



MAJORITY VOTING POLICY

Any incumbent nominee for director in an uncontested election (that is, an election where the number of nominees does not exceed the number of directors to be elected) who receives a greater number of "Withhold" votes than votes "For" election (a "Majority Against Vote") shall promptly tender his or her resignation following certification of the stockholder vote.

The Corporate Governance Committee (or, if a majority of the members of the Committee received a Majority Against Vote in the same election, the independent members of the Board who did not receive a Majority Against Vote acting as such Committee) will promptly consider the tendered resignation and will recommend to the Board whether or not to accept it. In making this recommendation, the Committee will consider all factors it deems relevant including, without limitation, the apparent reasons why stockholders voted against the director, the length of service and qualifications of the director tendering the resignation, the director's contributions to the Company, whether by accepting such resignation the Company will no longer be in compliance with any applicable law, contract or governing document, and whether or not accepting the resignation is in the best interests of the Company and its stockholders. The Committee shall also consider, and may make recommendations to the Board regarding, the apparent reason(s) for the Majority Against Vote.

The Board will use its best efforts to act on the Committee's recommendation within 90 days following certification of the stockholder vote. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and any additional information and factors the Board believes to be relevant. The Company will promptly publicly disclose the Board's decision and the principal reasons therefor in a press release or in a report filed with or furnished to the Securities and Exchange Commission.

No director who received a Majority Against Vote may participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. However, such director shall remain active and engaged in all other Committee and Board activities, deliberations and decisions during this Committee and Board process.