee may form and delegate authority to subcommittees when appropriate.