

Compensation Committee Charter

Purpose

To review and report to the board of directors regarding the performance and development of the Company's and its subsidiaries' (together the "Company") management in achieving corporate goals and objectives, and to assure that senior executives of the Company are compensated effectively in a manner consistent with the strategy of the Company, competitive practices, and the requirements of the appropriate regulatory bodies. Toward that end, the Compensation and Committee shall oversee the Company's compensation and personnel policies, programs and plans, including those regarding management development, and review and/or approve employee compensation and benefit programs.

Committee Membership

The Committee shall be comprised of two or more directors, each of whom shall meet the independence requirements applicable to compensation committee members as set forth in the applicable NASDAQ stock market or exchange rules in effect from time to time.

Committee Authority and Responsibilities

The activities of the Committee are developed from year to year by the Committee in consultation with management.

The Committee shall initially have the following powers and responsibilities:

1. Review of Plans - Review and recommend to the board of directors (and stockholders if necessary or appropriate) for approval the establishment of or any material change in any incentive, pension or profit-sharing, stock option or stock-based award plan.
2. CEO, CFO and Named Executive Officers - Annually review and approve corporate goals and objectives relevant to the salaries and short- and long-term incentives of the CEO, CFO and the Company's three most highly-compensated executive officers other than the CEO and CFO (collectively, the "Named Executive Officers"). The Committee shall evaluate annually the performance of the CEO in light of the Company's goals and objectives and determine and approve the salaries and short- and long-term incentives, including awards under incentive compensation plans and equity-based plans, for the Named Executive Officers. The Committee shall also review generally the Company's executive compensation programs to ensure the attraction, retention and appropriate reward of the Named Executive Officers, to motivate their performance in the achievement of the Company's business objectives, and to align the interest of the Named Executive Officers with the long-term interests of the Company's stockholders.
3. Other Officers - Establish and approve the salaries and other short-term incentives of the elected and appointed officers of the Company (other than the Named Executive Officers) and review generally the Company's executive compensation programs to ensure the attraction, retention and appropriate reward of the officers,

- to motivate their performance to achieve the Company's business objectives, and to align the interest of the officers with the long-term interests of the Company's stockholders.
4. Non-Officer Bonuses - Approve the Company wide bonus plans to be applicable to employees of the Company.
 5. Director Compensation - Establish and approve (with the concurrence of the full board of directors) cash and equity compensation for the board of directors. The Committee shall review periodically director compensation and director compensation practices at companies of comparable size as well as the Company's peer group of competitors. In its review, the Committee shall considers that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels and the Company's belief that directors should be stockholders and have a financial stake in the Company. The Committee may develop other policies from time to time regarding director compensation.
 6. Stock Plans - Administer and make awards under the Company's stock plans and stock option plans.
 7. Long-Term Incentive Plans - Establish annual or other periodic goals under long-term incentive plans of the Company, and review and approve awards under such plans.
 8. SEC Reports - Prepare the compensation committee report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement. The Committee shall also review the adequacy of annual proxy statement disclosures related to director and officer compensation.
 9. Outside Consultants - Retain and/or terminate outside advisors, including outside compensation consultants to be used to assist the Committee in the evaluation of director, CEO or other senior executive compensation, and approve such advisors' or consultants' fees and other retention terms.
 10. Employment and Severance Agreements - Review and approve all employment agreements, severance agreements, retention agreements and change in control agreements and any other special or supplemental benefits with respect to the Named Executive Officers.
 11. Executive Perquisites - Establish, review and monitor compliance with policies and procedures related to executive perquisites and director and officer stock transactions and review and approve all executive perquisite plans or programs and all material modifications thereto.
 12. Charter Review - Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the board of directors for approval.
 13. Performance Evaluation - Review annually the Committee's own performance.

The Committee shall undertake additional activities within the scope of its primary functions as the Committee or the board of directors may from time to time determine.

Meetings

The Committee shall meet on one or more of the dates on which the board of directors meets and on such additional dates as are required. Deliberations regarding compensation of the CEO and/or officers, employees or agents having a familial relationship to the CEO shall be held in one or more meetings at which only Committee members are present.