

NOMINATING COMMITTEE CHARTER

Member Qualification and Selection

The Nominating Committee (the "Committee") and its Chair shall be appointed by the Board of Directors (the "Board"), to serve at the discretion of the Board, and shall be comprised of at least three directors, each of whom shall meet applicable independence requirements, including those of the Nasdaq Stock Market.

Meetings

The Committee shall meet regularly, or more frequently as the Committee as a whole or the Chair may from time to time determine to be appropriate. At all meetings of the Committee a majority of the Committee members shall be necessary to constitute a quorum for the transaction of business. Members of the Committee may participate in meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting. The Committee may also act as otherwise permitted by law or the Company's Bylaws.

Statement of Policy

The Committee shall identify and evaluate individuals for Board and committee membership and chairs, make recommendations to the Board concerning the selection of director nominees for the next annual meeting of stockholders (or special meeting, as the case may be), and make recommendations as to the size and composition of the Board and its committees.

Responsibilities and Processes

A. Director Nominations and Board Structure

- Review, at least annually, the size, structure, independence and membership of the Board and its committees to assure that the proper skills, independence and experience are represented on the Board and its committees. In conducting its review, the Committee shall consider the contributions of existing Directors and the overall needs of the Company.
- As appropriate, identify individuals qualified to become Board members, consistent with criteria approved by the Board, and otherwise aid in attracting highly qualified candidates as Directors.

- Evaluate and propose to the Board nominees for election to the Board. The Committee shall consider the knowledge, experience, integrity and judgment of possible candidates for nomination as a Director; their potential contribution to the diversity of backgrounds, experience and competencies; and their ability to devote sufficient time and effort to their duties as Directors. Minimum qualifications and standards for Director nominees include, among other criteria as determined by the Board, senior management experience in business, government and/or other relevant organizations. Important experience would include board membership with major organizations. Beyond these experience and skill criteria, the Company seeks a diversity of viewpoints in order to better understand and anticipate changes in the environment (business, governmental and social) in which the Company operates. Following approval by the full Board, invitations to join the Board are extended by the Chairman of the Board.
- Consider nominees recommended by stockholders for election to the Board of Directors provided the names of such nominees, accompanied by relevant biographical information, are properly submitted in writing to the Secretary of the Company, who shall provide such information to the Committee Chair.
- Recommend for Board approval persons to fill vacancies on the Board.
- After consultation with the Chairman of the Board and the Chief Executive Officer and consideration of the background of individual Board members, recommend annually to the Board the assignment of members to Committees and the designation of Committee Chairs.

B. Other Matters

- The Committee and its members shall have unrestricted access to management. The Committee shall have sole discretion, in its areas of responsibility, at Company expense, to retain and terminate independent advisors, including sole authority to approve the fees and retention terms for such advisors, if it shall determine the services of such advisors to be necessary or appropriate. Should any member of the Committee believe that participation of management or independent advisors in any discussion of a particular subject at any meeting would be advisable, they are free to make such request.
- Be available to the Chairman of the Board, the Chief Executive Officer and other Directors for consultation concerning candidates as Directors and perform such other functions which from time to time may be assigned by

the Board of Directors.

- The Committee may, when appropriate in its discretion, delegate authority with respect to specific matters to one or more members, provided that all decisions of any such members are presented to the full Committee at its next scheduled meeting.

Reports to Board

The Committee shall report to the Board of Directors regularly regarding issues that arise in connection with the performance of its responsibilities outlined herein. The Committee shall review and reassess the adequacy of this Charter at least annually and obtain the approval of the Board of Directors for any proposed change to the Charter.

171846_3.DOC