

### Independent Public Accounting Firm

Grant Thornton LLP was appointed as the Company's independent public accounting firm for the year ending December 31, 2013, by the Audit Committee of the Board of Directors. A representative of Grant Thornton LLP is expected to be present at the 2014 Annual Meeting with an opportunity to make a statement if so desired and to answer appropriate questions with respect to that firm's audit of the Company's financial statements and records for the fiscal year ended December 31, 2013.

The Audit Committee pre-approves all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent public accounting firm. All of auditing services and permitted non-audit services in 2013 and 2012 were pre-approved by the Audit Committee. The Audit Committee may delegate authority to the Chairman, or in his or her absence, a member designated by the Chairman to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such person or subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

The aggregate fees billed for professional services by Grant Thornton LLP in fiscal years ended December 31, 2013 and 2012 were:

Type of Fees	Years Ended December 31,	
	2013	2012
	(in thousands)	
Audit Fees	\$ 88	\$ 114
Audit-Related Fees	0	0
Tax Fees	42	49
All Other Fees	0	0
Total	\$ 130	\$ 163