

EXECUTIVE COMMITTEE CHARTER

I. Purpose

The Executive Committee is appointed by the Board to exercise the powers and duties of the Board between Board meetings and while the Board is not in session, and to implement the policy decisions of the Board.

II. Organization

A. Composition of the Committee

The Executive Committee shall consist of no fewer than three members, as determined annually by the Board on the recommendation of the Nominating and Governance Committee. The Chief Executive Officer shall be and, if a different person, the Chairman of the Board shall be, members of the Executive Committee. Executive Committee members may be replaced by the Board at any time. The CEO shall be the Chairman of the Executive Committee.

Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. The members of the Committee may be removed by a majority vote of the Board.

B. Meetings/ Minutes/ Reports

The Committee will meet as often as necessary to carry out its responsibilities. Reports of meetings of the Committee shall be made to the Board of Directors at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board of Directors approved by the Committee.

The CEO will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Chairman shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as to each other director in advance of the meeting. The Chairman, subject to the approval of a majority of the members of the Committee, shall have the authority to change the agenda to respond to any matters that warrant attention.

C. Authority

The Executive Committee shall have the authority to exercise all powers and authority of the Board, including without limitation the powers and authority enumerated in the By-laws of the Company, excepting the review and approval or disapproval of related party transactions and matters, which, under the Nevada General

Corporation Law, the rules and regulations of any exchange on which the Company's securities are traded, the Company's Certificate of Incorporation, or the Company's By-laws, cannot be delegated by the Board to a committee of the Board.

III. Responsibilities of the Committee

The basic responsibility of the Executive Committee is to act in behalf of the full Board of directors between meetings and when the Board is not in session. The committee shall exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members may rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

IV. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.