

CORPORATE GOVERNANCE & NOMINATING COMMITTEE CHARTER

PURPOSE

The Corporate Governance & Nominating Committee will provide oversight with respect to Board composition, organization and effectiveness. The Committee also recommends changes in the Board's Self Governance Guidelines to the Board. The Committee serves as the Nominating Committee of the Board, including identifying and recommending qualified candidates for Board membership. The Committee also nominates candidates for each of the individual positions of Chairman, President and CEO. In order to ensure the impartial performance of the above functions, all directors that serve on the Committee must have been determined by the Board to be independent, as defined and to the extent required in the applicable Securities and Exchange Commission rules and New York Stock Exchange listing standards, as they may be amended from time to time.

POWERS

The Committee shall have power to engage and use, at Company expense and without Board approval, such legal and consulting support as the Committee deems necessary to perform its functions, including sole authority to engage search firms to recruit candidates for the individual director, Chairman, President and CEO positions.

CORPORATE GOVERNANCE & NOMINATING COMMITTEE RESPONSIBILITIES ARE TO:

1. Meet at least twice per year to discuss:
 - a. Composition of and membership on the Board.
 - b. New director candidates, in the case of a vacancy or a desire to increase the Board size, consistent with the Board's Self Governance Guidelines.
 - c. Evaluation of the effectiveness of the Board.
2. Select, or recommend that the Board select, director nominees for the next annual shareholders meeting.
3. Review questions regarding Board membership in accordance with the Board's Self Governance Guidelines.
4. Serve as the Nominating Committee for the individual positions of Chairman of the Board (the "Chairman"), Director, President and Chief Executive Officer, including recommending candidates for Board approval.
5. Review and approve recommendations by the Chairman for committee structure and committee assignments.
6. Annually review, and make recommendations to the Board to update, where applicable, the Board's Self Governance Guidelines.

7. Conduct, under the leadership of the Chairman, or if the Chairman is not an independent director, then the Committee Chairman, the annual CEO review process and oversee the related management review process.
8. Under the leadership of the Chairman, or if the Chairman is not an independent director, then the Committee Chairman, oversee the annual Board self review process and biannual individual director peer review process.
9. Review procedures for the receipt, retention and treatment of allegations or complaints received by the Company from its employees or third parties regarding any business practices, actions or inactions, except for any such complaints or allegations involving auditing, accounting or internal controls issues which are handled by the Audit Committee.
10. Review proposed adjustments to the Compensation Program for Directors received from the Organization & Compensation Committee for submission for Board consideration.
11. Report regularly to the Board on its activities and decisions.
12. Conduct an annual performance review of the Committee.