

**AMENDED AND RESTATED CHARTER FOR THE  
EXECUTIVE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Approved by the Board: July 29, 2009**

**1. PURPOSE**

The Executive Compensation Committee shall assist the Board of Directors in the discharge of its responsibilities with respect to the compensation of the Company's executive officers and other key employees and shall accordingly approve all compensation arrangements for the Company's executive officers and administer all employee benefit plans, including any equity incentive plan adopted by the Company.

The Executive Compensation Committee is authorized to approve the compensation payable to the Company's executive officers and other key employees, including annual incentive compensation; approve all employment agreements with the Company's executive officers; approve all perquisites, equity incentive awards and special cash payments made or paid to the Company's executive officers and other key employees; and approve severance packages with cash and/or equity components for the Company's executive officers and other key employees.

**2. COMPOSITION OF THE EXECUTIVE COMPENSATION COMMITTEE**

The Executive Compensation Committee shall consist of not less than three members of the Board of Directors each of whom shall be an independent director under New York Stock Exchange listing standards, a "non-employee director" within the meaning of Rule 16b-3 issued by the Securities and Exchange Commission ("SEC"), and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code, as amended. Each member appointed by the Board to the Executive Compensation Committee shall be subject to annual reconfirmation and may be removed by the Board at any time.

**3. RESPONSIBILITIES AND DUTIES**

The Executive Compensation Committee shall, with the assistance of an independent consultant of national standing selected by the Committee, establish a compensation strategy designed both to attract and retain executive talent in a competitive market and maintain a substantial and defined link between compensation and performance. The Executive Compensation Committee shall have the authority to determine the form, timing and amount of such compensation necessary or appropriate to achieve the Committee's strategic objectives, including salary, short-term or long-term incentive or performance-based compensation, equity awards, deferred compensation opportunities and post-employment compensation arrangements.

In implementing such compensation strategy, the Executive Compensation Committee shall undertake the following duties and responsibilities:

1. Chief Executive Officer Performance and Compensation Review.

The Executive Compensation Committee shall conduct an annual performance review of the Chief Executive Officer (“CEO”) taking into account the performance evaluation obtained from the other independent Board members, addressing the following items of compensation:

- determine whether any adjustment to the CEO's annual rate of base salary is appropriate based on individual performance and market data,
- assess the extent to which any performance-based incentive compensation for the recently completed fiscal year has been earned,
- establish the CEO's bonus opportunities for the new fiscal year, including the applicable performance goals and objectives upon which such bonus opportunities are contingent, and
- determine the type and amount of any equity awards to be made to the CEO.

2. Other Named Executive Officers. The Executive Compensation Committee shall also complete an annual performance review of each of the other executive officers named in the Company’s most recent summary compensation table under Item 402 of Regulation S-K. Such evaluation shall be based on input from the CEO and other members of senior management and shall serve as the basis for determining the appropriate level of compensation to be in effect for each such individual. As part of such review process, the Executive Compensation Committee shall address the following items of compensation:

- determine whether any adjustment to the named executive officer’s annual rate of base salary is appropriate based on individual performance and market data,
- assess the extent to which any performance-based incentive compensation for the recently completed fiscal year has been earned,
- establish the target bonus opportunities for each named executive officer for the new fiscal year, and
- determine the type and amount of any equity awards to be made to each named executive officer.

3. Other Executive Officers. The Executive Compensation Committee shall also complete a general performance review of the Company's other executive officers on an annual basis. Such performance review shall be based on input from the CEO and other members of senior management and shall serve as the basis for determining the appropriate level of compensation to be in effect for each such individual. As part of such review process, the Executive Compensation Committee shall address the following items of compensation:

- determine whether any adjustment to the officer's annual rate of base salary is appropriate based on individual performance and market data,
- approve the officer's performance-based bonus for the recently completed fiscal year based on data provided by senior management,
- establish the officer's target bonus for the new fiscal year, with the individual performance goals for that bonus to be set by mutual agreement between the CEO and such officer, and
- determine the type and amount of any equity awards to be made to each officer.

4. Employment Contracts. The Executive Compensation Committee shall review in advance all proposed employment agreements for the executive officers and any proposed amendments or renewals of such agreements, and no such agreement or amendment may be implemented without the Committee's approval. The Executive Compensation Committee shall also review and approve any other significant agreements, arrangements or transactions with executive officers that are of a compensatory nature.

5. Director Compensation. The Executive Compensation Committee shall review and recommend to the Board appropriate compensation programs for service as directors, committee chairs, and committee members, consistent with any applicable requirements of the listing standards for independent directors.

6. Administration of Equity Incentive Plans. The Executive Compensation Committee shall be the primary administrator of the Company's equity incentive plans, including the Company's Long-Term Incentive Plan and any successor equity incentive plans. In such capacity the Executive Compensation Committee shall have the authority to make equity awards under those plans to the Company's executive officers and non-employee Board members in accordance with the applicable provisions of those plans. The Executive Compensation Committee, together with the Board, shall also have the authority to make equity awards under those plans to all other eligible individuals.

7. Additional Responsibilities. The Executive Compensation Committee shall also have the responsibility to carry out the following functions;

A. Compensation Policies and Performance Review. Periodically assess the Company's compensation policies applicable to the executive officers, including the relationship of corporate performance to executive compensation.

B. Evaluate Stock and Incentive Plans. Periodically review all equity-based compensation plans, including the number of shares remaining available for issuance under those plans, and all variable cash incentive programs and make recommendations to the Board regarding the need to amend the existing plans or programs and adopt new ones for the purpose of implementing the Committee's compensation strategy.

C. Other Plan Review. Periodically review the operation of all other Company employee benefit plans, but responsibility for day-to-day administration of such plans, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications, shall be performed by Company management.

D. Other Activities. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

8. Deferred Compensation. The Executive Compensation Committee shall review periodically the terms on which any compensation earned by or otherwise payable to executive officers may be deferred and the notional investments to be utilized to determine the investment return on the deferred earnings.

9. Separation/Severance/Change in Control Benefits. The Executive Compensation Committee shall approve all separation packages, severance benefits and change in control benefits proposed for the executive officers. The Executive Compensation Committee shall review periodically all outstanding change of control or severance arrangements in effect for the executive officers and inform the Board of any amendments to those arrangements approved by the Committee.

10. Retention of Compensation Consultants and Other Professionals. The Executive Compensation Committee shall have the authority to hire independent compensation consultants and other professionals (including the sole authority to approve their fees and terms of engagement) to assist in the design, formulation, analysis and implementation of compensation programs for the executive officers and other key employees.

11. Compensation Discussion and Analysis. The Executive Compensation Committee shall assist in the preparation of the "compensation discussion and analysis" for inclusion in the Company's annual proxy statement and/or 10-K, in accordance with the rules of the Securities and Exchange Commission.

12. Compensation Committee Report. The Executive Compensation Committee shall, with such legal advice as it may require, prepare the annual compensation

committee report required under applicable rules of the Securities and Exchange Commission to be furnished with the Company's proxy statement and/or 10-K.

13. Annual Review of Charter. The Executive Compensation Committee shall review this Charter annually and recommend to the Board any changes it considers to be appropriate.

14. Annual Performance Evaluation. The Executive Compensation Committee shall conduct an annual evaluation of the Committee's performance and shall present its finding and conclusions to the Board.

15. Report to Board. The Executive Compensation Committee shall report to the Board on the major items covered at each Committee meeting.

#### **4. EXECUTIVE COMPENSATION COMMITTEE MEETINGS AND PROCEDURES**

The Chair of the Executive Compensation Committee shall determine the frequency of Committee meetings and the agenda and length of each meeting.

The Chair shall designate an individual to serve as the Secretary at each meeting held by the Executive Compensation Committee. It shall be the duty and responsibility of the Secretary to keep full, accurate and complete minutes and records of each meeting and to perform such other functions as may from time to time be assigned to such individual by the Chair or other member of the Committee.

The Executive Compensation Committee shall meet from time to time as appropriate to perform the functions described above and may also hold special meetings or act by unanimous written consent as the Committee may determine to be appropriate. The Executive Compensation Committee may, as it determines to be appropriate, meet in separate executive sessions with other Board members, the CEO, outside consultants or other Company employees, agents or representatives invited by the Committee.

The Executive Compensation Committee shall meet with the Chief Executive Officer at or near the start of each fiscal year to discuss the goals and incentive compensation programs to be in effect for such fiscal year and the performance targets triggering payout under those programs. Not later than ninety (90) days after the start of each fiscal year, the Committee shall establish the incentive compensation programs to be in effect for that fiscal year for the Company's executive officers, including the applicable performance goals to be attained and the procedures for determining the individual awards payable under those programs. After the end of each fiscal year, the Committee shall meet to review the performance results for those programs and award bonuses thereunder. The Executive Compensation Committee shall also meet at least once each year to adjust base salary levels in effect for the Company's executive officers and to review the overall performance of the Company's employee benefit plans.

The Chair of the Executive Compensation Committee or a majority of the Committee members may call meetings of the Committee to be held in person or telephonically. A majority of the authorized number of Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless the vote of a greater number of Committee members is required by applicable law or regulation.

No written consent resolution of the Executive Compensation Committee shall have an effective date prior to the date on which the last Committee member signs and dates that resolution. A Committee member may indicate his or her consent through electronic transmission to all the other members of the Committee. All executed consent resolutions shall be kept with the written minutes of the Committee's meetings, and copies shall be delivered to the corporate secretary for inclusion in the corporate records.

Adopted by the Board: July 29, 2009

/s/ Suzy Papazian  
Suzy Papazian, Corporate Secretary