

Acquisition Committee Charter

1. Purpose

The purpose of the Acquisition Committee is to review mergers and acquisitions deemed to be material to provide additional oversight and guidance to Management and the Board of Directors (“Board”).

2. Composition of the Acquisition Committee

The Acquisition Committee shall be comprised of not less than three (3) directors. Each Acquisition Committee member shall be subject to annual reconfirmation and may be removed by the Board at any time.

3. Responsibilities and Duties

In carrying out the purpose and authorities set forth in Section 1 above, the Acquisition Committee shall:

- Review acquisition strategies with the Company's management and investigate acquisition targets on behalf of the Company.
- Recommend acquisition strategies and candidates to the Company's Board, as appropriate.
- Have full access to the Company's executives as necessary to carry out its responsibilities.
- Have all such other rights and powers as may be lawfully delegated to it by the Board, not in conflict with specific powers conferred by the Board upon any other committee appointed by it.
- Review this Acquisition Committee Charter from time to time for adequacy and recommend any changes to the Board.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Acquisition Committee or the Board deems necessary or appropriate.
- Report all of its material actions to the Board and keep the Board apprised of the Company's proposed material investments and acquisitions.

4. Acquisition Committee Meetings

The Acquisition Committee shall convene periodically as necessary to act upon any matter within its jurisdiction. A majority of the total number of members of the Acquisition Committee shall constitute a quorum at all Acquisition Committee meetings. All meetings shall be held subject to and in accordance with Section 141, including, without limitation, notice, quorum and votes/actions of the committee and other applicable sections of the Delaware General Corporation Law. Minutes shall be kept of each meeting of the Acquisition Committee.

Committee Members:

Kevin Pollack – Chairman

Robert Dingess

Scott Mahoney