

## **Policy for Nomination of Directors**

**March 20, 2006**

1. Nominees for election to the Company's Board of Directors (the "Board") shall be recommended and approved by the Board of Directors, and if approved, shall be nominated to stand for election at the Annual Meeting of Stockholders.
2. In evaluating potential nominees for consideration the Board shall consider, among other factors the following:
  - The ability of the prospective nominee to represent the interests of the stockholders of the Company;
  - The prospective nominee's standards of integrity, commitment and independence of thought and judgment;
  - The prospective nominee's ability to dedicate sufficient time, energy and attention to the diligent performance of his or her duties, including the prospective nominee's service on other public company boards;
  - The extent to which the prospective nominee contributes to the range of talent, skill and expertise appropriate for the Board;
  - The extent to which the prospective nominee helps the Board reflect the diversity of the Company's stockholders, employees and customers; and
  - The willingness of the prospective nominee to abide by the Company's Code of Ethics and other policies applicable to directors.

The Board shall also consider such other relevant factors as they deem appropriate in its business judgment, including the current composition of the Board, the balance of management and independent directors, the need for Audit Committee expertise and the evaluations of other prospective nominees.