

RIDGEPOST CAPITAL, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Ridgepost Capital, Inc. (the “Company”) to assist the Board in (1) discharging the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer (the “CEO”), other officers subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (collectively, including the CEO, the “Executive Officers”) and non-employee members of the Board; and (2) providing oversight of the Company’s incentive and equity-based compensation plans, policies and programs.

Committee Membership

The Committee will consist of no fewer than two members. The members of the Committee will be appointed, and any vacancies filled, by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members may be replaced or removed from the Committee by the Board at any time, with or without cause. Resignation or removal of a director from the Board will automatically constitute resignation or removal, as applicable, of such director from the Committee. The Board may appoint one member of the Compensation Committee as its Chairperson (the “Committee Chair”).

All members of the Committee will meet the independence requirements of the listing standards of the New York Stock Exchange and any other applicable laws, rules or regulations (including the rules and regulations of the Securities and Exchange Commission) or other qualifications as are established by the Board from time to time. Members of the Committee will also qualify as a “non-employee” directors within the meaning of Rule 16b-3 under the Exchange Act.

Meetings

The Committee will meet as often as it determines necessary to carry out its responsibilities. The Committee Chair will preside at each meeting or, in the absence of the Committee Chair, one of the other members of the Committee will be designated, by the members present at the meeting, as the acting chair of the meeting. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Committee Authority and Responsibilities

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain or obtain the advice of compensation consultants, independent legal counsel or other advisors. The Company will provide appropriate funding, as determined by the Committee, for payment of compensation to any such consultants or advisors employed by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are

necessary or appropriate in carrying out its duties. The Committee will have sole authority to approve the advisors' fees and other terms and conditions of the advisors' retention.

To the extent required by the listing standards of the New York Stock Exchange, prior to selecting or receiving advice from a compensation consultant or advisor, the Committee will conduct an independence assessment, taking into consideration the factors set forth in such rules and any other factors the Committee deems relevant to the advisor's independence from management.

The Committee may, as it deems appropriate from time to time and to the extent permitted by applicable laws, rules and regulations, form and delegate authority to subcommittees consisting of one or more members.

The Committee will make regular reports to the Board.

In fulfilling its purpose and carrying out its responsibilities, the Committee will undertake any activities the Committee deems necessary or appropriate. Subject to the foregoing, the Committee will:

1. Review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and determine and approve the CEO's overall compensation level based on this evaluation. In determining the long-term incentive component of the CEO's compensation, the Committee may consider any number of factors, including, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at competitors and other comparable companies, and the awards given to the CEO in past years.
2. Review and approve (and, if desired, make recommendations to the Board for approval of) the compensation of the Executive Officers, including annual base salaries, short- and long-term (including cash-based and equity-based) incentive awards and opportunities, and perquisites or other personal benefits, except to the extent such benefit policies or programs apply to Company employees generally.
3. Periodically and as and when appropriate, review and approve the following as they affect the Executive Officers:
 - (a) any employment and severance arrangements;
 - (b) any change in control agreements and change in control provisions affecting any elements of compensation and benefits; and
 - (c) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
4. Periodically review the form and amount of all types of compensation to be paid by the Company to or on behalf of non-employee members of the Board, including, without limitation, cash fees and stock incentives.

5. Perform such duties and responsibilities as may be authorized of the Committee under the terms of any equity-based plan or other incentive compensation plan.
6. Review and discuss with management the Compensation Discussion and Analysis required to be included in the Company's proxy statement and annual report on Form 10-K and prepare the annual Compensation Committee Report for inclusion in the Company's proxy statement.
7. Consider the results of advisory votes on executive compensation and the frequency of such votes.
8. Receive periodic reports on the Company's compensation programs as they affect all employees and consider related risks.
9. At least annually, review and evaluate the performance of the Committee.

Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, nothing contained in this Charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under applicable Delaware law which will continue to set the legal standard for the conduct of the members of the Committee.