
ORGANIZATION AND COMPENSATION COMMITTEE

As revised at the July 28, 2008 Board of Directors' Meeting

The Organization and Compensation Committee:

- Reviews and approves for presentation to the Board of Directors and the Corporation's stockholders, when required, major compensation and benefits programs and equity plans, such as Bonus, Pension, ESOP, and Savings and Investment.
- Reviews and approves for submission to the Board of Directors election of Corporate Officers.
- Reviews and approves compensation for the Executive Officers, including salary, bonus awards, and benefits, and makes recommendations to the Board of Directors where appropriate. In doing so, the Committee shall annually review summaries of all compensation received by the Executive Officers and shall present such summaries to the Board of Directors for its information.
- Reviews Corporate Officer title changes.
- Administers the 2008 Incentive Award Plan and all other equity programs in which employees participate that are approved by the Board of Directors.
- Reviews performance of the Chief Executive Officer and the Corporate Officers, and provides direct feedback to the Chief Executive Officer.
- Reviews and approves the Corporation's goals and objectives relevant to the Chief Executive Officer's compensation, evaluates the Chief Executive Officer's performance in light of such goals and objectives, and sets the Chief Executive Officer's compensation level based on this evaluation. In doing so, the Committee shall annually review a summary of all compensation received by the Chief Executive Officer and shall present such summary to the Board of Directors for its information.
- Annually reviews the Management Succession Plan (semi-annually if changes are made) and presents the Management Succession Plan to the Board of Directors.
- Reviews significant changes to Corporate organization structure.

- Maintains the sole authority to retain and terminate the Corporation's compensation consulting firms; annually receives a fee itemization from such firms and a confirmation of such firms' independence; and approximately every three years, considers whether the Corporation's compensation consulting firm should be replaced.
- Prepares the report that SEC rules require to be included in the Corporation's annual proxy statement.
- Reviews areas of peripheral overlap with the Corporate Governance Committee.
- Performs an annual evaluation of the Organization and Compensation Committee.