

NOMINATING & GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating & Governance Committee shall (1) assist the Board by identifying individuals qualified to become Board members, and approve nominees to stand for election at the annual meetings of the Company's shareholders; (2) oversee the evaluation of the Board and management; and (3) develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company.

Committee Membership

The Committee shall consist of no fewer than two members. Each member of the Committee shall (a) be a director of the Company and (b) meet the independence requirements established by NASDAQ or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ.

The members of the Committee shall be appointed and replaced by the Board. The Board shall designate one member of the Committee to serve as the Committee's Chairperson.

Committee Rules of Procedure

The Committee shall meet at least annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Except in extraordinary circumstances as determined by the Chairperson of the Committee, notice shall be delivered to all Committee members at least 24 hours in advance of the scheduled meeting. Minutes of each meeting will be kept and distributed to the entire Board.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NASDAQ rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Nominating & Governance Committee.

Committee Authority and Responsibilities

Selection of Directors and Committee Members

1. If the Board authorizes the use of a search firm to identify director candidates, the Committee shall have the sole authority, to the extent the Committee deems necessary or appropriate to carry out its responsibilities, to retain and terminate any such search firm. The Committee shall also have the sole authority to approve the fees and other retention terms of any such search firm.
2. The Committee shall:
 - a. identify individuals qualified to become Board members and consider candidates to fill positions on the Board. In identifying candidates, the Committee shall consider all relevant factors including, without limitation, complementary skills, experience, areas of expertise, diversity and reputation.
 - b. approve candidates to recommend as nominees to the Board to fill positions on the Board.
3. Notwithstanding anything to the contrary in this Charter, if the Company is, at any time, required by contract or otherwise to provide third parties with the ability to nominate one or more directors, the selection and nomination of such directors shall not be subject to review or approval by the Committee.

Evaluation of the Board and the Company's Corporate Governance Practices

4. The Committee shall oversee the evaluation of the performance of the Board.
5. The Committee shall periodically review and reassess the Company's corporate governance procedures and practices and recommend any proposed changes from time to time to the Board for its consideration.

Other Responsibilities

6. The Committee may form and delegate authority to subcommittees. The Committee or any subcommittee shall have the right to consult with or obtain input from management.
7. The Committee shall report to the Board, as requested, or as the Committee deems necessary, but not less frequently than annually.
8. In addition to any other powers designated herein, in the event of a vacancy in the office of the Chairman of the Board (if the person serving as the Chairman of the Board was also serving as Chief Executive Officer at such time) and the Board has not already filled such vacancy, the Chairperson of the Committee shall also serve as the Chairman of the Board on an interim basis until such time as a successor has been approved by the Board.

9. The Chairperson shall coordinate the activities of the independent directors and shall have the authority to convene meetings of the independent directors of the Board from time to time, to set the agendas for such meetings and to conduct and report on such meetings.
10. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval. This Charter is in all respects subject and subordinate to the Company's certificate of incorporation and by-laws and the resolutions of the Board and the applicable provisions of the Delaware General Corporate Law.
11. The Committee annually shall review its own performance.