

AUDIT COMMITTEE CHARTER

I. ORGANIZATION

There shall be a committee of the Board of Directors to be known as the Audit Committee. The Audit Committee shall consist of three or more directors, as determined by the Board of Directors, each of whom: (i) other than in their capacity as a member of the Board of Directors or any board committee thereof does not accept any consulting, advisory, or other compensatory fee from the Company; (ii) shall not be an affiliated person of the Company or any of the Company's subsidiaries; (iii) shall not have participated in the preparation of the financial statements of the Company or any current subsidiary at any time during the past three years; and (iv) shall not be an officer or employee of the Company and shall be independent of the management of the Company and free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as a committee member.

A. Definition of Independence

For purposes of this definition, "family members" means a person's spouse, parents, children, siblings, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, and anyone who resides in such person's home. The following persons are not considered independent:

- (1) a director who is employed by the Company or any of its affiliates for the current year or any of the past three years;
- (2) a director who accepts or who has a family members who accepts any compensation from the Company or any of its affiliates in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than compensation for board service, compensation paid to a family member who is an employee (other than an executive officer) of the Company, benefits under a tax-qualified retirement plan, or non-discretionary compensation;
- (3) a director who is a member of the immediate family of an individual who is, or has been in any of the past three years, employed by the Company or any of its affiliates as an executive officer;
- (4) a director who is, or has a family members who is, a partner in, or a controlling stockholder or an executive officer of, any organization to which the Company made, or from which the Company received, payments (other than those arising solely from investments in the Company's securities) that exceed 5% of the Company's or business organization's consolidated gross revenues for that year, or \$200,000, whichever is more, in any of the past three years;
- (5) a director who is, or has a family members who is, employed as an executive of another entity where at any time during the past three years any of the Company's executives serve on that entity's compensation committee; or

- (6) a director who is, or has a family member who is, a current partner of the Company's independent auditor, or was a partner or employee of the Company's independent auditor who worked on the Company's audit at any time during the past three years.

All members of the Audit Committee shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement at the time of their appointment to the Audit Committee.

The members of the Audit Committee shall be elected by the Board of Directors at the annual meeting of the Board of Directors to serve a term of one (1) year or until their successors shall be duly elected and qualified. The Board of Directors will appoint a Chair to preside at the Audit Committee meetings and schedule meetings as appropriate. In the determination of the Board of Directors, at least one individual shall meet the definition of "audit committee financial expert" as set forth in the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

The Audit Committee shall be provided appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board of Directors, for the payment of (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisors employed by the Audit Committee; the employment of which the Audit Committee determines necessary to carry out its duties; and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

II. PURPOSE

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing: (i) the financial reports and other financial information provided by the Company to any governmental body or the public; (ii) the Company's systems of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board of Directors has established; and (iii) the Company's auditing, accounting and financial reporting processes generally. Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster compliance with, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are as follows:

- To serve as an independent and objective party to monitor the Company's financial reporting process and internal control system.
- To review and appraise the audit efforts of the Company's independent auditors and internal auditing department.

- To provide an open avenue of communication among the independent auditors, financial and senior management, the internal auditing department, and the Board of Directors.

The Audit Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

III. MEETINGS

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Chair of the Audit Committee shall prepare or approve an agenda in advance of each meeting. The Chief Executive Officer, Chief Financial Officer, and a representative from independent auditors may be invited to all meetings. Other management may be invited as necessary. Non-committee members may be excused from attendance at any meeting or portion of any meeting by the Chair.

As part of its job to foster open communication, the Audit Committee should meet at least annually with management and the independent auditors in separate executive sessions to discuss any matter that the Audit Committee or each of these groups believes should be discussed privately. In addition, the Audit Committee or its Chair should meet with the independent auditors and management quarterly to review the Company's financial statements and significant findings based upon the auditor's limited review procedures.

IV. RESPONSIBILITIES

To fulfill its duties and responsibilities the Audit Committee shall:

Review Procedures

1. Review and reassess the adequacy of this Charter at least annually.
2. Review the Company's financial statements prior to the release of year-end earnings and the Company's audited financial statements prior to filing the Company's Annual Report on Form 10-K, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
3. Review the Company's quarterly financial results prior to the release of quarterly earnings and the Company's financial statements, after reviewed by outside auditors, prior to filing the Company's Quarterly Report on Form 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
4. Review, as appropriate, any other material financial information submitted to any governmental or public body, including any certification, report, opinion, or review rendered by the independent auditors.

Independent Auditors

5. Be directly responsible for the appointment, compensation, retention and oversight of the work performed by the independent auditors. The Audit Committee has the ultimate authority and responsibility to select, evaluate, determine funding for and, where appropriate, replace the independent auditors (or to nominate the independent auditors to be proposed for stockholder approval in any proxy statement). The independent auditors must report directly to the Audit Committee.
6. Consider whether the engagement of the independent auditors for non-audit services is compatible with maintaining the independent auditors' independence and review the fees for such services. Approve, in advance, any non-audit services.
7. Ensure receipt from the independent auditors of a formal written statement delineating all relationships between the auditor and the Company, consistent with Independence Standards Board Standard No. 1.
8. Actively engage in dialogue with the independent auditors and legal counsel with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors. In considering independence, the Audit Committee shall receive confirmation that the independent auditors are independent pursuant to Rule 2-01 of Regulation S-X.
9. Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the independent auditors.
10. Approve fees and other significant compensation to be paid to the independent auditors.
11. Meet with the independent auditors to review the scope of the proposed audit for the current year, the audit procedures to be utilized, the location, reliance on management, and staffing for the audit.
12. Confirm that the audit partners of the independent auditors are rotated in accordance with SEC requirements.
13. Assess the performance of the independent auditors and whether it is in the best interest of the Company to regularly rotate its independent auditors.
14. Review the experience and credentials of the senior individuals working for the independent auditors on the Company's account.
15. Review the policies and procedures of the independent auditors with respect to quality control.

16. Following each audit by the independent auditors, obtain from the independent auditors assurance that Section 10A of the Private Securities Litigation Reform Act of 1995 has not been implicated.
17. Following each audit by the independent auditors, discuss and review with the independent auditors the report the independent auditors are required to provide the Audit Committee regarding: (i) all critical accounting policies and practices to be used; (ii) all alternative treatments within GAAP for policies and practices related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and (iii) other material written communications between the independent auditors and the management.
18. In connection with the Company's year-end financials, discuss with financial management and the independent auditors significant issues regarding accounting principles, practices and judgments and any items required to be communicated by the independent auditors in accordance with Statement on Accounting Standards No. 61.
19. Review any opinions of the independent auditors that management received on the application of accounting principles to a completed, proposed or hypothetical transaction pursuant to Statement on Auditing Standards No. 50, and discuss with financial management and the independent auditors how the election of alternative methods permitted under GAAP would impact the financial statements.
20. Discuss and review with management and the independent auditors any off-balance sheet arrangements, as well as their effect and the effect of emerging issues arising out of accounting and regulatory proposals on the financial statements of the Company.
21. Discuss and review with management and the independent auditors any non-GAAP financial measures disclosed by the Company, the most directly comparable GAAP financial measure and the reconciliation between the two financial measures.
22. In connection with the Company's interim financials, discuss with financial management and independent auditors any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors in accordance with Statement on Accounting Standards No. 71. The Chair of the Audit Committee may represent the entire Audit Committee for purposes of the quarterly review and communication.
23. Discuss and review with management and the independent auditors any correspondence with the NASDAQ Stock Market LLC or governmental agencies concerning material issues related to the financial statements, audits or accounting policies of the Company.

24. Discuss and review with management and the independent auditors any complaints by employees involving material concerns related to the financial statements, audits or accounting policies of the Company.
25. Consider and approve, if appropriate, significant changes to the Company's auditing and accounting principles and practices as suggested by the independent auditors or management.

Improvement Process

26. Meet periodically with management to review the Company's major financial risk exposure and the steps management has taken to monitor and control such exposures.
27. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Proxy Statement

28. Approve the report of the Audit Committee required by the rules of the SEC to be included in the Company's annual proxy statement.
29. Oversee the publication of this Charter at least every three years in the Company's annual proxy statement in accordance with SEC regulations.

Miscellaneous

30. As appropriate, obtain advice and assistance from outside legal, accounting or other advisors.
31. Review with the Company's counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies related to financial matters and any material reports or inquiries related to financial matters that are received from regulators or governmental agencies.
32. Periodically conduct a self-assessment of the Audit Committee's performance.
33. Although it is not the duty of the Audit Committee to conduct investigations on behalf of the Company, it shall have the power to do so in connection with audit-related matters.
34. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditors. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditors or to assure compliance with laws and regulations.

Adopted: June 18, 2003

Revised: July 23, 2010