



Lead Independent Director Charter

If the Chairman of the Board and the Chief Executive Officer are the same person, the Board of Directors will annually elect an independent director to serve as a Lead Independent Director.

The Lead Independent Director coordinates the activities of the other non-management directors and performs such other duties and responsibilities as the Board of Directors may determine.

The specific responsibilities of the Lead Independent Director are as follows:

Preside at Certain Meetings of the Board of Directors and at Executive Sessions

- Preside at all meetings of the Board of Directors at which the Chairman is not present.
- Preside at executive sessions of the non-management and independent directors.

Call Meetings of the Independent Directors

- Has the authority to call meetings of the independent directors.

Liaise with the Chairman

- Serve as principal liaison on Board-wide issues between the independent directors and the Chairman.

Develop and Approve Board Meeting Agendas and Schedules

- Assist with the development of Board meeting agendas.
- Facilitate the Board's approval of the number and frequency of Board meetings, as well as the schedule of the meeting to ensure there is sufficient time for discussion of agenda items.

Authorize Retention of Outside Advisors and Consultants

- Authorize the retention of outside advisors and consultants who report directly to the Board on Board-wide issues.

Shareholder Communication

- If requested by shareholders, be available, as appropriate, for consultation and direct communication.

May 8, 2009