



Charter of the Corporate Governance and Nominating Committee

Adopted as of September 12, 2005

Purposes and Responsibilities of the Committee

- The purposes of the Corporate Governance and Nominating Committee are to endeavor to properly constitute the membership of the Board to meet the Board's fiduciary duties to the Company and its shareholders, and to establish and promote appropriate corporate governance standards for the Company. To carry out these purposes, the committee shall:
 - assist the Board by identifying, evaluating and recommending prospective director nominees, consistent with the director qualification standards set forth in the Company's corporate governance principles;
 - develop and advise the Board regarding corporate governance principles applicable to the Company;
 - advise the Board regarding Board and committee composition, roles and procedures, including recommending to the Board director nominees for each annual meeting of shareholders;
 - oversee the evaluation of the Board and the committees of the Board, including an annual self-evaluation of the Committee; and
 - consider and advise the Board regarding questions of changed circumstances and possible conflicts of interest of Board members and senior executives.

Composition of the Committee

- The committee shall be comprised of at least three directors who qualify as independent directors under the Company's corporate governance principles and rules of the New York Stock Exchange.
- The members of the committee shall be elected annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of stockholders. No member of the committee shall be removed from the committee, except by majority vote of the independent directors then in office.

Meetings and Procedures of the Committee

- The committee shall establish its own processes, consistent with this charter. The committee shall meet at least two times annually. The Board shall designate one member of the committee as its chair. Any member of the committee may call a special meeting of the committee. A majority of the members of the committee present in person or by telephone shall constitute a quorum.
- Following each of its meetings, the committee will report to the Board, including a description of actions taken. The committee shall keep minutes of its meetings.

- The committee shall have the ability to delegate its functions, in whole or in part, to subcommittees.

Duties of the Committee

Board Candidates and Nominees

- The committee shall have the following goals and responsibilities with respect to Board candidates and nominees:
 - To establish criteria for evaluating the suitability of potential director nominees which shall be included in the Company's corporate governance principles.
 - To recommend director nominees to the Board.
 - To review the suitability for continued service as a director of each Board member when he or she has a significant change in status brought to the attention of the committee, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.

Board Composition and Procedures

- The committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:
 - To review annually the composition of the Board as a whole and to recommend, if necessary, measures to be taken designed to promote an appropriate balance of knowledge, experience, skills, expertise and diversity, and to assure that the Board contains at least the minimum number of independent directors required by the Company's corporate governance principles, and the rules of the New York Stock Exchange and Securities and Exchange Commission.
 - To review periodically the size of the Board and to recommend to the Board any appropriate changes.
 - To make recommendations on the frequency and structure of Board meetings.
 - To consider recommendations concerning any other aspect of the procedures or functioning of the Board.

Board Committees

- The following shall be the goals and responsibilities of the committee with respect to the committee structure of the Board:
 - To make recommendations to the Board regarding the size and composition of each committee, including the identification of individuals qualified to serve as members of a committee, including this committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including this committee.

- To monitor the functioning of the committees and to make recommendations for any changes, including the creation and elimination of committees.
- To review annually committee assignments and the policy with respect to the rotation of committee memberships and/or chairs, and to report any recommendations to the Board.
- To consider recommendations that the Board establish special committees as may be desirable or necessary from time to time in order to address ethical, legal, key business or other matters that may arise.

Corporate Governance

- The following shall be the goals and responsibilities of the committee with respect to corporate governance:
 - To develop and recommend to the Board a set of corporate governance principles for the Company, consistent with applicable laws, regulations, and the Company's code of conduct.
 - To review periodically, and at least annually, the corporate governance principles adopted by the Board with regard to their appropriateness for the Company, and their compliance with applicable laws, regulations, and the Company's code of conduct, and to recommend changes to the Board.
 - To consider, in its discretion, any other corporate governance issues brought to its attention, and develop appropriate recommendations for the Board.

Evaluation of the Board

- The committee shall develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees, and shall oversee the annual self-evaluations.

Investigations and Studies; Outside Advisers

- The committee may conduct or authorize investigations into or studies of matters within the committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers, e.g., search firms, as it deems necessary.
- In addition, the committee has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.