

CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

Purpose

The Committee's purpose is to assist the Board in promoting the best interests of the Company and its shareholders through the implementation of sound corporate governance principles and practices. The Committee will accomplish this by: (1) assisting the Board by identifying individuals qualified to become Board members, and recommending to the Board the Director nominees for the next annual meeting of shareholders; (2) reviewing the qualifications and independence of the members of the Board and its various committees on a regular periodic basis and making any recommendations the Committee members may deem appropriate from time to time concerning any recommended changes in the composition of the Board and its committees; (3) recommending to the Board the Corporate Governance Guidelines and standards regarding the independence of outside directors applicable to the Company and reviewing such Guidelines and standards and the provisions of this Charter on a regular periodic basis to confirm that such Guidelines, standards and this Charter remain consistent with sound corporate governance practices and with any legal, regulatory or NYSE requirements and any recommendations of the federal banking regulators regarding general best corporate governance practices; (4) monitoring the Board's and the Company's compliance with any commitments or otherwise regarding changes in corporate governance practices; and (5) leading the Board in its annual review of the Board's performance.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal and external legal, accounting or other advisors.
2. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board. The Committee shall annually assess the independence of non management Board members and shall take action to effect changes in incumbent directors if deemed appropriate.
3. The Committee shall receive comments from all directors concerning the performance of the Board and lead the Board in its annual performance evaluation. The Committee shall report annually to the Board with an assessment of the Board's performance, and make recommendations for improvements of the Board's operations.

4. The Committee shall recommend to the Board director nominees to serve on each committee and director nominees to serve as Chairman for each Committee.
5. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
6. The Committee shall recommend to the Board standards for determining outside director independence consistent with the requirements of the NYSE and other legal or regulatory corporate governance requirements and review and assess these standards on a periodic ongoing basis;
7. The Committee shall review the qualifications and independence of the members of the Board and its various committees on a regular periodic basis and make any recommendations the Committee members may deem appropriate from time to time concerning any changes in the composition of the Board and its committees;
8. The Committee shall oversee the Company's director orientation and continuing education programs;
9. The Committee shall oversee matters related to the compensation and benefits of outside, non-employee Directors and make such recommendations to the Board as the Committee deems appropriate;
10. The Committee shall recommend to the Board such changes to the Board's Committee structure and Committee functions as the Committee deems advisable;
11. The Committee shall Confirm that each standing Committee of the Board has a Charter in effect and that such a Charter is reviewed at least annually by its Committee;
12. The Committee shall review shareholder proposals duly and properly submitted to the Company and recommend appropriate action to the Board;
13. The Committee shall review any proposed amendments to the Company's Articles of Incorporation and By-Laws and recommend appropriate action to the Board;
14. The Committee shall review and assess the Company's compliance with the corporate governance requirements established by the NYSE and the requirements established under the Sarbanes-Oxley Act, by federal banking laws and regulations or otherwise as applicable to each of the Company and its subsidiaries and controlled affiliates;
15. The Committee shall recommend to the Board such additional actions related to corporate governance matters as the Committee may deem necessary or advisable from time to time.
16. The Committee shall oversee the succession planning process for the office of Chief Executive Officer of the Company. Periodically, the Committee will review that process

with the Board, as well as make recommendations to the Board with respect to candidates for that office.

16. The Committee shall annually receive reports from the Boards of material subsidiaries of the Company to ensure that these Boards observe appropriate governance principles in the conduct of their meetings and affairs.
17. The Committee may form and delegate authority to subcommittees when appropriate.
18. The Committee shall make regular reports to the Board.
19. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.