



**NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE CHARTER**
As Amended and Restated by the Board of Directors
January 26, 2005

Purpose

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") to assist the Board in identifying qualified individuals to become directors, recommend to the Board qualified director nominees for election at the stockholders' annual meeting, determine membership on the Board committees, recommend a set of Corporate Governance Guidelines, conduct annual self-evaluations of the Board and the Committee, report annually to the Board on the Chief Executive Officer ("CEO") succession plan, and such other functions as the Board may from time to time assign to the Committee.

Committee Membership

The Committee members shall be appointed annually by the Board and serve at the pleasure of the Board. A Committee member (including the Chairman) may be removed at any time, with or without cause, by the Board. The Committee shall consist of no fewer than three directors. All members of the Committee shall meet the independence standards as specified in the Company's Corporate Governance Guidelines, which have been adopted by the Board.

Meetings

The Committee shall meet as often as necessary, but at least once annually, to carry out its responsibilities. The Committee shall meet at the call of its Chairman, preferably in conjunction with regular Board meetings. Any Committee member may request the Chairman of the Committee to call a meeting. The Chairman of Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following the Committee meeting.

The Committee may meet by telephone conference call or by any other means permitted by law or the Company's By-laws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members. The Committee shall determine its own rules and procedures, including designation of a Chairman pro tempore, in the absence of the Chairman, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company. Any member of the Board shall be provided with copies of such Committee minutes if requested.

The Committee may ask members of management, or others whose advice and counsel are relevant to the issues then being considered by the Committee, to attend any meetings and to provide such pertinent information as the Committee may request.

The Chairman of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time (but at least once each year) as requested by the Board.

Committee Goals and Responsibilities

Board Composition, Candidates and Nominees

1. The Committee shall recommend to the Board director nominees for election at the stockholders' annual meeting.
2. Prior to nominating an existing director for re-election to the Board, the Committee shall consider and review the existing director's:
 - a) Board and committee meeting attendance and performance;
 - b) length of Board service;
 - c) experience, skills and contributions that the existing director brings to the Board; and
 - d) independence.
3. In the event that a director vacancy arises, the Committee shall seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or election at the stockholders' annual meeting.
4. A director nominee shall possess the director qualifications specified in the Company's Corporate Governance Guidelines, including the *Individual Qualifications* and the qualifications as needed to fulfill the *Qualifications for the Board as a Whole*.
5. The Committee shall adopt procedures for the selection of individuals for either appointment or nomination for election as a Director. These procedures shall be published on the Company's website.
6. The Committee shall have the sole discretion and authority to retain any search firm to assist in identifying director candidates, retain outside counsel and/or any other internal or external advisors and approve all related fees and retention terms.
7. The Committee shall review and monitor the composition of the Board to ensure that a majority of the directors are "independent directors" within the meaning of any rules and laws applicable to the Company.
8. The committee shall review periodically the size of the Board and recommend to the Board changes as appropriate.

Board Committees

9. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to be appointed as members on each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contribution, and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills, and who is independent, if required by the committee charter, to be appointed to fill the vacancy.
10. The Committee shall review periodically, with the participation of the Chief Executive Officer, all Board committees and recommend to the Board changes, as appropriate, in the number, responsibilities, membership and chairs of the committees.

Evaluations and Management Development

11. The Committee shall develop and recommend to the Board for its approval an annual self-evaluation process for the full Board that will be conducted and overseen by the Committee. The Committee shall report to the full Board, following the end of each fiscal year, the results of the annual self-evaluation, including any comments from the self-evaluations. However, any comments from the self-evaluations regarding individual directors shall be reported to the Chairman and Lead Director, and if necessary, to the relevant committee chairman.
12. The Committee shall annually review its own performance.
13. The Committee shall make an annual report to the Board on emergency as well as expected CEO succession planning. The full Board will work with the Committee to recommend and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential CEO successors, along with a review of any development plans recommended for such individuals.

Corporate Governance

14. The Committee shall recommend to the Board for its approval the Corporate Governance Guidelines. The Committee will review annually the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
15. All material non-financial matters that are reported to the Anonymous Reporting Hotline shall be reported to the Committee for review and, if determined to be appropriate, investigation.
16. The Committee shall periodically review the status of the Company's compliance structure and programs.
17. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.