

OUR NOMINATING & GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating & Governance Committee is appointed by the Board of Directors

- to 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;
- to recommend to the Board our Corporate Governance Guidelines;
- to lead the Board in its annual review of the Board's performance; and
- to recommend to the Board director nominees for each committee.

Committee Membership

The Nominating & Governance Committee

- will consist of no fewer than three members;
- will meet the independence requirements of the New York Stock Exchange; and
- will be appointed and replaced by the Board.

Committee Authority and Responsibilities

The Nominating & Governance Committee

- will 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;
- will have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;
- will actively seek individuals qualified to become board members for recommendation to the Board;
- will review candidates recommended by our shareholders;
- will 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;

- will monitor and recommend the functions of the various committees of the Board;
- will review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval;
- may form and delegate authority to subcommittees when appropriate;
- will make regular reports to the Board;
- will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
- will annually review its own performance; and
- will consider and resolve questions of possible conflicts of interest of Board members and of the Company's Senior Executives.