

Director and Executive Officer Stock Ownership Guidelines

The Board expects all directors and executive officers to display confidence in the Company by ownership of a significant amount of stock, to further align their interests with those of our stockholders. The Company has established stockownership guidelines applicable to our directors and executive officers under which each director and executive officer must maintain the following stock ownership based on the multiple of annual cash retainer or annual base salary, as the case may be, set forth opposite such person's position:

POSITION	MULTIPLE OF ANNUAL CASH RETAINER OR ANNUAL BASE SALARY
Non-Employee Director	5x
Chief Executive Officer	6x
Other Executive Officers	5x

Each director and executive officer has five (5) years from the later of (a) becoming a member of the Board or election as an executive officer, as the case maybe, and (b) the adoption of these Guidelines by the Board to accumulate sufficient equity and achieve the ownership required by these guidelines, after which time the Board shall have discretion to address situations where a director or executive officer has not maintained the ownership required by these guidelines.

The Nominating and Corporate Governance Committee shall periodically assess each director's compliance with these guidelines, and the Compensation Committee shall periodically assess each executive officer's compliance with these guidelines. For purposes of measuring compliance with these guidelines, all shares of common stock held by a director or executive officer shall be valued at the greater of (a) the purchase price of such shares or (b) the latest closing price of the common stock on the NASDAQ Global Select Market or other exchange on which the common stock may be subsequently listed.

The Board recognizes that exceptions to these guidelines may be necessary or appropriate in individual cases and may approve such exceptions from time to time.