

Board of Directors

Our board of directors is currently composed of nine directors. Our certificate of incorporation divides our board of directors into three staggered classes of directors of the same or nearly the same number. At each annual meeting of stockholders, a class of directors will be elected for a three-year term to succeed the directors of the same class whose terms are then expiring. As a result, a portion of our board of directors will be elected each year. The expected terms of these three classes and the directors in each class are as follows:

- the Class I directors' initial term will expire at the annual meeting of stockholders to be held in 2009 (our initial Class I directors include Alfred Gray, Christopher Brady and Pasquale D'Amuro);
- the Class II directors' initial term will expire at the annual meeting of stockholders to be held in 2010 (our initial Class II directors include Gary Sidorsky, Richard Torykian and Victor Trizzino); and
- the Class III directors' initial term will expire at the annual meeting of stockholders to be held in 2011 (our initial Class III directors include Anthony Piscitelli, Fergal Foley and Stephen Seiter).

The division of our board of directors into three classes with staggered three-year terms may delay or prevent a change of our management or a change in control. We have determined that

Board Committees

Our board of directors have created the following committees: audit committee, compensation committee and nominating and corporate governance committee. The members of each committee is set forth below.

Audit Committee:

Victor Trizzino (Chairman)
Stephen Seiter
Christopher Brady

Compensation Committee:

Alfred Gray (Chairman)
Pasquale D'Amuro
Stephen Seiter

Nominating and Corporate Governance Committee:

Stephen Seiter (Chairman)
Victor Trizzino
Alfred Gray

All of our audit, compensation and nominating and corporate governance committee members are independent as such term is defined under the rules of the American Stock Exchange. In addition, all of our audit committee members meet the independence standards under the Securities Exchange Act of 1934, and one member of the committee qualifies as an “audit committee financial expert” as defined under that Act.

Audit Committee

Our audit committee has responsibility for, among other things, assisting our board of directors in its oversight of:

- the integrity of our financial statements;
- our independent registered public accounting firm’s qualifications and independence;
- the performance of our independent registered public accounting firm; and
- any related person transactions.

The audit committee has the sole and direct responsibility for appointing, evaluating and retaining our independent registered public accounting firm and for overseeing their work. All audit services to be provided to us and all non-audit services, other than de minimis non-audit services, to be provided to us by our independent auditors will be approved in advance by our audit committee.

The audit committee will have the power to investigate any matter brought to its attention within the scope of its duties and to retain counsel for this purpose where appropriate.

Compensation Committee

Our compensation committee has responsibility for, among other things:

- reviewing and recommending approval of compensation of our executive officers;
- administering our equity incentive compensation plans; and
- reviewing and making recommendations to our board of directors with respect to incentive compensation and equity plans.

Nominating and Corporate Governance Committee

Our nominating and corporate governance committee has responsibility for, among other things:

- identifying and recommending nominees for election to our board of directors;
- developing and recommending to our board of directors our corporate governance principles; and
- overseeing the evaluation of our board of directors and management.