

**NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS  
AMENDED AND RESTATED  
CHARTER**

**DATED FEBRUARY 12, 2004**

**I. PURPOSE AND AUTHORITY**

The primary purposes of the Nominating Committee (the “Committee”) are to take a leadership role in shaping the Company’s corporate governance and to assist the Board with respect to (1) Board and committee organization, membership and function and (2) oversight of the evaluation of the Board and management. The Committee will on an on-going basis identify and recommend to the Board qualified individuals to be nominated for election as directors and develop and recommend to the Board for adoption corporate governance principles applicable to the Company.

The Committee has the authority to access such resources from within the Company or from external sources as the Committee may determine to be advisable, including legal counsel, search firms and consultants, and to agree to such fees and other retention terms with any provider of services to the Committee as the Committee may determine. The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm’s fees and other retention terms.

**II. COMPOSITION**

The Committee will consist of three or more directors as determined and appointed by the Board from time to time. Each member of the Committee shall be independent in accordance with any New York Stock Exchange rules applicable to the Committee.

The Committee may appoint one or more subcommittees consisting of one or more members of the Committee, and may delegate to any subcommittee or Committee member such Committee authority, responsibilities and duties as the Committee sees fit.

**III. MEETINGS**

The Committee shall elect a Chair, who will preside, when present, at all meetings of the Committee. The Committee will meet at least one time annually, or more frequently as deemed necessary or desirable. The Committee will report its activities and findings to the Board on a regular basis.

#### **IV. SPECIFIC RESPONSIBILITIES AND DUTIES**

It shall be the responsibility and duty of the Committee to:

1. Develop and recommend to the Board a set of corporate governance principles, monitor their implementation, and recommend such changes to the principles as the Committee may deem appropriate from time to time.
2. Review and develop criteria for the selection of qualified directors.
3. Make recommendations to the Board regarding the size, composition and structure of the Board.
4. Review and make recommendations to the Board regarding policies concerning director fees, benefits, tenure and retirement.
5. Make recommendations to the Board regarding the structure, responsibilities and membership of the Board's committees.
6. Recommend to the Board prior to the Company's annual solicitation of proxies in connection with its annual meeting of shareholders a slate of nominees for the Board to recommend to the shareholders.
7. Recommend to the Board nominees for appointment to fill any vacancy on the Board.
8. Consider and make recommendations to the Board concerning any nominees for director submitted by the shareholders in accordance with the nomination procedures in the Bylaws.
9. Oversee the evaluation of the performance of the Board and its committees and individual directors on a continuing basis, and assist the Board in conducting an annual self-evaluation.
10. Evaluate and, if appropriate, recommend resignation or other termination of Board membership for individual directors, whether for cause, due to a change in the director's employment or status or development of a conflict of interest or for other appropriate reasons.
11. Coordinate and assist with new director orientation and continuing education of the entire Board.
12. Make recommendations to the Board regarding other matters relating to Board policies and practices as the Committee deems appropriate.
13. Oversee the evaluation of the performance of management annually or more frequently as deemed necessary or desirable.
14. Perform an annual self-evaluation of the performance of the Committee.