

Charter - Compensation Committee

A. Purpose

The primary purposes of the Compensation Committee (the "Committee") are to (i) discharge the responsibilities of the Company's Board of Directors (the "Board") relating to compensation of the Company's executive officers and directors, (ii) produce reports on executive compensation for inclusion in, or incorporation by reference to, the Company's annual report and proxy statement, to the extent required by applicable rules and regulations and (iii) administer the Company's stock option plans.

B. Committee Membership and Qualifications

The Committee shall be comprised of no fewer than two members of the Board. Except as permitted by applicable rules of The NASDAQ Stock Market ("NASDAQ"), each member of the Committee shall (i) qualify as an independent director under criteria established by the applicable listing standards of NASDAQ and other applicable laws and regulations, (ii) be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (iii) be an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code.

Committee members shall be appointed by the Board. The Board may, at any time with or without cause, remove any member of the Committee and fill the vacancy created by such removal. The Committee's chairman shall be appointed by a majority of the full Board or the full Committee.

C. Committee Authority and Responsibilities

The following shall be the principal recurring responsibilities of the Committee. These responsibilities are set forth as a guide, with the understanding that the Committee may alter or supplement them as appropriate to enable the Committee to carry out its duties, to the extent permitted by applicable laws and listing standards.

Compensation of Chief Executive Officer

1. The Committee shall determine and approve all compensation for the Chief Executive Officer, including incentive-based and equity-based compensation.
2. The Committee shall, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and evaluate the Chief Executive Officer's performance in light of these goals and objectives.
3. The Committee shall consider, in determining the long-term incentive component of compensation for the Chief Executive Officer, the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years.
4. In evaluating and determining compensation for the Chief Executive Officer, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (the "Say on Pay" vote) required by Section 14A of the Exchange Act.

Other Compensation Matters

5. The Committee shall review and approve salaries, incentive and equity awards for the Company's executive officers.
6. The Committee shall, at least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's executive officers and evaluate their performance in light of these goals and objectives.
7. In evaluating and approving compensation for the Company's executive officers, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation (the "Say on Pay" vote) required by Section 14A of the Exchange Act.

8. The Committee shall review and approve incentive-based or equity-based compensation plans in which the Company's executive officers participate, and recommend changes in such plans to the Board that the Committee considers necessary or valuable.
9. The Committee shall approve all employment, severance, or change-in-control agreements, special or supplemental benefits, or provisions including the same, applicable to executive officers.
10. The Committee shall periodically review and advise the Board concerning both regional and industry-wide compensation practices and trends in order to assess the adequacy and competitiveness of the Company's compensation programs for the Company's executive officers (including the Chief Executive Officer) and directors relative to comparable companies in the Company's industry.
11. The Committee shall periodically review the Company's compensation policies and practices to confirm that they are not reasonably likely to motivate imprudent risk taking and to review and discuss, at least annually, the relationship between risk management policies and practices, corporate strategy and executive compensation.
12. The Committee shall review and propose to the Board from time to time changes in director compensation.
13. To the extent required by Securities and Exchange Commission ("SEC") rules and regulations, the Committee shall prepare the compensation committee report for inclusion in the Company's proxy statement for the annual meeting of stockholders.
14. To the extent required by SEC rules and regulations, the Committee shall review and discuss with management the "Compensation Discussion and Analysis" section ("CD&A") of the Company's Annual Report on Form 10-K and the Company's proxy statement for the annual meeting of stockholders and recommend to the Board that the CD&A be included in such annual report and proxy statement.
15. The Committee shall administer the Company's various stock option or other incentive compensation plans.
16. The Committee shall examine and approve any offers of senior-level employment made to relatives of the Company's executives.
17. The Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct "Say on Pay" votes, taking into account the results of the most recent stockholder advisory vote on frequency of "Say on Pay" votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the "Say on Pay" vote and the frequency of the "Say on Pay" vote to be included in the Company's proxy statement.
18. 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 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.
19. The Committee shall take such other action within the scope of its duties that are in the best interests of the Company and its stockholders, as the Committee shall deem appropriate.

D. Meetings

The Committee will meet no less than quarterly. Special meetings may be convened as required. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. The chairman of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee may form subcommittees and delegate authority to them or to one or more of its members when appropriate.

The Chief Executive Officer may not be present during voting or deliberations relating to his or her compensation.

E. Committee Resources

The Committee shall have the authority to retain or obtain advice and seek assistance from consultants, legal

counsel, accounting or other advisors (each, an "Advisor") as the Committee, in its sole discretion, deems appropriate to perform its duties hereunder and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have the authority to retain or terminate any Advisor used to evaluate director, Chief Executive Officer or other executive compensation, and to determine and approve the terms of engagement and the fees and costs for such engagements. The fees and costs of any Advisor engaged by the Committee to assist in it in performing any duties hereunder shall be borne by the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee. The Committee may select, or receive advice from, an Advisor, other than in-house legal counsel, only after taking into consideration the following six factors affecting independence, as well as any other factors required by NASDAQ and/or the Exchange Act, or any rules promulgated thereunder: (i) the provision of other services to the Company by the person that employs the Advisor; (ii) the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor; (iii) the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Advisor with a member of the Committee; (v) any stock of the Company owned by the Advisor; and (vi) any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

F. Minutes

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.