



Nominating and Corporate Governance Committee Charter

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee shall be to:

1. Identify individuals qualified to become members of the Board of Directors.
2. Recommend individuals to the Board as director nominees and recommend directors to serve as members of Board committees.
3. Develop and recommend to the Board a set of corporate governance guidelines.

II. STRUCTURE

The Nominating and Corporate Governance Committee shall consist of not less than three directors as appointed by the Board of Directors. Members may be removed by the Board of Directors in its discretion. Each member of the Committee shall be independent as defined by the New York Stock Exchange (the "NYSE") for the purpose of this charter. The Chairman of the Committee shall be designated by the Board of Directors.

III. PROCEDURE

The Committee may ask members of management or others to attend Committee meetings and provide pertinent information when needed. At least half the members of the Committee will constitute a quorum with a majority of votes of those Committee members present at a meeting in which a quorum has been established being sufficient to adopt a resolution or otherwise take action. The Committee may delegate any of its responsibilities to subcommittees as the Committee may deem appropriate.

IV. DUTIES, RESPONSIBILITIES AND AUTHORITY

1. Establish criteria for selecting new members of the Board of Directors.
2. Lead the search for individuals qualified to become members of the Board of Directors and recommend individuals to the Board as director nominees.

3. Review the Board of Director's committee structure and recommend to the Board for its approval directors to serve as members of each Board committee.
4. Develop and recommend to the Board and annually review a set of corporate governance guidelines.
5. Oversee that an appropriate Code of Business Conduct and Ethics is in place and that an appropriate Compliance Program is implemented by management to achieve and monitor compliance.
6. Evaluate whether management is setting the appropriate tone at the top by communicating the importance of the Company's Code of Business Conduct and Ethics.
7. Oversee an annual self-evaluation of the Board and all committees of the Board.
8. Oversee the annual evaluation of management by the Board.
9. Conduct an annual performance evaluation of the Committee.
10. Have the sole authority, in its discretion, to retain and terminate any search firm to assist in the identification of director candidates, including sole authority to approve the firm's fees and other retention terms.
11. Review and assess, at least annually, the Nominating and Corporate Governance Committee charter and submit changes for approval of the Board of Directors.
12. Perform other functions as requested by the Board of Directors.

V. REPORTING RESPONSIBILITIES

The Nominating and Corporate Governance Committee is an arm of, and responsible to, the Board of Directors to which it directly reports. The Nominating and Corporate Governance Committee is responsible for periodically updating the Board of Directors about Committee activities and making appropriate recommendations.