



Compensation Committee Charter

AMENDED AND RESTATED AS OF DECEMBER 15, 2005

1. PURPOSES

The primary purposes of the committee are to (1) determine and otherwise discharge the responsibilities of the board of directors relating to the compensation of the company's executive officers, (2) evaluate the performance of the company's executive officers and assess management succession planning, (3) recommend to the board of directors the cash and non-cash compensation policies for the non-employee directors, and (4) exercise the authority of the board of directors with respect to the administration of the company's stock-based and other incentive compensation plans.

2. COMPOSITION

- a. **At Least Two Members.** The committee is comprised of at least two directors. The board of directors will designate a committee member as the chairperson of the committee, or if the board of directors does not do so, the committee members will appoint a committee member as chairperson by a majority vote of the authorized number of committee members.
- b. **Independence.** All committee members will be independent as determined by the board of directors in accordance with the Nasdaq listing standards, as the same may be amended from time to time (the "listing standards"). In addition, all committee members must qualify as "non-employee directors" within the meaning of SEC Rule 16b-3, and as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended.
- c. **Appointment.** Subject to the requirements of the listing standards, the board of directors may appoint and remove committee members in accordance with the company's bylaws. Committee members will serve for such terms as may be fixed by the board of directors, and in any case at the will of the board of directors whether or not a specific term is fixed.

3. COMMITTEE FUNCTIONS

The committee will undertake the following actions:

- a. **Compensation Goals.** Establish and review at least annually the overall corporate policies, goals and objectives for the compensation of the company's chief executive officer and other executive officers, including a review of the relationship of executive compensation to corporate performance and relative stockholder return. For purposes of this charter, "executive officers" means the individuals classified by the company as officers for purposes of SEC rules under Section 16 of the Securities Exchange Act of 1934.
- b. **Determination of Compensation.** Evaluate at least annually the performance of the chief executive officer and other executive officers in light of the corporate goals and objectives, and, based on that evaluation, determine the compensation of the chief executive officer and other executive officers, including individual elements of salary, bonus, incentive and equity compensation. In any deliberations to determine the compensation of executive officers other than the chief executive officer, the committee may elect to invite the chief executive officer to be present but not vote.
- c. **Officer Contracts.** Review and approve all employment agreements, separation and severance agreements, and other compensatory contracts, arrangements, perquisites and payments for the executive officers.
- d. **Succession Planning.** Review and assist the board of directors in developing succession plans for the executive officers and other appropriate management personnel.
- e. **# Non-Employee Director Compensation.** Recommend to the board of directors compensation programs for non-employee directors, committee chairpersons, and committee members, consistent with any applicable requirements of the listing standards for independent directors and including consideration of cash and equity components of this compensation.
- f. **Equity Plan Awards.** Grant stock options and other discretionary awards under the company's stock option and other

equity incentive plans, and otherwise exercise the authority of the board of directors with respect to the administration of the company's stock-based and other incentive compensation plans. The committee may delegate to one or more officers designated by the committee the authority to make grants of options to eligible individuals other than directors and executive officers, provided that the committee must have fixed the exercise price or a formula for determining the exercise price for each grant, approved the vesting schedule, approved the form of documentation evidencing each grant, and determined the number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer to whom such authority is delegated will regularly report to the committee the grants so made.

- g. Evaluate and Approve Equity Plans. Periodically review and make recommendations to the board of directors concerning the company's equity and incentive compensation plans. The committee will approve all equity arrangements and plans, and amendments to these arrangements or plans, that may be exempt from the general requirement of the listing standards to obtain stockholder approval of these matters, or for which approval by the committee is otherwise appropriate or required under applicable laws or listing standards.
- h. Retention of Compensation Consultant. Have authority to retain and terminate any compensation consulting firm used to evaluate director or executive officer compensation, and to approve the consulting firm's fees and other retention terms.
- i. Committee Report in Proxy Statement. Timely prepare and approve a report of the committee for inclusion in the company's proxy statement for each annual meeting of stockholders, including a discussion of the committee's compensation policies applicable to executive officers and other information required under SEC rules.
- j. Other Functions. Perform any other activities consistent with this charter, the bylaws and applicable listing standards and laws as the committee or the board of directors considers appropriate.
- k. Annual Performance Review. Evaluate its own performance as a committee and this charter on an annual basis.

4. MEETINGS, REPORTS AND RESOURCES OF THE COMMITTEE

- a. Meetings. The committee will meet at least annually and as often as necessary to carry out its responsibilities. The committee may also hold special meetings or act by unanimous written consent as the committee may decide. The committee may meet in separate executive sessions with other directors, the chief executive officer and other company employees, agents or representatives invited by the committee.
- b. Procedures. The committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the bylaws, applicable laws or regulations, or the listing standards. The chairperson or majority of the committee members may call meetings of the committee. A majority of the authorized number of committee members constitutes a quorum for the transaction of committee business, and the vote of a majority of the committee members present at a meeting at which a quorum is present will be the act of the committee, unless in either case a greater number is required by this charter, the bylaws or the listing standards. The committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.
- c. Reports. The committee will provide to the board of directors at an appropriate time prior to preparation of the company's proxy statement for its annual meeting the report of the compensation committee which must be included in the proxy statement. The committee will also report to the board of directors annually the results of an annual review by the committee of its own performance. The committee will also report to the board of directors on the major items covered by the committee at each committee meeting, and provide additional reports to the board of directors as the committee may determine to be appropriate.
- d. Committee Access and Resources. The committee is at all times authorized to have direct, independent and confidential access to the company's other directors, management and personnel to carry out the committee's purposes. The committee is authorized to obtain at the company's expense compensation surveys, reports on the design and implementation of compensation programs for the company's directors, officers and employees, and other data and documentation as the committee considers appropriate. The committee is authorized to retain at the company's expense compensation consultants, independent counsel or other advisers selected by the committee for matters related to the committee's purposes.
- e. Reliance on Others. Nothing in this charter is intended to preclude or impair the protection provided in Section 78.138 of the Nevada Private Corporations Law for good faith reliance by members of the committee on reports or other information provided by others.