



Nominating and Corporate Governance Committee Charter

Purpose

The 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 Company sponsored director nominees for the next annual meeting of shareholders; (2) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (3) to recommend to the Board director nominees for each committee.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

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

Committee Authority and Responsibilities

1. The 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 Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall actively seek individuals with director qualification standards as set forth in the Corporate Governance Guidelines for recommendation to the Board.
3. The Committee shall have oversight for the evaluation of 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 Committee shall review annually and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
5. The Committee shall act as the Qualified Legal Compliance Committee for the Company in accordance with the provisions of Section 307 of the Sarbanes-Oxley Act of 2002 and the rules and regulations under the Securities Exchange Act of 1934 promulgated thereunder.
6. The Committee may form and delegate authority to subcommittees when appropriate.
7. The Committee shall make regular reports to the Board.
8. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

9. The Committee shall meet at least twice annually.
10. The Committee shall have oversight responsibility for the Board's evaluation of Company management.