

LEAD INDEPENDENT DIRECTOR CHARTER

The Lead Director shall:

(i) preside as Chair of all executive sessions of the independent members of the Board of Directors;

(ii) determine the frequency and timing of executive sessions of the independent directors (which shall not be less than quarterly and not be more than monthly);

(iii) consult in advance with the Chairman of the Board on the agenda and schedule of each meeting of the Board of Directors with the Chairman retaining the sole authority to set the agenda and schedule of each such meeting;

(iv) provide input to the Chairman as to the scope and quality of information to be provided by management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties;

(v) upon request from the Nominating Committee, assist with recruitment of director candidates;

(vi) act as a liaison between the independent directors and the Chairman of the Board of Directors;

(vii) in appropriate circumstances, recommend to the Chairman the retention of advisors and consultants who report directly to the Board of Directors;

(viii) perform all other duties as may be reasonably assigned by the Board of Directors from time to time that are not inconsistent with the foregoing; and

(ix) if appropriate, or if requested, participate with the Chairman on communications with shareholders.

In the event that a Lead Independent Director is unable to serve as the Lead Independent Director, whether due to death or other disability or for any other reason, a new Lead Independent Director shall be elected pursuant to the Resolutions adopted by the Board of Directors on May 19, 2011.

May 19, 2011