

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. Members. The Board of Directors shall appoint a Nominating and Corporate Governance Committee of at least three members, consisting entirely of independent directors, and shall designate one member as chairperson. For purposes hereof, an "independent director" shall be a director who meets the New York Stock Exchange standards of "independence," as determined by the Board. The criteria used by the Board in assessing "independence" are included in the Company's corporate governance guidelines, as adopted by the Board and as amended from time to time.

2. Purposes, Duties, and Responsibilities. The purposes of the Nominating and Corporate Governance Committee shall be to identify individuals qualified to become members of the Board, consistent with criteria approved by the Board, recommend to the Board director nominees for the annual meeting of shareholders, develop and recommend to the Board a set of corporate governance guidelines and have a leadership role in shaping the Company's corporate governance. The duties and responsibilities of the Nominating and Corporate Governance Committee shall be to:

- (i) Develop and recommend to the Board criteria to identify and evaluate prospective candidates for the Board. These criteria include, among other things, a prospective director's character and integrity; business, professional and personal background; skills; current employment; community service; and ability to commit sufficient time and attention to the activities of the Board. The Nominating and Corporate Governance Committee considers these criteria in the context of an assessment of the perceived needs of the Board as a whole and seeks to achieve a diversity of backgrounds and perspectives on the Board.
- (ii) Identify, review the qualifications of, and recruit, as appropriate, potential nominees for the Board.
- (iii) Recommend to the Board potential nominees to the Board.
- (iv) Recommend to the Board assignments of committee members and chairs for each Board committee.
- (v) Review timely the qualifications of directors for continued service on the Board.

(vi) Assist the Board in its annual self-evaluation.

(vii) Develop and periodically review the Company's corporate governance guidelines and the charters of the several Board committees taken as a whole in light of the self-evaluations conducted by the Board and its committees and other relevant factors such as legal and regulatory developments, industry best practices, professional advice, and technological and business considerations, and recommend any changes to the Board.

(viii) Annually evaluate the performance of the Nominating and Corporate Governance Committee and the appropriateness of the committee's charter.

3. Outside Advisors. The Nominating and Corporate Governance Committee shall have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions and shall receive appropriate funding from the Company, as determined by the Nominating and Corporate Governance Committee, for payment of compensation of any such advisors.

4. Meetings. The Nominating and Corporate Governance Committee will meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Nominating and Corporate Governance Committee shall determine. The Nominating and Corporate Governance Committee shall report regularly to the Board with respect to its meetings. The majority of the members of the Nominating and Corporate Governance Committee shall constitute a quorum.

Last revised: March 3, 2004