



**ENABLE IPC CORPORATION
COMPENSATION COMMITTEE CHARTER
March 17, 2005**

Purpose

The Compensation Committee makes recommendations to the Board with respect to (a) employee qualified benefit plans and employee stock programs (b) executive compensation and (c) director compensation programs.

Members / Terms of Office

The Compensation Committee shall consist of at least three members of the Board who satisfy the independence requirements as described in the Corporate Governance Guidelines adopted by the Company. The Board shall designate one member as Chairman or delegate authority to designate a Chairman to the Compensation Committee.

Duties and Responsibilities

The Committee has the responsibility to:

- review and administer compensation philosophy and programs,
- annually review executive compensation programs,
- annually review and approve corporate goals and objectives relevant to the CEO, and, based on the performance evaluations, to establish and approve the total compensation of the CEO,
- administer the Company's equity-based compensation and stock option plans,
- administer Directors' compensation,
- prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement,
- review this Charter annually and recommend any changes to the Board for approval, and
- review the Compensation Committee's own performance annually.

Meetings

The Compensation Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but not less frequently than once per year at such times and places as the Committee shall determine. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Compensation Committee or to meet with any members of, or consultants to, the Committee. Minutes of the meeting shall be taken and entered into the Company's Corporate Record Book. The Corporate Secretary may take the minutes, or the Committee Chairman may designate a different person to take the minutes. The Compensation Committee shall report its activities to the Board regularly.

Evaluations

The Compensation Committee shall, on an annual basis, evaluate its performance under this Charter, addressing all matters the Committee deems relevant to its performance objectively and adequately and report its performance to the Board.

Amendment and Interpretation

This Charter is subject to amendment from time to time by the Compensation Committee and the Board of Directors.

Adopted by the Board of Directors of Enable IPC Corporation, March 17, 2005