



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Corporate Governance Committee is appointed by the Board of Directors (the "Board") (1) to identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend that the Board select the director nominees for the next annual meeting of shareholders; (2) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to oversee the evaluation of the Board and management; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

Each member of the Nominating and Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Nominating and Corporate Governance Committee shall be appointed annually by the Board. One member of the Nominating and Corporate Governance Committee shall be appointed as its Chairman by the Board. Nominating and Corporate Governance Committee members may be replaced by the Board at any time. A Nominating and Corporate Governance Committee member may resign by giving written notice to the Board and may resign Nominating and Corporate Governance Committee membership without resigning from the Board. Committee members may be replaced by the Board.

Meetings

The Nominating and Corporate Governance Committee shall meet as often as necessary or appropriate to carry out its responsibilities, but not less than three times per year, either in person or telephonically and at such times and places as the Nominating and Corporate Governance Committee determines. The Chair shall preside at each meeting. In the event the Chair is not present at a meeting, the Nominating and Corporate Governance Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. Written minutes of each meeting, in the form approved at the immediately following meeting, shall be duly filed in the Company records. A majority of the members of the Nominating and Corporate Governance Committee shall constitute a quorum.

The Nominating and Corporate Governance Committee shall:

Committee Authority and Responsibilities

1. Have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Corporate Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

2. Establish for approval by the Board criteria for selecting new directors.
3. Recommend to the Board candidates for election or reelection to the Board at each annual meeting of the shareholders of the Company.
4. Actively seek individuals qualified to become board members for recommendation to the Board to fill vacancies occurring on the Board, consistent with the Board's established criteria.
5. Recommend to the Board the procedures to be used to select the Lead Independent Director and the term and duties of the Lead Independent Director.
6. Recommend appointment and removal of members of the committees of the Board at least annually.
7. Review any outside directorships in other public companies held by any executive officer of the Company.
8. Monitor and recommend functions of the committees of the Board, the qualifications of committee members, the committee structure and operations (including authority to delegate to subcommittees) and the performance of annual self-evaluations by each committee to assess the effectiveness of the committee.
9. Review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
10. Review and recommend to the Board the form and amount of director compensation and benefits, taking into consideration the desire to attract, retain and motivate highly qualified directors and the effect of any compensation or benefits on director independence.
11. Review periodically, the Company's director retirement policies.
12. Recommend to the Board the structure and schedule of Board Meetings.
13. Consider and recommend to the Board candidates for succession at the Chairman and Chief Executive Officer level in concert with the Human Resource and Compensation Committee Charter, including whether or not the role of the Chairman and Chief Executive Officer should be separate or combined.
14. Review and approve or ratify all related party transactions in accordance with the Company's policies and procedures with respect to related party transactions.
15. Assist the Board in overseeing the Company's activities with respect to Compliance and Business Practices matters.

16. Make regular reports to the Board and such additional reports and recommendations to the Board as the Nominating and Corporate Governance Committee may see fit within the scope of its functions.
17. Annually review its own performance and the adequacy of this Nominating and Corporate Governance Committee Charter.
18. Form and delegate authority to subcommittees as it deems appropriate.
19. Perform such other duties and responsibilities as may be assigned to the Nominating and Corporate Governance Committee, from time to time, by the Board and/or the Chairman of the Board.