

GOVERNANCE COMMITTEE CHARTER

Purpose: The Governance Committee (the “Committee”) is a standing committee of the Board. The Committee’s purpose is to assist the Board in carrying out its oversight responsibilities relating to the composition of the Board and certain corporate governance matters. Unless the Board otherwise determines in a specific case, the Committee will have the power to recommend that the full Board take action as to the matters referred to it by the Board relating to the composition of the Board and its committees as well as specified corporate governance matters. As such, except as specifically provided herein, the Committee does not have the power to act on behalf of the Board as a whole unless the Board otherwise determines in a specific case.

Composition: The Committee will have at least three members, each of whom the Board has determined has no material relationship with the Company and each of whom is otherwise “independent” under the rules of the New York Stock Exchange, Inc. Based upon the recommendation of the Committee, the Board will designate the members of the Committee at least annually and in connection therewith will take such actions as it from time to time determines to be appropriate to assure that the Committee and its members comply with applicable independence requirements. Management is hereby directed to take such steps as are necessary to assure that the Company does not take actions which would compromise the independence of any Committee member.

The Board will from time to time designate the Chairperson, and may designate a Co-Chairperson or Vice Chairperson, of the Committee. The Committee may delegate one or more of its responsibilities hereunder to any subcommittee comprised entirely of two or more Committee members.

Resources: Management is directed to bring to the attention of the Committee such matters that the Committee is required by law or listing requirements to review or as the Committee or its Chairperson may from time to time designate. Without limitation, management is responsible for providing the Committee with the information and assistance contemplated by this Charter and educational and other resources as it or its Chairperson may request or may be required by law or listing requirements. The Committee or its Chairperson may retain at the Company’s expense legal counsel and such other third-party advisors as it determines to be appropriate, and will have the sole authority to select, retain, terminate and determine the compensation of search firms, if any, retained to assist in identifying or recruiting potential Board candidates.

Proceedings: The Committee will periodically meet in executive session. The Committee may otherwise adopt such procedures as it may from time to time determine to be appropriate to assist in the discharge of its responsibilities. Except as the Committee or its Chairperson may otherwise determine, the Secretary or another person designated for this purpose by the Committee Chairperson will prepare appropriate records of all Committee meetings and actions, copies of which when approved by the Committee or its Chairperson will be furnished to the Board, and will maintain copies of all materials

furnished or presented to the Committee. In addition, the Committee Chairperson will report to the Board as to all matters that he or she determines to be appropriate.

Responsibilities: The Committee will:

1. Identify and make recommendations to the Board with respect to nominees for election to the Board and directorate committees established from time to time by the Board and criteria therefor. The Committee will consider all candidates for election to the Board recommended by the Company's shareholders in accordance with the procedures set forth in the Company's annual proxy statement and will evaluate them in the same manner as other nominees;
2. Make recommendations to the Board with respect to the functions of the directorate committees including their structure, responsibilities, performance and composition;
3. Make recommendations to the Board with respect to Board performance and standards and procedures for review of the Board's performance;
4. Make recommendations to the Board with respect to the Company's corporate governance policies generally and proposed changes thereto, including with respect to the director qualification standards, responsibilities, access to management and independent advisors, compensation, orientation and education, performance evaluation and management succession;
5. Make recommendations to the Board with respect to the Company's code of business conduct;
6. Recommend the Chief Executive Officer and other officers required to be elected by the Board, as needed;
7. Make recommendations to the Board with respect to shareholder proposals made under SEC rules, as needed;
8. Evaluate the Committee's performance annually. The performance evaluation by the Committee shall be conducted in such manner as may be approved by the Board; and
9. Undertake such other matters, if any, as to which action by this Committee is required by law or stock exchange rule.

The Committee will review this Charter at least annually and will recommend changes as it determines to be appropriate. Any changes will be effective when approved by the Board.

As adopted by the Board of Directors on March 31, 2003, and amended on April 18, 2005.