



**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**  
(amended and restated December 8, 2005)

***I.     Membership***

The Nominating and Corporate Governance Committee (the “Committee”) shall consist of no fewer than three (3) Directors, each of whom in the judgment of the Board of Directors shall be independent in accordance with the Company’s Corporate Governance Principles and any applicable laws, regulations or listing standards.

***II.    Purpose***

The Committee is appointed by the Board of Directors to generally assist the Board in:

- A.     Shaping and monitoring the implementation of the Company’s corporate governance policies and practices;
- B.     Identifying and investigating individuals qualified to become Board members and recommending proposed nominees for Board membership;
- C.     Assessing the Board’s size, operations, structure, needs and effectiveness by, among other things, reviewing and making recommendations as to the membership, purpose and functions of Board Committees and overseeing the annual evaluation of the respective performance of the Board and its Committees; and
- D.     Establishing and from time to time adjusting non-employee Director compensation and benefits in accordance with, among other things, the compensation guidelines set forth in Company’s Corporate Governance Principles.

***III.   Responsibilities***

The Committee’s specific responsibilities include:

- A. Reviewing and making recommendations to the full Board concerning:
  - 1. Any matters of corporate governance, including, but not limited to, the development and modification of the Company’s Corporate Governance Principles and Committee Charters, and proposed amendments to the Company’s Certificate of Incorporation and By-laws;
  - 2. The appropriate constitution and composition of the Board and its Committees relative to the Board’s duties and responsibilities, existing circumstances and Board members’ respective interests, experience and expertise, including the establishment or elimination of Committees, and Committee membership appointment, removal and rotation;

3. Qualifications and criteria for election to the Board and appointments to Committees, and procedures for shareholders to submit nominations of candidates for the Board;
4. The independence and the financial literacy and expertise of each Director relative to the Company's Corporate Governance Principles and applicable laws, regulations or listing standards;
5. Shareholder proposals submitted for inclusion in the Company's annual proxy statement and the Company's position on such proposals;
6. The orientation of and continuing education programs for Directors;
7. The structure of Board meetings and other functions of the Board and its Committees; and
8. The Company's Shareholder Rights Plan, which the Committee shall review at least every three (3) years.

B. Actively seeking and screening potential new Directors, assessing current Directors and recommending to the Board (i) a slate of Director nominees for election to the Board at the Company's next annual meeting of shareholders, or (ii), if necessary and appropriate, Director candidates to be elected by the Board to fill vacancies that may arise due to resignation, retirement or other reasons.

C. Considering business or other transactions between the Company and any Director or any person or entity affiliated with a Director, and any other issues that might present a conflict of interest involving a Director or a senior executive of the Company.

D. Receiving comments from all Directors on and reporting annually to the full Board with an assessment of the performance of the Board and its Committees and recommendations for improvements.

E. Undertaking an annual performance evaluation of the activities of the Committee, including the Committee's responsibilities as contemplated in this Charter.

F. Undertaking such additional or revised responsibilities or procedures as are consistent with the Committee's purpose and as the Board or Committee deems appropriate.

G. Providing regular reports to the full Board, whether oral or in writing, regarding Committee actions, activities and any other matters the Committee deems appropriate or the Board requests.

**IV. Presiding Director**

Under the Company's Corporate Governance Principles, the Board has also delegated to the Chair of the Committee the responsibility to serve as Presiding Director during executive sessions of the Board in which non-employee directors only participate and to carry out any other functions which the Board may from time to time designate.

**V. Meetings**

The Committee shall meet at least two (2) times annually, or more frequently as circumstances dictate, and may hold meetings by telephone and take action by unanimous written consent. Generally, the Chief Executive Officer, the Chief Legal Officer and the Corporate Secretary of the Company attend Committee meetings. The Committee may invite any member of management or outside advisor (either to the Company or to the Committee) to attend any Committee meeting.

**VI. Retention of Outside Advisors**

The Committee shall have the authority to retain, on such terms and conditions (including fees) as it determines to be appropriate, any outside advisors, including independent legal counsel, search firms and director compensation consultants, as it deems necessary to assist it in fulfilling its responsibilities and duties under this Charter, and such retained advisors shall report directly to the Committee. The Company shall provide appropriate funding for payment of such retained advisors' fees and related expenses.