Compensation Committee

(As adopted by the Board of Directors on May 7, 2013)

I. PURPOSE

The Compensation Committee (the "Committee") shall:

1. Discharge the responsibilities of the Board of Directors with respect to the corporation's compensation programs and compensation of the corporation's executives; and
2. Produce an annual report on executive compensation for inclusion in the corporation's annual proxy statement, in accordance with applicable rules and regulations of the Securities and Exchange Commission (the "SEC") and any other applicable regulatory bodies.

II. STRUCTURE AND OPERATIONS COMPOSITION AND QUALIFICATIONS

The Committee shall be comprised of three or more members of the Board of Directors. Each of the members of the committee shall be determined by the Board of Directors to be “independent” in accordance with applicable NASDAQ Stock Market rules and Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Act”). In addition, at least two members shall be determined by the Board of Directors to be “outside directors” in accordance with Internal Revenue Code Section 162(m), and “non-employee directors” in accordance with Rule 16b-3 under the Act.

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

Unless a Chairman is elected by the full Board of Directors, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. 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. A quorum shall exist so long as a majority of the members of the Committee are in attendance in person or by telephone. Approval of actions by the Committee requires a majority vote of the Committee Members.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the CEO and any other corporate officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined or otherwise during voting or deliberations on their compensation. All meetings of the Committee may be held telephonically, and 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 as it deems appropriate. 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.

Compensation Consultants, Legal Counsel and Other Advisers

1. The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, legal counsel or other advisers to assist the Committee in the performance of its duties.
2. Prior to the Committee selecting, or receiving advice from, any compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, the Committee shall take into consideration the factors specified in applicable NASDAQ Stock Market rules.
3. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Committee.
4. The Committee shall have sole authority to approve any compensation consultant's, legal counsel's or other adviser's fees and the other terms and conditions of the adviser's retention.
5. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee.

Setting Compensation for Executive Officers

6. Establish and review the overall compensation philosophy of the corporation.
7. Review and approve corporate goals and objectives relevant to CEO compensation including performance objectives.
8. Evaluate the performance of the CEO in light of these criteria and, based on such evaluation, review and approve the annual salary, bonus, long term incentive awards and other benefits, direct and indirect, of the CEO.
9. Review and discuss with the CEO the CEO's annual evaluation of the performance of other executive officers and recommendations for their annual salary, bonus, stock option and other benefits, direct and indirect, and, on that basis, approve the compensation to be paid to such executive officers.
10. Approve the grant of long term incentive awards corporation-wide and recommend amendments to the corporation's executive compensation programs to the Board of Directors for approval.
11. In connection with executive compensation programs:
    i. Review and recommend to the full Board of Directors, or approve, new executive compensation programs;
    ii. Review on a periodic basis the operations of the corporation's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose;
    iii. Establish and periodically review policies for the administration of executive compensation programs; and
    iv. Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
12. Establish and periodically review policies in the area of senior management perquisites.
13. Review, and make recommendations to the full Board of Directors or itself approve, any contracts or other transactions with current or former executive officers of the corporation, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the corporation.

Monitoring Incentive and Equity-Based Compensation Plans

14. Review and make recommendations to the Board of Directors with respect to the corporation's incentive-compensation plans, equity-based plans and any other similar plans, and oversee the activities of the individuals responsible for administering those plans.
15. Review and approve all long term incentive awards pursuant to the corporation's equity-based plans.
16. Monitor compliance by executives with the rules and guidelines of the corporation's equity-based plans.
17. Make recommendations to the Board of Directors with respect to any recoupment or "clawback" policies.
18. Make recommendations to the Board of Directors with respect to any position to be taken by the Board regarding "say on pay" votes and the frequency of such votes.
19. Make recommendations to the Board of Directors with respect to any policy regarding stock hedging by officers and employees of the corporation.

Risk Management

20. Review compensation risk to determine whether compensation policies and practices for employees are reasonably likely to have a material adverse effect on the corporation, including whether the design or operation of the corporation's compensation programs encourage employees to engage in excessive risk-taking, is aligned to the interests of stockholders, promotes effective leadership and leadership development, and appropriately awards pay for performance. In doing so the Committee reviews the overall program design, as well as the balance between short-term and long-term compensation, the metrics used to measure performance and the award opportunities under the corporation's incentive compensation program, and the implementation of other administrative features designed to mitigate risk such as vesting requirements.

Reports

21. Prepare an annual report on executive compensation for inclusion in the corporation's proxy statement, in accordance with applicable rules and regulations of the SEC and other applicable regulatory bodies.
22. 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 Audit Committee.

Maintain minutes of meetings of the Committee and distribute such minutes to the full Board upon approval by the Committee.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance 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.