

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating and Governance Committee is appointed by the Board to

(1) assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders;

(2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company;

(3) lead the Board in an annual review of performance of the Chairman, the CEO, the Board and any extant Board committees; and

(4) recommend to the Board director nominees for each committee.

Committee Membership

The Nominating/Governance Committee shall consist of no fewer than three members, all of whom shall meet the independence requirements of the New York Stock Exchange.

The members of the Nominating/Governance Committee shall be appointed and replaced by the Board and shall serve until their successors have been appointed and qualified.

Committee Authority and Responsibilities

The Nominating and Governance Committee shall have the following authority and responsibilities:

(1) to develop, in consultation with the Board, criteria for Board membership;

(2) to seek individuals qualified to become board members for recommendation to the Board;

(3) to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms;

(4) to recommend chairmen and committee members of each of the standing committees of the Board;

(5) to solicit comments from all directors and report annually to the Board with an assessment of the Board's performance, such assessment to be discussed with the full Board following the end of each fiscal year and to retain such outside services as it deems necessary or desirable to assist in assessing the Board's performance;

(6) to develop a succession plan for the Chief Executive Officer and other key members of management and to recommend to the Board a successor in the event of a vacancy in the office of Chief Executive Officer;

(7) to develop, review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval;

(8) to establish a process for and lead the Board in developing annual goals and accountabilities for the CEO and lead the Board in evaluating the CEO's performance on the basis of the previously approved goals and responsibilities;

(9) to facilitate regular performance evaluations for the Board and each committee of the Board and report to the Board upon completion of the Board and committee evaluations;

(10) to form and delegate authority to subcommittees when appropriate;

(11) to make regular reports to the Board;

(12) to review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;

(13) to annually review its own performance;

(14) to obtain advice and assistance from internal or external legal, accounting or other advisors; and

(15) to perform such other functions as the Board of Directors may assign.