

CHARTER OF THE COMPENSATION COMMITTEE

Purpose

The purpose of the Compensation Committee is to aid the Board of Directors in meeting its responsibilities with regard to oversight and determination of executive compensation. Among other things, the Committee reviews, recommends and approves salaries and other compensation of the Company's executive officers, administrators the Company's equity incentive plans (including reviewing, recommending and approving stock options and other equity incentive grants to executive officers), and administers the Executive Officer Bonus Plan.

Membership and Structure

The Compensation Committee shall consist solely of independent non-employee directors (as defined in the applicable rules for issuers by the regulatory organization of the exchange on which the Company's stock is traded, if any as well as applicable federal law). Appointment to the Committee, including designation of the Chair of the Committee, shall be made on an annual basis by the full Board upon recommendation of the Chairman. Meetings of the Compensation Committee shall be held at such times and places as the Compensation Committee shall determine, including by written consent. When necessary, the Committee shall meet in executive session outside the presence of any senior executive officer of the Company. The Chair of the Compensation Committee shall report of activities of the Committee to the full Board. In fulfilling its responsibilities, the Compensation Committee may delegate its authority to subcommittees, including subcommittees consisting solely of one or more employees, in each case to the extent permitted by applicable law.

Responsibilities

The Compensation Committee shall:

1. Meet in executive session to determine the compensation of the Chairman and Chief Executive Officer of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the annual performance evaluation of the CEO conducted by the Board of Directors in light of any goals and objectives relevant to CEO compensation, competitive market data pertaining to CEO compensation at comparable companies, and such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interests of the Company and its shareholders.
2. Determine salaries, bonuses, and other matters relating to compensation of the executive officers of the Company. In determining the amount, form, and terms of such compensation, the Committee shall consider the officer's performance in light of company goals and objectives relevant to executive compensation, competitive market data pertaining to executive compensation at comparable companies, such other factors as it shall deem relevant, and shall be guided by, and seek to promote, the best interest of the Company and its stockholders. The Chairman and the CEO of the Company may be present at meeting during which such compensation is under review and consideration but may not vote.
3. Review and make recommendations with respect to stockholder proposals related to compensation matters.

4. Review and make recommendations to the Board regarding executive compensation and benefit plans and programs.
5. As requested by the Company's management, review, consult and make recommendations and/or determinations regarding employee compensation and benefit plans and programs generally.
6. Administer the Company's equity incentive plans, including the review and grant of stock options and other equity incentive grants to executive officers.
7. Be authorized to delegate to any one or more members of the Board of Directors, which person(s) need not be members of the Committee, the authority to review and grant, as the act of the Committee and of the Board, stock options to eligible employees other than executive officers.
8. Administer the Company's employee stock purchase plan.
9. Review and approve the Report of the Compensation Committee on Executive Compensation to be included in the Company's annual proxy statement.
10. Establish and recommend to the Board compensation and reimbursement arrangements for the Directors.
11. When appropriate, be authorized to designate one or more of its members to perform certain of its duties on its behalf, subject to such reporting to or ratification by the Committee as the Committee shall direct.
12. Annually review and reassess the adequacy of its charter and recommend any changes to the full Board.

In fulfilling its responsibilities, the Compensation Committee shall have the authority to engage independent compensation consultants or legal advisers when determined by the Committee to be necessary or appropriate. The Compensation Committee shall have sole authority to retain and terminate any such consultant or legal adviser, including sole authority to approve the fees and other retention terms.