Corporate Governance Committee

(As adopted by the Board of directors on November 1, 2010)

I. PURPOSE

The Corporate Governance Committee (the "Committee") shall provide assistance to the Board of Directors in fulfilling its responsibilities by:

A. Identifying individuals qualified to become directors and recommending that the Board of Directors select the candidates for all directorships to be filled by the Board of Directors or by the stockholders;
B. Developing and recommending to the Board of Directors a set of corporate governance principles applicable to the corporation; and
C. Otherwise taking a leadership role in shaping the corporate governance of the corporation.

II. STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of three or more members of the Board of Directors. After any allowable phase-in period, each of the members of the committee shall be determined by the Board of Directors to be "independent" in accordance with NASDAQ Stock Market Marketplace Rule 5605(a)(2).

Appointment and Removal

The members of the Committee shall be appointed by the Board of Directors and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

Chairman

The Chairman of the Committee shall be elected by the full Board of Directors. The Chairman shall resolve any ties. The Chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

III. MEETINGS

The Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All meetings of the Committee may be held telephonically, but the Committee shall meet in person at least once a year. The Committee may act by unanimous written consent.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the corporation and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business,

legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

Board Selection, Composition and Evaluation

1. Establish criteria in accordance with the Board's governance principles for the selection of new directors to serve on the Board of Directors.
2. Identify individuals believed to be qualified as candidates to serve on the Board of Directors and recommend that the Board of Directors select the candidates for all directorships to be filled by the Board of Directors or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board of Directors, the Committee shall consult with the CEO and shall take into account all factors it considers appropriate as set forth in the Board's governance principles.
3. Review and make recommendations to the full Board of Directors whether members of the Board should be nominated for re-election.
4. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates. In that connection, the Committee shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the corporation, including sole authority to approve the fees payable to such search firm and any other terms of retention.
5. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.
6. Review and make recommendations, as the Committee deems appropriate and in accordance with the Board's governance principles, regarding the composition and size of the Board of Directors in order to ensure the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
7. Oversee evaluation of at least annually, and as circumstances otherwise dictate, the Board of Directors and management in accordance with the Board's governance principles.
8. Consider matters relating to the retirement of Board members, including term limits or age caps.
9. Review and recommend to the full Board of Directors compensation of directors as well as director's and officer's indemnification and insurance matters.

Committee Selection, Composition and Evaluation

10. 10. Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee.

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11. Develop and recommend to the Board of Directors a set of corporate governance principles and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board of Directors in light of such developments as may be appropriate.

Continuity / Succession Planning Process

12. Recommend a management continuity and succession planning process to the Board.

Reports

13. Report to the Board of Directors
    (i) following meetings of the Committee;
    (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities; and
    (iii) with respect to such recommendations as the Committee may deem appropriate.

    The report to the Board of Directors may be written, in the form of minutes or otherwise, or take the form of an oral report by the Chairman or any other member of the Committee designated by the Committee to make such report, and may be omitted when all members of the Board of Directors present at the meeting at which the report would otherwise be given were also present at the meeting of the Corporate Governance Committee.
14. Maintain minutes or other records of meetings and activities of the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the full Board of Directors as a whole, of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.