

CHARTER OF THE NOMINATING/GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE.

The Nominating/Governance Committee (the “Committee”) assists the Board in fulfilling its oversight responsibilities by (a) identifying individuals qualified to become Board members in accordance with the Corporate Governance Guidelines; (b) recommending Director nominees to the Board; (c) developing and recommending corporate governance guidelines and procedures; (d) reviewing and making recommendations regarding succession planning; (e) advising the Board about committee structure and process; and (f) overseeing Board evaluation.

II. ORGANIZATION AND QUALIFICATIONS.

A. *Organization.* The Committee consists of a minimum of three Directors, all of whom are appointed by the Board. Members may be removed by the Board with or without cause. The Committee may delegate its responsibilities to a subcommittee comprised of one or more members of the Committee.

B. *Qualifications.* All members shall satisfy any applicable independence, experience or expertise requirements imposed by the Company’s Corporate Governance Guidelines, New York Stock Exchange (“NYSE”) listing standards and applicable law.

III. RESPONSIBILITIES AND DUTIES.

A. *Director Nomination and Evaluation.*

1. Review and recommend to the Board (a) any changes to the size of the Board; (b) criteria for Director nomination in accordance with NYSE listing standards and applicable law; (c) procedures for identifying and reviewing potential Director nominees; (d) specific Director candidates who meet the criteria for nomination either for election at each annual meeting or as the need arises; and (e) whether to accept the resignation of any Director who fails to receive the required vote for re-election under the Company’s By-Laws.

2. Develop and evaluate orientation and continuing education guidelines for Directors and monitor and evaluate fulfillment of the guidelines.

3. Provide feedback on performance of Directors and determine whether to accept any Director resignations as a result of a change in circumstances in accordance with the Corporate Governance Guidelines.

B. *Succession Planning for Chief Executive Officer and Other Executive Officers.* Review periodically with the Board management succession plans relating to positions held by executive officers. Recommend to the Board candidates for successor to the Chief Executive Officer of the Company.

C. *Corporate Governance Oversight.*

1. Annually review and recommend to the Board a Corporate Governance Guidelines and any appropriate changes.

2. Review and recommend to the Board other matters relating to corporate governance.

3. Review and recommend to the Board any response to shareholder proposals that relate to corporate governance.

D. *Board Committees.* Recommend to the Board candidates for membership on Board committees and identify and recommend Chairs of committees, in accordance with the Corporate Governance Guidelines, SEC rules and regulations, listing standards and applicable law. Identify Directors who meet the criteria to serve on the Audit Committee as set forth in Appendix 1. Recommend any changes in the authority, charter, number or composition of each committee.

E. *Annual Board and Committee Performance Evaluation.* Recommend and oversee an annual Board self-evaluation process.

F. *Other Matters.*

1. Review the Company's practices regarding charitable contributions.
2. Annually evaluate the Committee's performance and reassess the adequacy of this Charter.
3. Report regularly to the Board on the Committee's activities and perform other duties at the Board's request.

IV. MEETINGS.

The Committee will meet, in person or telephonically, as often as it deems necessary and in accordance with the Company's By-Laws.

V. RESOURCES.

The Committee has the right to use reasonable amounts of time of management, and legal counsel. The Committee also has the right to hire independent search firms, counsel or other consultants to assist the Committee, at the Company's expense.

Appendix 1 to Nominating/Governance Committee Charter

CRITERIA FOR SELECTION OF AUDIT COMMITTEE MEMBERS

In addition to the criteria for Board membership set forth above, the Committee will identify the following Directors to serve on the Audit Committee:

1. At least three Directors who are “audit committee financial experts” as defined by the SEC rules and regulations;
2. At least one Director who is generally familiar with international tax matters; and
3. Directors, who, at the time of their appointment to the Audit Committee and in the judgment of the Board, are financially literate and have the ability to read and understand the Company’s financial statements.