

Nominating and Governance Committee Charter

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(Updated July, 2006)

PURPOSE

The Nominating and Governance Committee is appointed by the Board to assist the Board in selecting qualified individuals to serve as Board and Board Committee members and to advise the Board concerning corporate governance matters. In carrying out its purpose, the Nominating and Governance Committee shall (1) identify individuals qualified to become Board members and to serve on Board committees, and recommend to the Board (i) the director nominees for election to the Board, and (ii) directors to serve on Board committees, and (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company, and (3) oversee the performance evaluation of the Board and Chairman, President and CEO.

Organization

The Nominating and Governance Committee shall be comprised of no fewer than three members. Each member of the Nominating and Governance Committee shall satisfy the independence requirements of the New York Stock Exchange and any applicable SEC regulations. The Board shall appoint the members of the Nominating and Governance Committee, and its chairman. The Board may, at any time, change the membership of the Nominating and Governance Committee and fill vacancies, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange. The Nominating and Governance Committee shall fix its own rules of procedure consistent with this Charter, the by-laws of the Company, the Corporate Governance Guidelines, and applicable law and regulatory requirements. The Chairman of the Committee may call meetings as necessary at least once each year.

The Nominating and Governance Committee has authority to retain special legal, accounting or other consultants to advise the Committee, as it may be determined appropriate, and the Company shall provide for appropriate funding as determined by the Committee for payment of all fees and expenses to any such advisors engaged by this Committee pursuant to its authority under this Charter.

Committee Authority and Responsibilities

The Nominating and Governance Committee shall:

1. develop qualification criteria for Board members, and actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board.

2. assess and make recommendations to the Board with respect to Board determination of director independence.
3. have sole authority to retain and terminate any search firm to be used to identify director candidates and approve the search firm's fees and other retention terms.
4. recommend to the Board a slate of nominees for election to the Board at the annual meeting of shareholders and one or more nominees for each vacancy on the Board that occurs between annual meetings of shareholders; Designate the appropriate class of the Board of directors nominees.
5. recommend to the Board a slate of qualified nominees from among the serving directors for appointment to the Committees of the Board established from time to time.
6. oversee, and together with the Compensation Committee, conduct an annual performance evaluation of the Chief Executive Officer of the Company with input from all independent directors, and communicate the results of the evaluation to the full Board.
7. coordinate an evaluation of the effectiveness of the Board and its committees.
8. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Nominating and Governance Committee shall annually review its own performance.
9. consider and act on any requests by the Chief Executive Officer or Chief Financial Officer for waivers from the Company's Code of Business Conduct and Ethics, and monitor for disclosure of such waivers as required by the New York Stock Exchange and applicable law and regulations.
10. review periodically with the Chairman and the Chief Executive Officer the succession plans for the President and Chief Executive Officer, Chief Operating Officer and Chief Financial Officer positions, and make recommendations to the Board with respect to the selection and development of individuals to fill those positions.
11. Advise and make recommendations to the Board and Chairman of the Board on governance policy, practices and matters of organizational and governance structure of the Company and the conduct of the Board,

including the size and structure of the Board and the Board's Committee structure.

12. review the Company's Corporate Guidelines and Director Nomination Process and Selection Guidelines, and recommend proposed Policy changes to the Board as appropriate.
13. Review and make recommendations to the Board concerning procedures relating to (i) stockholder nominations of directors, (ii) stockholder communications with the Board, Board Committees and individual directors, and (iii) stockholder proposals for inclusion in the Company's proxy statement.
14. make regular reports to the Board concerning its activities.