

Say-on-Pay Policy

1. Purpose. This Say-on-Pay Policy is intended to serve as an additional tool to guide the Board in continuing to improve the alignment of the Company's executive compensation programs with the interests of the Company and its stockholders, and is consistent with our commitment to high standards of corporate governance. As best practices evolve, the Compensation Committee and the Board will review those practices and modify this Say-on-Pay Policy, to the extent deemed appropriate.

2. Annual Advisory Vote on Executive Officer Compensation. At each annual meeting of stockholders, starting with the 2010 meeting, stockholders will be provided the opportunity to vote on an advisory resolution proposed by management to ratify the compensation of the Company's named executive officers as set forth in the Company's Proxy Statement for its Annual Meeting of Stockholders in the Summary Compensation Table and the accompanying narrative disclosure of material factors provided to understand the Summary Compensation Table (but not the Compensation Discussion and Analysis).

3. Effect of Vote. The vote will allow stockholders to express their opinions regarding the decisions of the Compensation Committee on the prior year's annual compensation to the named executive officers. The stockholder vote on annual executive compensation will be advisory in nature, which means that it will not affect any compensation already paid or awarded to any named executive officer and will not be binding on the Compensation Committee, but will be considered by the Compensation Committee in determining annual compensation for the named executive officers in subsequent periods.