

Jefferson-Pilot Corporation Nominating/Governance Committee Charter

The Nominating/Governance Committee assists the Board of Directors by (1) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, (2) recommending individuals to the Board for nomination or election as members of the Board, (3) reviewing and recommending to the Board any changes in the Corporation's corporate governance principles, and (4) overseeing the annual performance evaluation of the Board and its committees.

The Committee must have at least 3 members. Each member must be determined, in the business judgment of the Board, to be independent under the New York Stock Exchange listing standards. The Board appoints the Committee members and chairperson on the recommendation of the Executive Committee. The Board may remove the chairperson or any member.

The Committee shall have the resources and authority appropriate to discharge its responsibilities. The Committee shall have the sole authority to retain and terminate any search firm or consultant to be used to identify director candidates, and to approve the search firm's or consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external corporate governance, legal or other advisors. The Committee may request any officer or employee of or counsel to the Corporation to meet with the Committee or any members of or consultants to the Committee.

The Committee may, in its discretion, form and delegate authority to one or more subcommittees consisting of one or more members of the Committee.

The Committee shall:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable in the size of the Board or any committee of the Board.
2. Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board. Review all unsolicited recommendations for Board membership.
3. Recommend to the Board the nominees for election as directors at any meeting of stockholders or to fill any vacancy on the Board.
4. Develop and recommend to the Board the standards to be applied in determining director independence.
5. Recommend to the Board the composition and the chairperson of all committees of the Board except the Executive Committee and the Nominating/Governance Committee.

6. Initiate investigations concerning or investigate all complaints concerning possible conflict of interests involving directors or officers of the Corporation, and recommend to the Board action to be taken to remove any such conflict of interests and policies or procedures designed to avoid such conflicts.
7. Assist the Board in conducting an annual self-evaluation to determine whether the Board and its committees are functioning effectively.
8. Review and reassess annually the adequacy of the Corporation's corporate governance principles, and recommend any changes to the Board.
9. Review and reassess annually the stock ownership guidelines adopted by the Board for directors and for executives, and recommend any changes to the Board. Review periodic reports of compliance with any such guidelines for directors.
10. Review and reassess annually the adequacy of this Charter, and recommend any changes to the Board.
11. Conduct annually a performance evaluation of the Committee, and report the results of such evaluation to the Board.
12. Report to the Board at the next meeting after each Committee meeting.
13. Perform any other duties or responsibilities delegated to the Committee from time to time by the Board.