

NOMINATING AND GOVERNANCE COMMITTEE CHARTER
as of February 12, 2004

PURPOSE:

The purpose of the Nominating and Governance Committee (the “Committee”) shall be to assist the Board of Directors (the “Board”) in identifying qualified individuals to become Board members, in determining the composition of the Board and its committees, in monitoring a process to assess Board effectiveness, in developing and implementing the Company’s corporate governance guidelines and with other matters as described in this Charter or requested by the Board from time to time.

MEMBERSHIP AND PROCEDURES:

Membership and Appointment

The Committee shall be comprised of three (3) or more directors, or such other number as shall be determined from time to time by the Board based on recommendations from the Committee, if any.

Removal

The entire Committee or any individual Committee members may be removed from office without cause by the affirmative vote of a majority of the Board. Any Committee member may resign effective upon giving oral or written notice to the Chairman of the Board, the Corporate Secretary or the Board (unless the notice specifies a later time for the effectiveness of such resignation). If the resignation of a Committee member is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

Chairperson

A chairperson of the Committee (the “Chairperson”) may be designated by the Board based upon recommendations by the Committee, if any. In the absence of such designation, the members of the Committee may designate the Chairperson by majority vote of the full Committee membership. The Chairperson shall determine the agenda, the frequency and the length of meetings and shall have unlimited access to management and information. Such Chairperson shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee.

Secretary

The Committee may appoint a Secretary whose duties and responsibilities shall be to keep full and complete records of the proceedings of the Committee for the purposes of reporting Committee activities to the Board and to perform all other duties as may from time to time be assigned to him or her by the Committee, or otherwise at the direction of a Committee member. The Secretary need not be a director.

Independence

Each member shall be “independent” as determined by the Board in accordance with the objective criteria established by the Board, if any, and within the meaning of any applicable law or regulation or any listing standard or rule established by the NASDAQ Stock Market, Inc. or the Securities and Exchange Commission and applicable to the Committee.

Delegation

NOMINATING AND GOVERNANCE COMMITTEE CHARTER **as of February 12, 2004**

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more members of the Committee. Any such subcommittee to the extent provided in the resolution of the Committee and to the extent not limited by applicable law or listing standard, shall have and may exercise all the powers and authority of the Committee. Each subcommittee shall have such name as may be determined from time to time by resolution adopted by the Committee. Each subcommittee shall keep regular minutes of its meetings and report the same to the Committee or the Board when required.

Authority to Retain Advisors

In the course of its duties, the Committee shall have the sole authority, at the Company's expense, to engage and terminate consultants or search firms, as the Committee deems advisable, to identify director candidates, including the sole authority to approve the consultant's or search firm's compensation and other retention terms.

Evaluation

The Committee shall undertake an annual evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this Charter, which evaluation shall be reported to the Board. In addition, the Committee shall lead the Board in an annual self-evaluation process, including the self-evaluation of each Board committee, and report its conclusions and any further recommendations to the Board.

RESPONSIBILITIES AND DUTIES

The following shall be the common recurring responsibilities and duties of the Committee in carrying out its functions. These responsibilities and duties are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law or listing standard.

1. To lead the search for individuals qualified to become members of the Board, to select director nominees to be presented for shareowner approval at the annual meeting and to review the qualifications of and make recommendations to the Board regarding director nominations submitted to the Company. The Committee shall strive to select individuals as director nominees who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who will be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareowners.
2. To evaluate whether an individual director should be nominated for re-election to the Board upon expiration of such director's term.
3. To review the Board's committee structure and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
4. To develop and recommend to the Board for its approval a set of corporate governance guidelines applicable to the Board and the Company's employees. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary. In addition, the Committee shall advise the Board with respect to corporate governance practices generally.
5. To develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee the annual self-evaluations and report the results of such evaluations to the Board.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER
as of February 12, 2004

6. To develop and recommend to the Board, at least annually, a succession plan, which shall include appropriate contingencies in case the Chief Executive Officer or any other executive officer retires, resigns or is incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chief Executive Officer.
7. To review at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
8. To make recommendations to the Board regarding appropriate Board size.
9. To consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize or eliminate conflicts of interest.
10. To consider, in accordance with the Company's Corporate Governance Guidelines, potential business opportunities which may be presented to directors for their individual pursuit and make recommendations to the Board regarding pursuit of such opportunities by the Company.