



Nominating Committee Charter

Organization

There shall be a committee of the Board of Directors to be known as the Nominating Committee. The Nominating Committee shall have at least two members. The Nominating Committee shall be composed solely of directors who are "independent" in accordance with NASDAQ Stock Market LLC ("NASDAQ") Listing Rules for determining the independence of directors (subject to any exceptions in the NASDAQ Listing Rules), and otherwise meet NASDAQ Listing Rules requirements for the membership of the Nominating Committee. Independent Nominating Committee members shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as Nominating Committee members.

Statement of Purpose

The purpose of the Nominating Committee shall be to assist the Board in identifying individuals qualified to become Directors under criteria approved by the Board, periodically review director compensation and benefits and recommend to the Board any improvements to the Company's corporate governance guidelines as it deems appropriate. The Nominating Committee shall also assist the Board in assessment of board effectiveness, continuing education, new director orientation and determining committee membership.

Responsibilities

In carrying out its responsibilities, the Nominating Committee believes its policies and procedures should remain flexible, in order to best react to changing needs of the Company.

In carrying out these responsibilities, the Nominating Committee will:

1. Evaluate the suitability of potential nominees for membership on the Board, taking into consideration the Board's current composition, including expertise, diversity, and balance of inside, outside and independent directors, and considering the general qualifications of the potential nominees, such as:

- Unquestionable integrity and honesty;
- The ability to exercise sound, mature and independent business judgment in the best interests of the stockholders as a whole;
- A background and experience with fields which will complement the talents of the other Board members;
- Willingness and capability to take the time to actively participate in Board and committee meetings and related activities;
- Ability to work professionally and effectively with other Board members and Company management;
- Availability to remain on the Board long enough to make an effective contribution; and
- Absence of material relationships with competitors or other third parties that could present realistic possibilities of conflict of interest or legal issues,

and see that all necessary and appropriate inquiries are made into the backgrounds of such candidates.

2. Recommend to the Board the number and names of proposed nominees for election as Director at the Annual Meeting of Stockholders and, in the case of a vacancy on the Board, the name of an individual to fill the vacancy.

3. Submit the minutes of all meetings of the Nominating Committee to, or discuss the matters discussed at each committee meeting with, the Board of Directors.

4. Review the direct and indirect relationships of members of the Board with the Company or its management and assist the Board with its determination of the independence of its members.

5. Monitor trends and best practices in director compensation, benefits and stock ownership guidelines and recommend changes to the Board as it deems appropriate, taking into consideration the interests of the Company and its stockholders, maintenance of the independence of a majority of the members of the Board, the work load, time commitment and responsibilities involved in Board and committee meeting participation, and comparison with the compensation practices of comparable companies.

6. Monitor trends and best practices in corporate governance, periodically review the corporate governance guidelines, and

recommend changes as it deems appropriate in those guidelines, in the corporate governance provisions of the Company's By-Laws, and in the policies and practices of the Board.

7. Annually review and make recommendations to the Board regarding its process for evaluating the effectiveness of the Board and its committees. The Nominating Committee shall oversee the annual assessment of Board effectiveness and report to the Board.

8. Periodically review and make recommendations to the Board regarding new director orientation and director continuing education.

9. Annually recommend to the Board, following the annual meeting of stockholders, committee membership and chairs.

10. Establish and maintain procedures for the submission of unsolicited recommendations for nominees, including appropriate deadlines and the type of information that must be provided with recommendations.

11. Review and discuss with management the disclosure regarding the operations of the Nominating Committee and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

12. Review this Nominating Committee charter at least annually, and make any changes deemed appropriate, subject to review and approval of the full Board of Directors.

Authority and Resources

The Nominating Committee shall have the authority and resources to:

- solicit ideas for director nominees from other members of the Board, and to make its own inquiries;
- solicit suggestions for director nominees from management, stockholders and other sources;
- engage outside search or other consultants to assist in identifying potential director nominees; and
- determine funding for payment of compensation to any such consultants and ordinary administrative expenses of the nominating committee.

All potential nominees must first be considered by the Nominating Committee before being contacted as possible nominees and before having their names formally considered by the full Board.