

QUALIFIED LEGAL COMPLIANCE COMMITTEE CHARTER

Purpose

The Qualified Legal Compliance Committee (“QLCC”) is created by the Board of Directors of the Company to review any report by an attorney representing the Company or its subsidiaries of a material violation of U.S. federal or state securities law, a material breach of fiduciary duty arising under U.S. federal or state law or a similar material violation of any U.S. federal or state law (a “material violation”), all in accordance with the provisions of 17 CFR Part 205, as amended from time to time (“Part 205”). Any terms not otherwise defined herein shall have the definitions given them, if any, in Part 205.

Membership

The QLCC shall consist of at least one member of the Company’s audit committee and two or more members of the Company’s Board of Directors who are independent and are not employed, directly or indirectly, by the Company. The Corporate Governance and Nominating Committee shall recommend nominees for appointment to the QLCC annually and as vacancies or newly created positions occur. QLCC members shall be appointed by the Board and may be removed by the Board at any time. The Corporate Governance and Nominating Committee shall recommend to the Board, and the Board shall designate, the Chair of the QLCC.

Authority and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the QLCC has the authority and responsibility for the following matters:

- The QLCC shall adopt written procedures for the confidential receipt, retention and consideration of any report of evidence of a material violation under Part 205 (a “report”).
- Upon receipt of a report, the QLCC shall:
 - inform the Company’s general counsel (“GC”) and chief executive officer (“CEO”) of such report, unless such notification would be futile; and
 - determine whether an investigation is necessary regarding any report of evidence of a material violation by the Company, its officers, directors, employees or agents.
- If the QLCC determines an investigation is necessary or appropriate, the QLCC shall:
 - Notify either the audit committee or the full board of directors; and
 - initiate an investigation, which may be conducted either by the GC or by outside attorneys.
- At the conclusion of any such investigation, the QLCC shall:

- recommend that the Company implement an appropriate response to the evidence of a material violation, which appropriate response may include:
 - a finding that no material violation has occurred, is ongoing or is about to occur;
 - the adoption of appropriate remedial measures, including appropriate steps or sanctions to stop any material violations that are ongoing, to prevent any material violation that has yet to occur, and to remedy or otherwise appropriately address any material violation that has already occurred and to minimize the likelihood of its recurrence; or
 - retaining or directing an attorney to review the reported evidence of a material violation and either (i) the Company substantially implements any remedial recommendations made by such attorney after a reasonable investigation and evaluation of the reported evidence, or (ii) the attorney advises the Company that such attorney may, consistent with his or her professional obligations, assert a colorable defense on behalf of the Company or its officers, directors, employees or agents, in any investigation or judicial or administrative proceeding relating to the reported evidence of a material violation; and
- inform the GC, the CEO and the Board of the results of any such investigation initiated by the QLCC and the appropriate remedial measures to be adopted.
- The QLCC may take all other appropriate action, including the authority to notify the Securities and Exchange Commission, if the Company fails in any material respect to implement an appropriate response that the QLCC has recommended the Company to take.
- At least annually, the QLCC shall evaluate its own performance and report to the Board on such evaluation.
- At least annually, the QLCC shall review and assess the adequacy of this charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.

Procedures

The QLCC may act only by majority vote.

The QLCC shall meet at least annually and as often as it determines is appropriate to carry out its responsibilities under this charter. The Chairman of the QLCC, in consultation with the other committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter.

The QLCC is authorized (without seeking Board approval) to retain outside attorneys and other expert personnel to assist the QLCC as it deems necessary.