

**NOMINATING & GOVERNANCE
COMMITTEE CHARTER
(Revised February 27, 2004)**

Purpose

The Nominating & Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees to be proposed for election by the stockholders; (2) to recommend to the Board the corporate governance guidelines and procedures applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Nominating & Governance Committee shall consist of no fewer than three members. The members of the Nominating & Governance Committee shall meet any applicable independence requirements of the securities exchange on which the Company's common stock is traded.

The members of the Nominating & Governance Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Nominating & Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating & Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Nominating & Governance Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
3. The Nominating & Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

4. The Nominating & Governance Committee shall review and reassess the adequacy of the corporate governance guidelines of the Company and recommend any proposed changes to the Board for approval.
5. The Nominating & Governance Committee may form and delegate authority to subcommittees when appropriate.
6. The Nominating & Governance Committee shall make regular reports to the Board.
7. The Nominating & Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
8. The Nominating and Governance Committee shall perform periodic evaluations of its performance and report the results to the Board of Directors.
9. The Nominating and Governance Committee shall review and discuss the self-evaluations performed by the Audit Committee and the Compensation Committee and report the results to the Board of Directors.