

Exhibit C

CHARTER — COMPENSATION COMMITTEE

1. Purpose

The purpose of the Compensation Committee is to decide and make reports and recommendations to the Board on matters concerning compensation for directors and officers of the Corporation, and to discuss and make reports and recommendations to the Board on compensation for directors and officers of the Corporation's subsidiaries.

2. Composition and Membership

The Compensation Committee shall consist of at least two directors, each of whom shall satisfy the applicable independence, financial literacy, and experience requirements of the NASDAQ.

The following members of the Board are appointed to serve in the Audit Committee:

Joel Kanter

Dr. Nawar M. Shara, Ph.D.

3. Meetings

Meetings of the Compensation Committee shall be held at least once a year via means of electronic communication or personally. In addition, extraordinary meetings may be held at any time the members deem necessary. Twenty-four hours' advance notice of each meeting will be given to each member orally, by telephone, by facsimile or e-mail, unless all members are present and waive notice, or if those absent waive notice before or after a meeting.

4. Authority and Responsibilities

4.1. The Compensation Committee shall decide the following matters.

- (i) policy regarding decisions on compensation for individual directors, executive officers, and corporate officers of the Corporation and its subsidiaries (the "**Executives**");
- (ii) details concerning the establishment, amendment, or abolition of systems relating to compensation for the Executives;
- (iii) Administer the Corporation's incentive-compensation plans and equity-based plans, insofar as provided therein;
- (iv) Make recommendations to the Board regarding approval, disapproval, modification, or termination of existing or proposed employee benefit plans;
- (v) Approve any share option award or any other type of award as may be required for complying with any tax, securities, or other regulatory requirement, or otherwise determined to be appropriate or desirable by the Compensation Committee or Board;
- (vi) Approve the policy for authorizing claims for expenses from the Executives; and
- (vii) establishment, amendment, and abolition of other basic policies, rules or details necessary for the execution of duties by the Compensation Committee (excluding matters to be resolved by the Board).

4.2. The Compensation Committee shall discuss the following matters falling under each of the following categories.

- (i) for fixed amounts of monetary compensation: the amount for each individual;
- (ii) for unfixed amounts of monetary compensation: specific methods for the calculation of the amount for each individual; and
- (iii) for non-monetary compensation: the specific details of the compensation for each individual.

The members of the Compensation Committee shall report or make recommendations to the Board; provided, however, that if there is a difference of opinion among committee members, all such opinions shall be reported.

5. Reports to the Compensation Committee.

If requested by the Compensation Committee, directors, executive officers, corporate officers, and employees of the Corporation and its subsidiaries must attend the meetings of the Compensation Committee and provide explanations on matters requested by the Compensation Committee. The Compensation Committee may ask for reports and opinions from persons other than the committee members, as necessary.

6. Funding

The Corporation shall provide for appropriate funding, as determined by the Compensation Committee, for payment of retaining such third-party counsel, consultants, accountants and other advisors as the Compensation Committee deems necessary or advisable as well as for all other compensation matters. The Committee shall have sole authority to terminate such advisors. Prior to engaging a compensation consultant, legal counsel or other advisor, the Committee shall consider all factors relevant to the advisor's independence from management, including those factors specified in the applicable NASDAQ Stock Market listing standards.