



CHARTER FOR THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

(As Revised on March 8, 2005)

I. Purpose

The Nominating and Corporate Governance Committee is appointed by the Board of Directors of the Company to assist the Board in fulfilling its responsibilities for director and board committee nominations and to take a leadership role in shaping corporate governance of the Company. The Committee's primary duties and responsibilities are to:

- Identify individuals qualified to become members of the Board, consistent with criteria approved by the Board and to hold certain corporate offices.
- Recommend director nominees for the next annual meeting of the Company's stockholders.
- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company.
- Oversee the evaluation of the Board and management.

The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, and the sole authority to approve the search firm's fees and other retention terms.

II. Composition and Meetings

The Committee shall be comprised of not less than three directors, each of whom shall meet the independence requirements of the New York Stock Exchange. The Committee shall meet at such times and from time to time as it determines to be appropriate, but not less than once each year. The Committee shall report to the Board at the first meeting of the Board following each such Committee meeting.

Committee members shall be appointed by the Board on recommendation of the Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. If a Committee Chair is not designated by the Board or present at a meeting, the members of the Committee may designate a Chair by majority vote of the members of the Committee who are present. A majority of the members of the Committee shall constitute a quorum.

III. Responsibilities and Duties

The Committee shall recommend to the Board nominees for directors, for the successor to the Chief Executive Officer when a vacancy in that office occurs and for chairmen and members of committees of the Board.

The Committee shall also advise the Board with respect to criteria relating to a director's tenure, such as, by way of illustration, availability for attendance at meetings of the Board and committees, health and the assumption of other responsibilities incompatible with Board membership and review annually the compensation of non-management directors.

In connection with fulfilling its duties and responsibilities, the Committee shall:

- Submit to the Board annually the Committee's proposed slate of nominees for directors for submission to the stockholders at the Company's annual meeting of stockholders;
- Submit to the Board annually candidates for chairmen and members of committees of the Board;
- Consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Company when a vacancy in that office shall occur;
- Submit to the Board, periodically, candidates for directorships to the extent appropriate in connection with pending expansions of the Board and/or director resignations or retirements;
- Develop internal criteria for the selection of non-management directors, including procedures for soliciting and reviewing potential non-management nominees from other directors and from stockholders and for advising those who suggest nominees of the outcome of such review;
- Review suggestions for non-management nominees to the Board received from directors and stockholders;
- Conduct a periodic review of performance of all directors and, where any director's performance shall be judged unsatisfactory, consult with the Chief Executive Officer of the Company and take appropriate action; and
- Review at least annually the compensation of non-management directors and, when the Committee deems it appropriate, recommend changes in such compensation to the Board; and
- Establish a Board Orientation and Education program designed to familiarize each Board member with his or her responsibilities under the Corporate Governance Guidelines, the committee charters, the Company's certificate of incorporation and bylaws, the New York Stock Exchange Rules and applicable laws.

The Committee shall also undertake such additional activities within the scope of its primary functions as the Committee may from time to time determine and such additional duties as the Board may from time to time delegate to the Committee.

IV. Minutes, Reports and Evaluation

The Committee will maintain written minutes of its meetings that will be filed with the minutes of the meetings of the Board.

The Committee will report periodically to the Board regarding the Committee's activities, which will be incorporated as a part of the minutes of the Board at which those activities are presented.

On an annual basis, the Committee will evaluate its own performance against the requirements of this Charter and report the results of such evaluation to the Board.