

COHESANT INC.

COMPENSATION COMMITTEE CHARTER

Status

The Compensation Committee ("Committee") is a committee of the Board of Directors of the Company ("Board").

Membership

All members of the Committee will be directors who, in the judgment of the Board, will be independent in accordance with the requirements set forth in the rules on corporate governance of the exchange or market on which the Company's securities trade and all other applicable laws, rules, and regulations governing director independence. The Committee will be comprised of at least two (2) directors. The members of the Committee will be appointed by the Board and may be removed from the Committee, with or without cause, by the Board. The Board shall also appoint a Chairman of the Committee who will be responsible for calling meeting of the Committee, establishing the agenda for the meetings and conducting the Committee meetings.

Purpose

The primary purposes of the Committee are to: (i) assist the Board in meeting the Board's responsibilities with regard to oversight and determination of executive compensation; (ii) review the compensation of the Company's executive officers and other key employees; (iii) administer and grant awards under the Company's 2008 Long-Term Incentive Plan, other equity-linked compensation option plans, annual bonus plan, and 401(k) Plan after consultation with management; and (iv) prepare, if applicable, the Committee's reports on executive compensation and review the compensation tables required by the rules of the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statements.

Duties and Responsibilities

1. The Committee will review and recommend to the Board for approval (a) the base salary; (b) annual performance metrics, bonus thresholds, targets and, if applicable, maximum performance awards; (c) long-term incentive compensation, including equity awards; and (d) any other compensation, perquisites, and special or supplemental benefits for the Company's Chief Executive Officer and other executive officers and key personnel. In reviewing and recommending items (a) through (d) above, the Committee may consider the compensation awarded to officers at other companies, the Company's performance, the individual's performance, and any other factors the Committee deems appropriate.
2. The Committee will have: (a) the authority to retain and terminate any compensation consultant to be used to assist in the evaluation of the compensation of the Chief Executive Officer or other executive officers or key personnel; (b) the authority to approve such compensation consultant's fees and other terms of engagement; and (c) the authority to obtain advice and assistance from internal or external legal, human resources, or other advisors.

3. The Committee will prepare an annual report on executive compensation and review the compensation tables for inclusion in the Company's proxy statement in compliance with the rules of the SEC.
4. The Committee will also review and approve awards under the Company's 2008 Long-Term Incentive Plan, other equity-linked compensation plans, the annual bonus plan, and 401(k) Plan. The Committee will also recommend amendments to the existing plans or new compensation plans, as it determines to be appropriate. It will consult with management on these items as it deems it necessary.
5. The Committee will make periodic reports to the Board.
6. The Committee will review, at least annually, and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
7. The Committee will have the power to hire legal, accounting, financial, or other advisors as it may deem necessary in its best judgment, without the need to obtain the prior approval of any officer of the Company. The Company will arrange for payment of the invoices of any such third party.

#### Operations and Meetings

The Committee may act only by unanimous written consent or by the affirmative vote of a majority of its members at a meeting. The Committee may request any officer or employee of the Company, the Company's outside legal counsel or other third parties to attend a meeting of the Committee. A majority of the members of the Committee shall constitute a quorum. Members of the Committee may participate in a meeting of the Committee by means of conference call or any other communications equipment by which all persons participating in the meeting can hear each other. The Committee may, in its sole discretion, employ outside advisors, including compensation consultants and outside counsel, and approve the fees and expenses and other retention terms of such advisors. The Committee will meet at least annually and at such other additional times as it deems necessary to fulfill its responsibilities.