



Corporate Governance & Nominating Committee Charter

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By-Laws, it is not intended to establish by its own force any legally binding obligations.

I. Purpose

The Corporate Governance & Nominating Committee (the "Committee") shall assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities by: (i) identifying individuals qualified to serve as directors and recommending that the Board nominate director candidates for election at the annual meeting of shareholders or to fill Board vacancies; (ii) recommending to the Board committee assignments and committee chairs; (iii) overseeing the Company's policies and procedures for the receipt of shareholder suggestions regarding Board composition and potential director candidates for consideration by the Board; (iv) developing, recommending to the Board and overseeing implementation of the Company's Corporate Governance Guidelines and Principles; (v) reviewing, on a regular basis, the overall corporate governance of the Company and recommending improvements when necessary; and (vi) undertaking such other matters as it, with the concurrence of the Board of Directors, deems necessary.

In discharging its oversight role, the Committee is authorized: (i) to investigate any matter that the Committee deems appropriate, with access to all books, records, facilities and personnel of the Company; and (ii) to retain independent counsel, and director search or other experts, with adequate funding provided by the Company. The Committee shall have the sole authority to retain, compensate, direct, oversee and terminate the Board's director search consultants and any counsel and other advisers hired to assist the Committee, who shall be accountable ultimately to the Committee.

II. Committee Membership

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be "independent" in accordance with the Board's definition of "independence" and with the applicable rules of the Nasdaq Stock Market and shall include the Chairman of the Board, if independent, or the Independent Lead Director.

The members of the Committee shall be elected by the Board and serve until their successors shall be duly elected and qualified or until their earlier death, incapacity, resignation or removal. Any member may be removed, with or without cause, by the Board at any time. The Board of Directors may appoint one member to be the independent Chairman. If the Board fails to appoint a Chairman, the members of the Committee shall elect a Chairman by majority vote of all members. The Chairman will convene and chair all meetings of the Committee, set agendas for meetings and determine the Committee's information needs. In the absence of the Chairman, the Committee shall select an Acting Chairman from among its members.

III. Committee Meetings

The Committee shall meet at least quarterly, or more frequently as it deems appropriate and as circumstances dictate. Any member of the Committee may call a special meeting of the Committee. Meetings of the Committee may be held telephonically.

The Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate 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. Key Responsibilities

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

The Committee may form and delegate authority to subcommittees so long as: (i) such subcommittee is comprised solely of one

or more members of the Committee; (ii) such subcommittee has been established by charter or authority has been delegated by Committee resolution or a Committee-adopted policy; and (iii) such delegation is not otherwise inconsistent with law or applicable rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market.

In fulfilling its responsibilities, the Committee shall:

Director Nomination and Evaluation

1. Establish, implement, modify as necessary and review Company disclosures concerning the standards, policies and procedures for use in identifying, reviewing and selecting candidates for nomination to the Board, including: (i) the process and criteria (including experience, qualifications, attributes, diversity or skills in light of the Company's business and structure) to be used to review and evaluate candidates for Board nomination; (ii) policies and procedures relating to the Board's consideration of candidates recommended by shareholders; and (iii) policies and procedures relating to the nomination by shareholders of candidates for election to the Board pursuant to the Company's by-laws and (iv) consideration of any policies with regard to diversity on the Board and how the Committee assesses the effectiveness of any such policy.
2. (a) Identify and evaluate director candidates, consistent with qualifications and criteria approved by the Board (including evaluation of incumbent directors for potential re-nomination and evaluation of candidates recommended by shareholders); and recommend to the Board candidates for: (i) nomination for election or re-election by the shareholders; and (ii) any Board vacancies that are to be filled by the Board; and (b) review Company disclosures concerning the specific experience qualifications, attributes or skills that led to the conclusion that each director and nominee should serve as a director in light of the Company's business and structure.
3. Recommend to the Board for approval the membership of Board committees and assignment of committee chairs.
4. Review annually the relationships between directors, the Company and members of management and recommend to the Board whether each director qualifies as "independent" under the Board's definition of "independence" and the applicable rules of the Nasdaq Stock Market.
5. Review and address conflicts of interest of directors and the manner in which any such conflicts are to be monitored.
6. Assess the appropriateness of a director nominee serving, or continuing to serve, as a director where such nominee has tendered his or her resignation in connection with his or her failure to receive a "majority of votes cast" (as defined in the Corporate Governance Guidelines and Principles) at an election of directors, and recommend to the Board any action to be taken with respect thereto
7. Assess the appropriateness of a director continuing to serve as a director where such director has tendered his or her resignation upon a substantial change in principal occupation or business association from the position held when originally invited to join the Board, and recommend to the Board any action to be taken with respect thereto
8. Review annually with the Board the composition of the Board as a whole, including whether the Board reflects an appropriate balance of independence, sound judgment, business specialization, technical skills, diversity and other desired qualities and is of the appropriate size.
9. Coordinate and oversee the annual self-evaluation of the performance of the Board, its committees, and the periodic evaluation of individual director performance when issues arise in the governance of the Company, and recommend to the Board and its committees the methodology for such evaluations.
10. (a) Review the Board's leadership structure in light of the specific characteristics of the Company and recommend any changes to the Board for approval and in so doing consider the effect of the Board's leadership structure on the Board's role in the risk oversight of the Company; and (b) review and approve Company disclosures relating to the Board leadership's structure.
11. Consult with the Compensation and Leadership Committee on any changes to the form and amount of director compensation.

Corporate Governance

12. Periodically review the certificate of incorporation and by-laws of the Company and recommend to the Board, if necessary, that it undertake appropriate actions to implement change as necessary.
13. Develop and recommend to the Board, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, a set of Corporate Governance Guidelines & Principles.
14. Design, with input from management, an appropriate orientation program for new directors and identify appropriate director development and education opportunities.

General

15. Report regularly to the Board following each Committee meeting the Committee's findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.
16. Review on a periodic basis, and as necessary when specific issues arise, relationships with the Company's shareholders and advise the Board on policies to enhance effective communications with shareholders.

Annual Self-Evaluation and Charter Review

17. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter.
18. Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate.