

(j) “*Executive Group*” shall mean every person who the Committee believes may be both (i) a “covered employee” as defined in Section 162(m) of the Code as of the end of the taxable year in which the Company expects to take a deduction of the Award, and (ii) the recipient of compensation of more than \$1,000,000 (as such amount appearing in Section 162(m) of the Code may be adjusted by any subsequent legislation) for that taxable year.

(k) “*Incentive Stock Option*” shall mean an Option granted under Section 6(a) of the Plan that is intended to meet the requirements of Section 422 of the Code, or any successor provision thereto.

(l) “*Non-Qualified Stock Option*” shall mean an Option granted under Section 6(a) of the Plan that is not intended to be an Incentive Stock Option.

(m) “*NYSE*” shall mean the New York Stock Exchange.

(n) “*Option*” shall mean an Incentive Stock Option or a Non-Qualified Stock Option.

(o) “*Participant*” shall mean an employee of or consultant to the Company or any Affiliate or a director of the Company designated to be granted an Award under the Plan or, for the purpose of granting Substitute Awards, a holder of options or other equity based awards relating to the shares of a company acquired by the Company or with which the Company combines.

(p) “*Performance Award*” shall mean any right granted under Section 6(e) of the Plan.

(q) “*Prior Plans*” shall mean the Company’s 1991 and 2005 Long Term Stock Incentive Plans.

(r) “*Restricted Period*” shall mean the period of time during which Awards of Restricted Stock or Restricted Stock Units are subject to restrictions.

(s) “*Restricted Stock*” shall mean any Share granted under Section 6(d) of the Plan.

(t) “*Restricted Stock Unit*” shall mean any right granted under Section 6(d) of the Plan that is denominated in Shares.

(u) “*Rule 16b-3*” shall mean Rule 16b-3 promulgated by the Securities and Exchange Commission under the Exchange Act, or any successor rule or regulation.

(v) “*Section 16*” shall mean Section 16 of the Exchange Act, the rules and regulations promulgated by the Securities and Exchange Commission thereunder, or any successor provision, rule or regulation.

(w) “*Shares*” shall mean the Company’s common stock, par value \$1.00 per share, and such other securities or property as may become the subject of Awards, or become subject to Awards, pursuant to an adjustment made under Section 4(c) of the Plan.

(x) “*Stock Appreciation Right*” shall mean any right granted under Section 6(c) of the Plan.

(y) “*Substitute Awards*” shall mean Awards granted in assumption of, or in substitution for, outstanding awards previously granted by a company acquired by a Company or with which the Company combines.

SECTION 3. Administration.

The Committee shall administer the Plan, and subject to the terms of the Plan and applicable law, the Committee’s authority shall include without limitation the power to:

- (i) designate Participants;
- (ii) determine the types of Awards to be granted;
- (iii) determine the number of Shares to be covered by Awards and any payments, rights or other matters to be calculated in connection therewith;
- (iv) determine the terms and conditions of Awards and amend the terms and conditions of outstanding Awards;
- (v) determine how, whether, to what extent, and under what circumstances Awards may be settled or exercised in cash, Shares, other securities, other Awards or other property, or canceled, forfeited or suspended;