

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. Purpose

The Nominating and Governance Committee (the "Committee") will (1) identify individuals qualified to become Members of the Board of Directors (the "Board") and recommend that the Board select the nominees for the Board for the next annual shareholders meeting, (2) recommend Corporate Governance Guidelines to the Board, and (3) provide oversight of the corporate governance affairs of the Board and the Company.

B. Membership

The members of the Committee will be appointed by the Board and will number at least three, each of whom must be an independent director. The members of the Committee will serve until their successors are appointed and qualify. The Board will also designate the Chairman of the Committee, and will have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements referred to above. The Committee will be responsible for establishing its own procedural rules, subject to the provisions of this Charter, the Company's Bylaws, the Corporate Governance Guidelines of the Company, and the rules of the New York Stock Exchange. The Committee will have the power to form subcommittees and delegate responsibility to them.

C. Authority and Responsibilities

- The Committee will establish criteria for the selection of new Board members and conduct searches and interviews for individuals qualified to become Board members. The Committee will make recommendations to the Board regarding director nominees, for the next annual shareholders meeting, from the pool of identified individuals qualified to become Board members.
- The Committee will have the exclusive authority to retain and terminate any firm used to help identify director candidates, including exclusive authority to approve any firm's fees and other retention terms.
- The Committee will oversee the evaluation of the Board and senior executive officers of the Company. In discharging this responsibility, the Committee will solicit comments from all Directors and report annually to the Board on the results of the evaluation.
- The Committee will review the adequacy of the Corporate Governance Guidelines of the Company at least annually and recommend any proposed changes to the Board.

- The Committee will review the adequacy of this Charter and its own performance at least annually and recommend any proposed changes to the Board. The Committee will also oversee the corporate governance affairs of the Company and will review annually the corporate governance practices and policies of the Company.
- The Committee will develop and recommend to the Board a Code of Business Conduct and Ethics and will consider any requests for waivers from the Company's Code of Business Conduct and Ethics. The Company will make disclosure of such waivers to both the New York Stock Exchange and the Securities and Exchange Commission.
- The Committee will consider questions of possible conflicts of interest of directors and of senior executives.
- The Committee shall make recommendations to the Board as to which Directors should serve on the various committees of the Board.
- The Committee will also have the authority to engage internal and external advisors, legal, accounting or otherwise, for advice and assistance.