

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating/Corporate Governance Committee is a standing committee of the Board of Directors. The Committee assists the Board by developing and implementing corporate governance principles, by identifying and recommending qualified individuals to serve as members of the Board, by evaluating and recommending the size and composition of the Board and its committees, and by monitoring a process to assess the effectiveness of the Board and its committees.

Organization

This Charter governs the structure and operation of the Committee. The Committee will review and reassess the Charter at least once each year and recommend any changes it considers appropriate to the Board for approval. The Committee shall be comprised of at least two members of the Board of Directors and each member of the Committee shall meet the independence requirements of the New York Stock Exchange and the Company's corporate governance principles. Members of the Committee shall be appointed, and may be removed, by the Board of Directors.

Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- Develop a set of corporate governance principles and related compliance or other policies for the approval of the Board and, upon approval, implement, review, and periodically recommend to the Board for approval such revisions to the corporate governance principles and related policies as the Committee may deem necessary or advisable;
- Establish criteria for the selection of nominees for election to the Board;
- Identify, screen and recommend candidates for election to the Board at each Annual Meeting of Stockholders or in the event that a vacancy occurs on the Board;
- Review and make recommendations to the Board about its size and composition;

- Review, evaluate and make recommendations to the Board about its committee structure (including committee charters, to ensure that the charters reflect a commitment to effective governance, that committee activities are described fairly and accurately, and that there is no duplication of authorities and responsibilities among committees), and about its committee membership;
- Develop an annual self-evaluation process for the Board and its committees and, upon approval of the Board, implement the process and assume oversight responsibility, and review the process annually and make recommendations to the Board for improvement;
- Perform annual self-evaluations of the Committee and develop criteria for such evaluations; and
- Carry out such other duties as may be delegated to it by the Board of Directors from time to time.

The Committee shall have the authority to delegate any of its responsibilities to such subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee shall have the sole authority to retain and terminate any search firm to assist in identifying Director candidates, including the sole authority to approve related fees and retention terms. The Committee shall also have authority to retain outside counsel and any other advisors the Committee, in its sole discretion, may deem appropriate.

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall present the results of the Committee's annual self-evaluation to the Board.