



Compensation Committee Charter

Purpose

The Compensation Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Company's executive officers and to oversee and advise the Board on the adoption of policies that govern the Company's compensation and benefit programs.

Committee Membership

The Committee will be composed of two or more directors, each of whom satisfies the definition of "independent" under the listing standards of the The Nasdaq Stock Market (as may be modified or supplemented). All Committee members shall also be "non-employee directors" as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and "outside directors" as defined by Section 162(m) of the Internal Revenue Code. The Committee members will be appointed by the Board and may be removed by the Board in its discretion. The Committee shall have the authority to delegate any of its responsibilities to subcommittees consisting of one or more members as the Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities.

Committee Authority and Responsibilities

The Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of Chief Executive Officer (CEO) or other executive compensation. The Committee shall have sole authority to retain and terminate any such consulting firm, including sole authority to approve the firm's fees and other retention terms. The Committee shall also have authority, to the extent it deems necessary or appropriate, to retain independent counsel or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any consulting firm or other advisors employed by the Committee.

The Committee may delegate to the CEO the authority, within pre-existing guidelines established by the Committee, to approve equity compensation awards under established stock-based compensation plans of the Company to employees other than executive officers of the Company. Any exercise of such delegated authority will be reported to the Committee at its next regularly scheduled meeting. The Committee may also delegate non-discretionary administrative authority under Company compensation and benefit plans in its discretion and consistent with any limitations specified in the applicable plans.

The Committee will make regular reports to the Board and will propose any necessary action to the Board. The Committee will review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval. The Committee will annually evaluate the Committee's own performance.

The Committee, to the extent it deems necessary or appropriate, will:

- Review and approve the Company's goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine and approve all elements of the CEO's compensation based on this evaluation, including salary, incentive and equity-based compensation.
- Review the evaluations of the performance of the other executive officers of the Company, and approve all elements of their compensation, including salary, incentive and equity-based compensation. The CEO may be present at the meeting for deliberations on non-CEO executive officer compensation, but he or she may not vote.
- Approve incentive plan goals for executive officers, review actual performance against goals and approve plan awards.
- Review the Company's compensation programs for management employees and make recommendations to the Board concerning the adoption or amendment of compensation plans, including equity-based plans. The Committee shall have and shall exercise all the authority of the board of directors with respect to the administration of such plans.

- Review and approve changes in the Company's benefit plans that could result in a material change in costs or the benefit levels provided.
- Appoint and remove plan administrators and fiduciaries for the Company's retirement plans and benefit plans subject to ERISA.
- Review and discuss with management the Compensation Discussion and Analysis (CD&A) and recommend to the Board the inclusion of the CD&A in the Company's annual proxy statement.