



Corporate Compensation Committee Charter

Purpose

The Corporate Compensation Committee of the Board of Directors of _____ (the "Committee") SHALL assist the Board in its overall responsibility for matters relating to the compensation of the Corporation's directors , executive officers AND EMPLOYEES, including approving individual executive officer compensation, reviewing and recommending to the Board compensation plans, policies and benefit programs for employees generally and SHALL prepare the report on executive compensation required to be included in the Corporation's annual proxy statement. The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors for approval. This Charter may be amended only by the affirmative vote of the Board of Directors.

Membership and Term of Office

The Committee and ITS Chairman shall be appointed annually. As vacancies or new positions occur, NEW MEMBERS SHALL BE APPOINTED by the Board of Directors upon the recommendation of the Governance and Nominating CommitteeS. The Committee shall BE comprised OF at least two directors, each of whom has been affirmatively determined by the Board to be independent of the Company. A director shall not be considered independent if he or she (i) has a material relationship with the Company or any of its subsidiaries (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company or a subsidiary and determined not merely from the standpoint of the director but also from that of organizations with which the director is affiliated) that may interfere with the exercise of his or her independence from management and the Company or (ii) does not meet any other independence requirement under applicable laws, rules or stock exchange listing standards. Members of the Committee may be removed by the Board of Directors in its SOLE discretion.

Committee Meetings - Operating Principles

The Committee shall meet as often as it deems necessary to fulfill its responsibilities and AFTER EACH MEETING shall report to the BOARD OF DIRECTORS CONCERNING ITS DELIBERATIONS AND RECOMMENDATIONS.

The Committee shall meet NOT LESS THAN two times each year and shall keep minutes of each meeting that SHALL be distributed to the Board of Directors and each Committee member following each meeting. The following is a list of operating principles and are set forth as a guide, with the understanding that the Committee may supplement or modify SUCH PRINCIPLES as appropriate:

- Meetings of the Committee may be called as needed buy the Chairman of the Committee, the Chairman of the Board or the Chief Executive Officer OF THE COMPANY.
- The Chairman OF THE COMMITTEE SHALL preside, when present, at all meetings of the Committee. The Committee may meet by telephone or videoconference and may take action by written consent.
- The Committee shall have sole right and authority to retain, at the Company's expense, a compensation consulting firm to assist in the evaluation of director , executive AND EMPLOYEE compensation, and any legal and other advisor that it deems necessary for the fulfillment of its responsibilities, including the sole authority to approve fees and other retention terms, AND SHALL ALSO HAVE SOLE RIGHT AND AUTHORITY TO TERMINATE ANY SUCH FIRM OR ADVISOR.

This document is subject to change by the Board without notice as circumstances and conditions change.

- The Committee shall have the authority to obtain advice and assistance from any officer or employee of the Corporation or from any outside legal expert or other advisor ALREADY UNDER RETAINER WITH THE COMPANY.
- The Committee may request that members of management or outside consultants and advisors of the Committee be present to assist the Committee in performing its duties.

Committee - Responsibilities and Processes

The Committee, in carrying out its responsibilities, SHALL remain flexible WITH RESPECT TO POLICIES AND PROCEDURES in

order to best ADAPT to changing conditions and circumstances. The following shall be CONSIDERED GUIDELINES FOR MEETING the principal duties and responsibilities OF THE COMMITTEE. The Committee may supplement THESE GUIDELINES as IT DEEMS APPROPRIATE AND NECESSARY:

- The Committee shall review and approve prior to the beginning of each year the corporate goals and objectives PERTAINING to the compensation of the Chief Executive Officer and the other executive officers of the Company for such year, evaluate individual current year performance in light of established goals and set annual compensation for the Chief Executive Officer and other executive officers, including salary and bonus targets, for the upcoming year.
- The Committee shall review the evaluation process and compensation structure for the other members of senior management and provide oversight regarding management's decisions concerning the performance and compensation of such senior management personnel.
- The Committee shall receive and review reports assembled by the Company's staff regarding the status of Board compensation in relation to other U.S. corporations of similar size and peer industry survey group and make recommendations to the Board AND SHAREHOLDERS regarding changes in Board compensation as it deems appropriate.
- The Committee shall review the Company's stock option plans and other equity-based plans and recommend changes to the Board as it deems appropriate. The Committee shall have authority AS SHALL BE GRANTED BY THE BOARD under the terms of any such plan with respect to the granting of options or awards thereunder and the administration of such plans.
- The Committee shall prepare the report on executive compensation for inclusion in the Company's annual proxy statement, as required by regulations promulgated by the Securities and Exchange Commission.
- The Committee shall perform an evaluation of its OWN performance at least annually to determine whether it is functioning effectively.
- The Committee shall take such actions or provide advise as the full Board may from time to time delegate to OR REQUEST FROM the Committee.

This Charter was approved by the Board of Directors on _____.