

FORM OF COMPENSATION COMMITTEE CERTIFICATION FOR COMPANIES LISTED ON THE NASDAQ STOCK MARKET

Instructions

An officer of the Company must submit this certification. By completing this form, you are certifying your Company's compliance with Rule 5605(d). Companies must certify to both the charter and composition requirements contained in sections 1 and 2, respectively. Capitalized terms have the meanings given to such terms in the NASDAQ Listing Rules.

The following categories of Companies are exempt from Rule 5605(d) and are not required to submit this form: asset-backed and other passive issuers, cooperatives, limited partnerships and management investment companies registered under the Investment Company Act of 1940.

General Company Information

Company Name: _____

Compensation Committee Certification

1. Compensation Committee Charter – Rule 5605(d)(1)

- I hereby certify that the Company has adopted a formal written compensation committee charter specifying the items enumerated in Rule 5605(d)(1), and that the compensation committee will review and reassess the adequacy of the charter on an annual basis.
- For Smaller Reporting Companies Only: I hereby certify that the Company is a Smaller Reporting Company and has adopted a formal written compensation committee charter or board resolution specifying the items enumerated in Rule 5605(d)(1)(A)-(C). (Note that in the event the Company ceases to be a Smaller Reporting Company, a new certification is required.)
- For Foreign Private Issuers Only: I hereby certify that the Company has not adopted a formal written compensation committee charter because the Company is a Foreign Private Issuer that follows a home country practice in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. (Note that in the event the Company ceases to be a Foreign Private Issuer, a new certification is required.)
- For Controlled Companies Only: I hereby certify that the Company has not adopted a formal written compensation committee charter because the Company is a Controlled Company. (Note that in the event the Company ceases to be a Controlled Company, a new certification is required.)

2. Compensation Committee Composition – Rule 5605(d)(2)

- I hereby certify that the Company has, and will continue to have, a compensation committee of at least two members, each of whom: (i) is an Independent Director as defined under Rule 5605(a)(2); and (ii) has not accepted directly or indirectly any consulting, advisory or other compensatory fee from the Company or any subsidiary thereof.

In addition, I hereby certify that in determining whether a director is eligible to serve on the compensation committee, the Company's board has considered, and will continue to consider, whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director's judgment as a member of the compensation committee.

- For Companies with a Non-Independent Director based upon Exceptional and Limited Circumstances Pursuant to Rule 5605(d)(2)(B) Only:** I hereby certify that the Company has a compensation committee comprised of at least three members and is relying on the exception in Rule 5605(d)(2)(B) for one director who does not meet the requirements of Rule 5605(d)(2)(A). The board, under exceptional and limited circumstances, has determined that such individual's membership on the committee is required by the best interests of the Company and its Shareholders. When the Company ceases reliance on this exception, it will comply with the compensation committee composition requirement in Rule 5605(d)(2)(A).
- For Smaller Reporting Companies Only:** I hereby certify that the Company is a Smaller Reporting Company. Check one of the two boxes below. (Note that in the event the Company ceases to be a Smaller Reporting Company, a new certification is required.)
 - I hereby certify that the Company has, and will continue to have, a compensation committee of at least two members, each of whom is an Independent Director as defined under Rule 5605(a)(2).
 - For Smaller Reporting Companies with a Non-Independent Director based upon Exceptional and Limited Circumstances Pursuant to Rule 5605(d)(2)(B) Only:** I hereby certify that the Company has a compensation committee comprised of at least three members and is relying on the exception in Rule 5605(d)(2)(B) for one director who does not meet the requirements of Rule 5605(a)(2). The board, under exceptional and limited circumstances, has determined that such individual's membership on the committee is required by the best interests of the Company and its Shareholders. When the Smaller Reporting Company ceases reliance on this exception, it will comply with the compensation committee composition requirement in Rule 5605(d)(5).

- For Foreign Private Issuers Only:** I hereby certify that the Company has not complied with the compensation committee composition requirement under Rule 5605(d)(2)(A) because the Company is a Foreign Private Issuer that follows a home country practice in lieu of this requirement and has provided NASDAQ with a written statement from an independent counsel in the Company's home country certifying that the Company's practices are not prohibited by the home country laws. (Note that in the event the Company ceases to be a Foreign Private Issuer, a new certification is required.)

- For Controlled Companies Only:** I hereby certify that the Company has not complied with the compensation committee composition requirement under Rule 5605(d)(2)(A) because the Company is a Controlled Company. (Note that in the event the Company ceases to be a Controlled Company, a new certification is required.)

- For Companies Relying on a Phase-In Schedule Only:** I hereby certify that the Company has not complied with the compensation committee composition requirement under Rule 5605(d)(2)(A) because the Company is relying on the phase-in schedule checked below. The Company will comply fully with Rule 5605(d)(2)(A) as of the end of the phase-in schedule. The Company is relying on the phase-in schedule in:
 - Rule 5615(b)(1) for Companies listing in connection with an initial public offering (including spin-offs);
 - Rule 5615(b)(2) for Companies emerging from bankruptcy;
 - Rule 5615(b)(3) for Companies transferring from other markets;
 - Rule 5615(b)(4) for Companies ceasing to be Smaller Reporting Companies; or
 - Rule 5615(c)(3) for Companies ceasing to be Controlled Companies.

Company Officer Affirmation

I am an officer of this Company. To the best of my knowledge and belief, the information provided is true and correct as of this date. The Company will promptly notify NASDAQ of any material changes to the information provided herein.

Name: _____

Title: _____

Email: _____

Phone Number: _____

Date: _____

Contact Information (If Different from Company Officer Above)

Name: _____

Title: _____

Email: _____

Phone Number: _____