NOMINATING AND GOVERNANCE COMMITTEE CHARTER

A. Purpose

The Nominating and Governance Committee (the "Committee") will (1) identify individuals qualified to become Members of the Board of Directors (the "Board") and recommend that the Board select the nominees for the Board for the next annual shareholders meeting, (2) recommend Corporate Governance Guidelines to the Board, and (3) provide oversight of the corporate governance affairs of the Board and the Company.

B. Membership

The members of the Committee will be appointed by the Board and will number at least three, each of whom must be an independent director. The members of the Committee will serve until their successors are appointed and qualify. The Board will also designate the Chairman of the Committee, and will have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements referred to above. The Committee will be responsible for establishing its own procedural rules, subject to the provisions of this Charter, the Company's Bylaws, the Corporate Governance Guidelines of the Company, and the rules of the New York Stock Exchange. The Committee will have the power to form subcommittees and delegate responsibility to them.

C. Agenda, Minutes, and Reports

The Chairman of the Committee shall be responsible for establishing the agendas for meetings of the Committee. The agenda, together with materials relating to the matters to be discussed at each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, and shall be approved at a subsequent meeting of the Committee and shall be distributed to the entire Board of Directors. The Committee shall make regular reports to the Board regarding its deliberations, decisions, and recommendations.

D. Authority and Responsibilities

- The Committee will establish criteria for the selection of new Board members and conduct searches and interviews for individuals qualified to become Board members. The Committee will make recommendations to the Board regarding director nominees for the next annual shareholders meeting from the pool of identified individuals qualified to become Board members, including any qualified candidates nominated by shareholders.

- The Committee will have the exclusive authority to retain and terminate any firm used to help identify director candidates, including exclusive authority to approve any firm's fees and other retention terms.

- The Committee will periodically consider and review the size of the Board and the qualification standards for, and the independence status of, Board members.

- The Committee will annually review the compensation arrangements for the Board, including any share ownership requirements, and recommend any revisions or changes.

- The Committee will oversee the evaluation of the Board and senior executive officers of the Company. In discharging this responsibility, the Committee will solicit comments from all Directors and report annually to the Board on the results of the evaluation.

- The Committee will review the adequacy of the Corporate Governance Guidelines of the Company at least annually and recommend any proposed changes to the Board.

- The Committee will review the adequacy of this Charter and its own performance at least annually and recommend any proposed changes to the Board. The Committee will also oversee the corporate governance affairs of the Company and will review annually the corporate governance practices and policies of the Company.

- The Committee will develop and recommend to the Board a Code of Business Conduct and Ethics and will consider any requests for waivers from the Company's Code of Business Conduct and Ethics. The Company will make disclosure of such waivers to both the New York Stock Exchange and the Securities and Exchange Commission.

- The Committee will consider questions of possible conflicts of interest of directors and of senior executives, including reviewing transactions pursuant to the Related Party Transactions Policy.

- The Committee shall make recommendations to the Board as to which Directors should serve on the various committees of the Board, and which Directors should chair the committees.

- The Committee will annually review the Company’s spending on political contributions and compliance with the Company’s Political Contributions policy.

- The Committee will be responsible for reviewing and making recommendations to the Board regarding any responses to proposals submitted by shareholders.

- The Committee will establish and oversee the Company’s director orientation and continuing education programs and review and revise those programs as appropriate.

- The Committee will be responsible for reviewing the Company’s policies and practices that impact the environment, health and safety.

- The Committee will periodically review policies and practices to assist the Board in its responsibility for oversight of matters relating to significant risk exposure for the Company and the assessment, monitoring and control of such risks.

- The Committee will also have the authority to engage internal and external advisors, legal, accounting or otherwise, for advice and assistance.