NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. MEMBERSHIP:

The Committee shall consist of not less than three and not more than five members of the Board of Directors of the Company (the "Board"). The members of the Committee shall be appointed by the Board and shall be "independent" as required by NYSE listing standards and any other legal requirements as shall from time to time be in effect.

The Chairperson of the Committee shall be elected by a majority vote of the entire Board. When the non-management directors of the Company meet in regularly scheduled executive sessions (without management), the Chairperson of the Committee will preside over such executive sessions.

2. MEETINGS:

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than once a year, and shall report to the Board at the next meeting of the Board following each such Committee meeting.

The Committee may adopt such rules and procedures for the conduct of its affairs as it deems necessary if not inconsistent with the Company's By-Laws.

A majority of the members of the Committee shall constitute a quorum. The act of a majority of the members present at the meeting at which a quorum is present shall be the act of the Committee. If there are only three members of the Committee, then two members shall constitute a quorum, and the unanimous vote of the two members shall constitute the act of the Committee.

Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if, a consent or consents sponsored by the Chair of the Committee or Chairman of the Board is signed by all members of the Committee. Said unanimous consents shall be filed with the minutes of the Committee by the Secretary of the Company.

3. RESPONSIBILITIES:

3.1. Nominating:

The Committee shall:

- Establish guidelines and criteria for nomination for election of directors, including the nomination of directors by shareholders. Such criteria shall include independence, professional experience, knowledge of the Company's business or industry, availability to devote the necessary time to serve on the Board, diversity in personal background, experience, qualifications, attributes and skills, and such other factors as the Committee deems appropriate in the context of the needs of the Board so as to enhance the Board's ability to manage and direct the affairs and business of the Company, including, when applicable, to have the ability of committees of the Board to fulfill their duties and/or to satisfy any independence requirements imposed by law, regulation or NYSE listing standards.

- Review the qualifications of and recommend to the Board nominees for election to the Board at each Annual Meeting of Shareholders and to fill vacancies on the Board.

- Review timely nominations for election of directors received from shareholders, and ensure that such shareholders are advised of any final action taken by the Board with respect thereto.

3.2. Corporate Governance:

3.2.1. General

The Committee shall:

- Develop and recommend to the Board corporate governance guidelines and monitor the Company's compliance therewith, and review such guidelines periodically, and at least annually, to assure that they are appropriate for the Company and comply with the requirements of the Securities and Exchange Commission and NYSE.

- Review shareholder proposals for inclusion in the Proxy Statement for the Annual Meeting of Shareholders and proposed responses by the Board.

- Make recommendations to the Board concerning any other aspect of the procedures of the Board that the Committee considers warranted.

- Review significant shareholder relations issues, corporate political contributions and review and approve all corporate contributions to affiliated persons or entities and all contributions in excess of $25,000 per year to any other person or entity. The Chairperson may represent the entire Committee for purposes of the review of such contributions.

- Consider questions of possible conflicts of interest of Board members and executive officers.

3.2.2. Board of Directors

As part of the Committee's responsibility to nominate or re-nominate Directors, the Committee shall:

- Make recommendations to the Board regarding the size and the composition of the Board of Directors, the tenure and retirement age of directors, and the removal of directors for cause.
- Assess the effectiveness of incumbent directors by evaluating, in consultation with the Chairman of the Board and the Chief Executive Officer, the ongoing contributions to the Board of such directors.
- Periodically review and monitor Board retirement policies, as set forth in the Corporate Governance Guidelines.
- Conduct, or cause to be conducted, an annual assessment of Board performance.
- Periodically review and oversee any orientation programs for newly elected directors and continuing director education programs for incumbent directors.

3.2.3. Committees of the Board of Directors

The Committee shall:

- Make nominations to the Board for election of the members and chairpersons of the Board committees,
- Periodically review the organization of the various committees of the Board,
- Ascertain whether each of the committees possesses a Charter outlining the responsibilities of each committee and whether such Charter is reviewed annually, and
- Address any issues that arise concerning the delineation of Board committee or full Board responsibilities.

3.2.4. Officers, CEO

The Committee shall:

- Review senior management organization and responsibilities.
- Make nominations to the Board for election of Officers.
- Assure that the Company has a senior management succession plan, with particular attention to the position of Chief Executive Officer and review it annually.
- Recommend to the Board the individual who should assume the position of Chief Executive Officer if the Chief Executive Officer becomes incapacitated due to an unforeseen event.

3.3. Other Responsibilities

The Committee shall:

- Have the oversight of the Company's positions on and policies with respect to corporate governance.

- Review and recommend to the Board for approval the Company's Code of Business Conduct and the Code of Business Ethics for the CEO and Senior Financial Officers.

- Examine any exceptional situation that might constitute an infraction of the Company's Code of Business Conduct and coordinate the prompt disclosure of any material departures from its Code of Business Conduct.

- Annually review its Charter, recommend the same for approval to the Board of Directors and undertake additional activities within the scope of its Charter as the Committee may from time to time determine.

- Have the sole authority to retain, and approve the fees and other retention terms of, director search, legal and other advisors, as it deems necessary for the fulfillment of its responsibilities.

- Have the authority to designate, and delegate duties to, such standing and ad-hoc sub-committees as it deems necessary or desirable.

- Receive and analyze the results of the annual performance evaluations of each of the Committees of the Board. The Committee shall prepare and deliver a report annually to the Board of Directors on the effectiveness of the Committees of the Board.

- Annually conduct a performance evaluation of the Committee's effectiveness and deliver the results of the annual performance evaluation of the Committee to the Board of Directors together with a report on the effectiveness of the other Committees of the Board.

- Review the relevant facts of all proposed Related Person Transactions and either approve or disapprove of the entry into the Related Person Transaction. To the extent that the Committee, or its Chair, needs additional information to make an informed decision regarding a proposed Related Person Transaction, the Committee, or its Chair, may consult with management of the Company or other members of the Board of Directors of the Company.

Amended and Board approved 3/3/2009
Reviewed by Committee 2/15/2011
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