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Organization and Compensation Committee Charter

I. PURPOSE AND ACTIVITIES

A. Statement of Purpose

The Organization and Compensation Committee (the "Committee") shall provide assistance to the Company's Board of Directors in fulfilling its responsibilities relating to the Company's organizational structure and the compensation of the Company's executive officers.

B. Responsibilities

The primary responsibilities of the Committee are to review and monitor the Company's organizational structure and to oversee, and approve or make recommendations to the Board of Directors regarding, the compensation policy for senior management. In discharging its oversight role, the Committee has the sole authority to appoint, oversee and terminate, when appropriate, outside legal counsel, compensation consulting firms and other advisors it determines necessary to carry out its responsibilities and shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to any such advisors. To assist it in carrying out its responsibilities, the Committee may delegate any portion of its responsibilities to a subcommittee denominated by it when appropriate.

As part of its responsibilities, the Committee shall:

1. Review and monitor the top level organizational structure of the Company and recommend any changes to the Board of Directors as appropriate.
2. Review and discuss, with the Chief Executive Officer and in consultation with the other independent directors, annually and on an ongoing basis, senior management succession planning and make an annual report to the Board of Directors regarding succession planning and management development.
3. Review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate (in consultation with the other independent directors) the Chief Executive Officer's performance in light of those goals and objectives, and recommend the Chief Executive Officer's compensation level based on this evaluation to the independent directors for approval.
4. Review and approve goals and objectives relevant to corporate officers and group executive officers of the Company's principal operating units, set the overall compensation policy for such officers, including base salary and annual and long term incentive awards, and approve compensation paid to the executive officers (other than the

Chief Executive Officer) named in the proxy statement, considering the recommendations of the Chief Executive Officer.

5. Recommend to the Board of Directors the appointment of corporate officers and group executive officers of the Company's principal operating units, monitor the performance of such corporate officers and group executive officers and annually oversee an evaluation of senior management.
6. Review and discuss with management the Company's Compensation Discussion and Analysis (as required by the Securities and Exchange Commission ("SEC")) and related disclosures for the Company's annual report and proxy statement, recommend to the Board of Directors based on the review and discussions whether the Compensation Discussion and Analysis should be included in the annual report and proxy statement, and prepare the Committee report for inclusion in the annual report and proxy statement as SEC rules require.
7. Review, monitor and approve or make recommendations to the Board of Directors, as appropriate, with respect to the adoption, amendment and termination of the Company's incentive-compensation and equity-based plans that are subject to Board of Directors approval, oversee the administration of such plans, and discharge any duties imposed on the Committee by any of those plans.
8. Review, and approve, if appropriate, or make recommendations to the Board of Directors regarding the Company's strategic employment and workplace policies, including those relating to equal employment opportunity, nondiscrimination, diversity in the workplace and environmental, health and safety policies.
9. Establish stock ownership guidelines for executive officers and non-management directors and monitor compliance annually therewith.
10. Review compensation for non-management directors annually and recommend any changes to the Board of Directors.
11. Review and make recommendations to the Board of Directors with respect to stockholder proposals and advisory votes related to executive compensation matters, including assessing the results of the Company's most recent advisory vote on executive compensation.
12. Conduct an annual assessment of potential risks to the Company related to compensation policies and practices for the Company's employees.
13. Conduct a self-evaluation of the Committee's performance, at least annually, to assess whether it is functioning effectively.
14. Review the adequacy of this Charter, at least annually, and recommend any changes to the Governance Committee of the Board of Directors.

II. MEMBERSHIP

The Committee shall consist of at least four directors appointed annually by the Board of Directors on the recommendation of the Governance Committee, all of whom shall be "independent directors." For purposes hereof, an "independent director" means a director who satisfies the "independence" requirements of the New York Stock Exchange applicable to directors and compensation committee members, as determined by the Board of Directors. Additionally, members of the Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and "outside directors" for purposes of Section 162(m) of the Internal Revenue Code. The Board of Directors shall designate one member as the chair. The Board of Directors may replace Committee members.

III. MEETINGS

The Committee shall typically meet quarterly. The Committee shall hold additional meetings to the extent deemed necessary or appropriate by its members. At each regular meeting of the Board of Directors, the Committee shall report to the full Board of Directors with respect to the Committee's meetings and activities. A majority of the Committee shall constitute a quorum.