

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

STATUS

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors.

PURPOSE

The Nominating and Corporate Governance Committee shall have the primary responsibility for the evaluation and nomination of prospective members of the Corporation’s Board of Directors. The Committee shall be responsible for exercising a leadership role in developing, maintaining and monitoring the Corporation’s corporate governance policies and procedures. In addition, the Committee will review Company policies related to public and social issues important to the Company and make specific recommendations designed to ensure the Company fulfills its mission.

MEMBERSHIP

The Committee shall consist of members of the Board of Directors as the Board shall from time to time determine. Each member shall be “independent” as that term is defined by the listing standards of the New York Stock Exchange, as amended.

APPOINTMENT AND REMOVAL

The members of the Committee shall be elected by the Board of Directors at its first meeting following the Annual Meeting of Stockholders. Unless the Board of Directors elects a Chair, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board of Directors or may be removed by majority vote of the Board of Directors and delivery to such member of written notice of removal to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

POWERS AND DUTIES

The Committee’s primary responsibilities include:

Nominations

- Developing the criteria and qualifications for membership on the Board;

- Considering, recommending and recruiting candidates to fill new positions on the Board;
- Reviewing candidates suggested by directors, employees and shareholders;
- Conducting or overseeing appropriate inquiries into the backgrounds and qualifications of possible candidates;
- Recommending Director nominees for approval by the Board and the shareholders; and
- Recommending Director nominees for each of the Board's committees.

Corporate Governance

General

- Reviewing and recommending to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws;
- Recommending to the Board ways to enhance services to and improve communications and relations with the Company's stockholders; and
- Reviewing the outside business activities of senior executives.

Board Oversight

- Reviewing and making recommendations regarding Board composition and structure, including appropriate terms of office and classification of directors;
- Evaluating the effectiveness of the Board and recommending to the Board ways to improve the corporate governance of the Company;
- Ensuring that Company management provides programs for continuing education for all directors and for the orientation of new directors;
- Considering matters of corporate governance and conducting an annual reviews of the Committee's Charter and the Company's Code of Business Conduct and Ethics;
- Evaluating each request for a waiver of the application of the Company's Code of Business Conduct and Ethics and reporting its findings and recommendations to the full Board;

- Monitoring the charters and functions of the various committees of the Board and conducting annual evaluations of their contributions to the Company;
- Considering questions of possible conflicts of interest of Board members and of the Company's senior executives;
- Recommending retirement policies for non-employee directors; and
- Evaluating Company policies regarding the recruitment of directors, including director indemnification and insurance.

Management Oversight

- Reviewing Company policies and programs in compliance areas such as equal employment opportunity, antitrust, environmental protection, charitable contributions, political actions, legislative activities and employee health and safety.

MEETINGS

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Committee shall regularly report to the Board of Directors on its activities.

COMMITTEE ACTION

A majority of the members present shall decide any question brought before the Committee. The actions by the majority may be expressed either by a vote at a meeting or in writing without a meeting. A majority of the members shall constitute a quorum.

The Nominating and Corporate Governance Committee's responsibilities and powers as delegated by the Board of Directors are set forth in this Charter. The Committee relies to a significant extent on information and advice provided by management and independent advisors. Whenever the Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.