

Nominating/Corporate Governance Committee Charter

I. Purpose

The purpose of the Nominating/Corporate Governance Committee (the "Committee") of the Board is to assist the Board with its responsibilities regarding:

- the identification of individuals qualified to become Board members;
- the selection, or recommendation that the Board select, the director nominees for the next annual meeting of shareholders;
- the selection, or recommendation that the Board select, director candidates to fill any vacancies on the Board; and
- the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the "Corporate Governance Guidelines").

In so doing, the Committee will endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, and management of the Company.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be comprised of at least three directors as determined by the Board, each of whom (1) shall satisfy the independence requirements of the New York Stock Exchange, and (2) in the business judgment of the Board, has experience that would be valuable to providing broad direction to the Board on matters related to corporate governance.

The members of the Committee, including the Chair of the Committee, shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two times per year and more frequently as the Committee deems necessary or desirable.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate.

The Committee shall have the sole authority, as it deems appropriate, to retain and/or replace, as

needed, any independent counsel and other outside experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

IV. **Duties and Responsibilities**

1. The Committee shall, at least annually, assist in the recruiting of directors, including evaluation of executives recruited or promoted to positions eligible for Board membership.
2. The Committee shall recommend to the Board (as soon as is reasonably practicable after a vacancy arises or a director advises the Board of his or her intention to resign) new directors for election annually by the stockholders and otherwise by appointment by the Board to fill vacancies, in compliance with the selection criteria outlined below; provided, however, that if the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors (for example, preferred stock rights to elect directors upon a dividend default, shareholder agreements, and management agreements), then the selection and nomination of such directors need not be subject to this process.

Nominees to the Board proposed by stockholders in compliance with the procedures in the Company's bylaws regarding nominations by stockholders, and who meet criteria and guidelines for Board membership set forth in the Corporate Governance Guidelines and this Charter, will receive the same consideration as nominees of the Committee.

The Committee may consider the following criteria in recommending candidates for election to the Board:

- experience in corporate governance, such as an officer or former officer of a publicly held company;
- experience in the Company's industry;
- experience as a board member of another publicly held company; and
- academic expertise in an area of the Company's operations.

Each individual nominated to a Board committee will satisfy the following qualifications:

- members of the chartered committees must meet the independence requirements of the New York Stock Exchange and those set forth in the Corporate Governance Guidelines, except as provided in Article II above;
 - an employee director may serve as a member of the Executive Committee;
 - members of the Audit Committee satisfy the selection criteria specified in the Audit Committee Charter;
 - members of the Human Resources Committee must satisfy the other selection criteria specified in the Human Resources Committee Charter; and
 - members of the Nominating/Corporate Governance Committee must, in the business judgment of the Committee and the entire Board, have experience that would be valuable in providing broad direction to the Board on matters related to corporate governance.
3. The Committee shall, at least annually, review the performance of individual directors and evaluate the nomination for re-election of current directors.
 4. The Committee shall evaluate and recommend termination of individual directors (in accordance with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines, this Charter and the Charters of the Company's other committees), for cause or other appropriate reasons.
 5. The Committee shall recommend to the Board the membership composition of the Board committees, including the size of the Board and Board committees.
 6. The Committee shall determine the authority of the Committee and the other Board committees to form and delegate authority to subcommittees.

7. The Committee shall assist the Board, by providing written criteria for, the Board's annual review of its performance (including its composition and organization), and make appropriate recommendations for improving performance.
8. The Committee shall manage and review executive officer and director indemnification and insurance matters.
9. The Committee shall make recommendations to the Board regarding matters, including, but not limited to, the Company's certificate of incorporation, bylaws, this Charter and the charters of the Company's other committees.
10. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines.
11. The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
12. The Committee shall periodically report to the Board on findings and actions.
13. The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.

V. **Delegation of Duties**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee or to specified executive officers of the Company.