

CHARTER OF THE LEAD INDEPENDENT DIRECTOR

The Board of directors considers it to be useful and appropriate to designate a non-employee director to serve in a lead capacity to coordinate the activities of the other non-employee directors and to perform such other duties and responsibilities as the Board of Directors may determine. The specific responsibilities of the Lead Independent Director when acting as such shall be as follows:

- 1.1. Advise the Chairman as to an appropriate schedule of Board meetings, seeking to ensure that the non-employee directors can perform their duties responsibly while not interfering with on-going company operations;
- 1.2. Approve with the Chairman the information, agenda and meeting schedules for the Board of Directors and Board Committee meetings;
- 1.3. Advise the Chairman as to the quality, quantity and timeliness of the information submitted by the company's management that is necessary or appropriate for the non-employee directors to effectively and responsibly perform their duties;
- 1.4. Recommend to the Chairman the retention of advisers and consultants who report directly to the Board of Directors;
- 1.5. Serve as an ex-officio member of the Corporate Governance and Nominating Committee of the Board of Directors, if not otherwise serving on that Committee;
- 1.6. Assist the Board of Directors, the Board's Corporate Governance and Nominating Committee and the officers of the company in better ensuring compliance with and implementation of the Board's Guidelines on Significant Corporate Governance Issues;
- 1.7. Calling meetings of the non-employee directors;
- 1.8. Develop the agendas for and serve as Chairman of the executive sessions of the Board's non-employee directors;
- 1.9. Serve as principal liaison between the non-employee directors and the Chairman on sensitive issues;
- 1.10. Recommend to the Corporate Governance and Nominating Committee and to the Chairman the membership of the various Board Committees, as well as the selection of Committee chairmen;
- 1.11. Serve as Chairman of the Board when the Chairman is not present; and
- 1.12. Serve as a liaison for consultation and communication with stockholders.