



Corporate Governance and Nominating Committee Charter

Composition

The Committee shall consist of at least three Directors. Each member of the Committee shall (1) be independent and qualified under standards established by applicable law and the listing standards of the Nasdaq Stock Market. Committee members shall be appointed by the Board of Directors annually and as vacancies occur on the recommendation of the Corporate Governance and Nominating Committee. Committee members may be removed by the Board at any time. The Board shall appoint one member of the Committee as chairperson. He or she shall be responsible for leadership of the Committee, including overseeing the agenda, presiding over the meetings and reporting to the Board of Directors. If the chair of the Committee is not present at a meeting, the members of the Committee may designate a chair.

Notwithstanding the foregoing, to the extent that the Board, in its sole discretion, shall at any time determine that there is an available exception or cure period to compliance with the independence or experience requirements of committee members under applicable law (including, without limitation, applicable rules of the U.S. Securities and Exchange Commission and Nasdaq Stock Market), then any non-compliance with, or failure to satisfy, the foregoing independence and/or experience requirements during any such period of exemption or cure shall not be deemed a violation or breach of this terms, provisions and conditions of this Charter. From the date of the adoption of this Charter until the earlier of (i) the date that the Board determines, in its sole discretion, to comply fully with the independence and experience requirements of committee members under applicable law (including, without limitation, applicable rules of the U.S. Securities and Exchange Commission and Nasdaq Stock Market) or (ii) the date that any currently available exception to such independence or other requirements is no longer available to the Company under applicable law, the Company shall be excused from compliance with the above requirements to the extent of any available exceptions under applicable law, including, without limitation, the "controlled company exception," the "best interests exception" and the "IPO exception."

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee shall have the power and duty to:

1. Review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board.
2. Recommend to the full Board:
 - (a) candidates to fill vacancies on the Board as they occur; and
 - (b) prior to each annual meeting of shareholders, a slate of nominees for election or reelection as Directors by the shareholders at the annual meeting.
3. Determine the criteria, objectives and procedures for selecting Board members. The Committee shall consider factors such as independence, diversity, age, integrity, skills, expertise, breadth of experience, knowledge about the Company's business or industry and willingness to devote adequate time and effort to Board responsibilities in the context of the existing composition and needs of the Board and its committees.
4. In evaluating current directors for re-nomination to the Board or re appointment to any Board committees, assess the performance of such directors.
5. Periodically review the composition of the Board and its committees in light of the current challenges and needs of the Board, the Company and each committee, and determine whether it may be appropriate to add or remove individuals after considering the factors described above.
6. Consider rotation of committee members and committee Chairmen.
7. Review potential candidates for the Board suggested to it and report to the Board regarding results of such review.
8. Seek out and evaluate candidates to serve as Board members, and consider candidates submitted by shareholders of the Company in accordance with the notice provisions and procedures set forth in the by laws of the Company.
9. Periodically make recommendations to the Board with respect to the size of the Board.
10. Recommend to the Board the membership of the committees of the Board, other than this committee.
11. Periodically make recommendations to the Board with respect to the compensation of Board members.
12. Make recommendations to the Board regarding corporate governance matters and practices, including formulating and periodically reviewing Corporate Governance Guidelines to be adopted by the Board.
13. Develop and recommend to the Board the Company's Corporate Governance Guidelines. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.
14. Be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.

15. Oversee compliance with the Company's Corporate Governance Guidelines and Standards of Integrity and report on such compliance to the Board.
16. Review and consider any requests for waivers of the Company's Corporate Governance Guidelines or Standards of Integrity for the Company's directors, executive officers and other senior financial officers, and make a recommendation to the Board with respect to such request for a waiver.
17. Review potential conflicts of interest involving directors and shall determine whether such director or directors may vote on any issue as to which there may be a conflict.
18. Review all related party transactions and determine whether such transactions are appropriate for the Company to undertake and, if so, the Committee is authorized to approve such transactions.
19. Review periodically with the Company's counsel, in light of changing conditions, new legislation and other developments, the Company's Standards of Integrity and make recommendations to the Board for such changes to the Standards as the Committee shall deem appropriate.
20. Develop and implement continuing education programs for all directors, including orientation and training programs for new directors.
21. Review its own performance and reassess the adequacy of this charter at least annually in such manner as it deems appropriate, and submit such evaluation including any recommendations for change, to the Board for review, discussion and approval.
22. Perform such other functions as may from time to time be assigned by the Board of Directors.

Meeting Times

The Committee shall meet prior to the annual meeting each year and at such other times as any member of the Committee may request.