



Compensation Committee Charter

Purpose

The Compensation Committee is appointed by the Board of Directors to help the Board discharge its responsibilities relating to the compensation of the Company's executives.

Committee Membership

The Compensation Committee will be comprised of at least three directors, all of whom satisfy the definition of "independent" under the listing standards of the Nasdaq Stock Market ("Nasdaq"). All Compensation Committee members shall also be "nonemployee directors" as defined by Rule 16-b(3) under the Securities Exchange Act of 1934, as amended, and as "outside directors" as defined by Section 162(m) of the Internal Revenue Code. The Compensation Committee members will be appointed by the Board of Directors and may be removed by the Board in its discretion. The Compensation Committee shall have authority to delegate any of its responsibilities to subcommittees as the Compensation Committee may deem appropriate, provided the subcommittees are composed entirely of independent directors.

Meetings

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

Committee Authority and Responsibilities

The Compensation Committee will have the authority, to the extent it deems necessary or appropriate, to retain a compensation consultant to assist in the evaluation of director, chief executive officer ("CEO"), or senior executive compensation. The Compensation Committee shall have the authority to retain and determine any such consulting firm, including authority to approve the firm's fees and other retention terms. The Compensation Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain other advisors. The Company will provide appropriate funding, as determined by the Compensation Committee, for a payment of compensation to any consulting firm or other advisors employed by the Compensation Committee.

The Compensation Committee will make reports to the Board when and as requested by the Board and will propose any necessary action to the Board. The Compensation Committee will review and reassess the adequacy of its Charter annually and recommend any proposed changes to the Board for approval. The Compensation Committee will periodically evaluate the Compensation Committee's own performance. The Compensation Committee, to the extent it deems necessary or appropriate, will:

- recommend CEO compensation to the entire Board of Directors for approval
- approve non-CEO executive officer compensation (the Company's CEO may be present at the meeting deliberations on this subject, but is not entitled to vote).