



NOMINATING COMMITTEE CHARTER

Purpose

The Nominating Committee is appointed by the Board of Directors to make recommendations regarding potential candidates for election to the Board of Directors and the composition of each committee of the Board of Directors.

Committee Membership

The Committee shall be comprised of not fewer than two independent directors that shall meet the independence and any other applicable requirements of the Nasdaq Stock Market listing standards. The members of the Committee shall be appointed by the Board and may be replaced or removed by the Board in its discretion. The Board shall designate the Chair of the Committee.

Committee Responsibilities

The Committee's responsibilities are:

- To review the composition and size of the Board and to assess Board membership needs;
- To determine the desired criteria for selecting new directors in order to maintain a Board with a diversity of skills and attributes that is aligned with the Company's current and anticipated future needs;
- To consider and recruit candidates to fill new positions on the Board;
- To review director candidates recommended by stockholders;
- To conduct the appropriate and necessary evaluations of the backgrounds and qualifications of possible director candidates; and
- To recommend director nominees for approval by the Board or the stockholders.

Committee Authority

The Committee shall have the authority to engage or seek the advice of such experts and advisors as it deems necessary or advisable for the performance of its duties, including director search firms and independent counsel. The Committee shall be responsible for the oversight, compensation and termination of such advisors. The Committee shall be provided with sufficient resources for the reasonable compensation of such advisors.

Procedures and Administration

Meetings

The Committee shall meet as often as it deems necessary, but not less than once per year, and minutes of such meetings will be kept. The Committee may ask members of management or others to attend meetings as they believe appropriate.

Reports to the Board of Directors

The Committee shall make regular reports to the Board of Directors.

Charter Review

The Committee shall periodically review and reassess this charter and make recommendations regarding any proposed changes to the Board.