

***Charter of the  
Compensation Committee of the Board of Directors  
of First American Capital Corporation***

(adopted as of May 8, 2007)

**Statement of Policy**

The Compensation Committee shall provide assistance with respect to granting of equity awards to employees of the Company. In order to carry out its responsibilities, the Board of Directors delegates the powers and functions described herein to the Compensation Committee.

The Compensation Committee shall consist of a minimum of two directors. Members of the Committee shall be appointed by the Board of Directors and may be removed by the Board of Directors in its discretion. All members of the Committee shall be independent directors, and shall satisfy the standards for independence imposed by law.

**Powers and Responsibilities**

The power to administer the First American Capital Corporation 2007 Equity Incentive Plan in accordance with its provisions; to interpret such plan, the awards under such plan, and the agreements pursuant to which the awards are granted; to recommend changes to the First American Capital Corporation 2007 Equity Incentive Plan as may be deemed necessary from time to time to the Board of Directors; and, to adopt such rules for the administration, interpretation and application of such plans as are consistent therewith and to interpret, amend or revoke any such rules.

The power to employ, with the approval of the Board, attorneys, consultants, accountants, appraisers, brokers or other persons to assist or advise the Compensation Committee in fulfilling the functions or powers set forth in this Charter of the Compensation Committee.

The responsibility to report its actions and any recommendations to the Board of Directors after each Committee meeting. The Committee shall periodically review the adequacy of this Charter and recommend any proposed changes to the Board for approval.

In addition to the above powers and responsibilities, the Committee shall be informed of any change in executive compensation no later than the Committee meeting immediately following such change.