

RESOLVED that all prior resolutions establishing the Nominating & Corporate Governance Committee are hereby repealed; and

FURTHER RESOLVED that the Corporate Governance Committee ("the Committee") of the Board of Directors is established subject to the Bylaws with the following duties, members, and procedures effective December 10, 2003.

CORPORATE GOVERNANCE COMMITTEE

1. Purpose. The Committee's role is to identify individuals qualified to become Board members and to recommend to the Board the Director nominees for the annual stockholders' meeting and to develop, recommend to the Board and monitor a set of corporate governance principles.
2. Committee Membership. Committee membership shall consist of at least three and no more than five members, each of whom must satisfy the independence requirements of the rules of the New York Stock Exchange, Inc.
3. Duties and Responsibilities. Subject to the Corporate Governance Guidelines adopted by the Board, the Committee shall:
 - A. Review and assess Board membership needs and identify, screen and interview qualified candidates for the Board, including nominees submitted by stockholders in accordance with the Company's Bylaws, and, annually, evaluate and renominate, as appropriate, existing Board members.
 - B. In selecting new nominees for the position of outside Director, consider the following minimum criteria:
 - The ability of the nominee to work together with the other Directors, with full and open discussion and debate, as an effective, collegial group.
 - The current knowledge and contacts of the nominee in the communities in which the company does business and in the industries relevant to the company's business.
 - The value to the CEO of the advice of current and former chief executives of public companies.
 - Diversity of viewpoints and demographic diversity.
 - The ability of the nominee to commit adequate time to Board matters.
 - The fit of the nominee's skills, experience and background with those of other Directors and potential Directors in building a Board that reflects the needs of the Company.

- An evaluation of the nominee's independence under applicable legal and regulatory standards.
- C. Each year, propose a group of Directors to be nominated for re-election based on a number of additional factors, including:
- Special expertise or experience that may be difficult to replace, including financial and accounting literacy and experience.
 - Age and length of tenure.
 - Performance as a Director, based on the expectations reflected in the Corporate Governance Guidelines.
 - Continued interest in serving.
- D. Recommend to the Board the appointment of the members and chairs of the Board's committees, considering the member qualifications and experience in the charter of each committee, as well as any other factors the Committee finds appropriate.
- E. Oversee the annual evaluation of the performance of the Board and its committees and the annual evaluation of the committee charters.
- F. Review annually and, when appropriate, recommend to the Board changes in the Corporate Governance Guidelines.
- G. Have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to delegate to subcommittees of the Committee and the sole authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts, consultants or search firms, as it deems appropriate, without seeking approval of the Board or Management.
- H. Consider any business proposals that a stockholder submits pursuant to the Company's Bylaws for consideration at a meeting of stockholders.

4. Additional Responsibilities

- A. Review this Charter and the Committee's performance at least annually and recommend any changes to the Charter to the Board of Directors.
- B. Report its activities to the Board of Directors on a regular basis and make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate.
- C. Perform such other functions as the Board of Directors shall from time to time assign the Committee or as shall be required by law.