



CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. PURPOSE

The Corporate Governance and Nominating Committee (the "Committee") is appointed by the Board: (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the annual meeting of shareholders; (2) to oversee the governance of the Company including recommending to the Board Corporate Governance Policies; (3) to lead the Board in its annual evaluation of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

II. MEMBERSHIP

The Committee shall be comprised of three or more directors. The members of the Committee shall satisfy the independence requirements of the New York Stock Exchange as then in effect. The members of the Committee shall be appointed and may be removed by the Company's Board of Directors.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

3.1 The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, if the Committee determines that such advice and assistance are necessary.

3.2 The Committee shall:

- (a) review the composition of the Board, taking into account the Corporate Governance Policies;
- (b) actively seek, identify and recommend to the Board individuals qualified to become Board members;
- (c) review director candidate recommendations submitted by shareholders pursuant to the Corporate Governance Policy regarding Third Party Communications with Non-Management Directors;

- (d) recommend to the Board nominees for each of the Board's committees;
- (e) recommend to the Board nominees for election as directors;
- (f) present all nominees in a timely fashion to minimize disruption in the Company's business and at such a time to allow for the full consideration of the nominees by the Board and the timely submission of any filings required by the Securities and Exchange Commission;
- (g) make recommendations to the Board regarding tenure and classifications of directors;
- (h) review and make recommendations to the Board annually with respect to the compensation of directors;
- (i) receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board; consider, discuss and recommend ways to improve the Board's effectiveness;
- (j) annually review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval; consider other corporate governance and related issues;
- (k) make regular reports to the Board;
- (l) form and delegate authority to subcommittees when appropriate;
- (m) review and reassess the adequacy of this Charter annually; and
- (n) annually evaluate its own performance.