

OCTOBER 2012

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

STATUS

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors.

PURPOSE

The Nominating and Corporate Governance Committee shall have the primary responsibility for the evaluation and nomination of prospective members of the Corporation’s Board of Directors. The Committee shall be responsible for exercising a leadership role in developing, maintaining and monitoring the Corporation’s corporate governance policies and procedures.

MEMBERSHIP

The Committee shall consist of members of the Board of Directors as the Board shall from time to time determine. Each member shall be “independent” as that term is defined by the listing standards of the New York Stock Exchange, as amended.

APPOINTMENT AND REMOVAL

The members of the Committee shall be elected by the Board of Directors at its first meeting following the Annual Meeting of Stockholders. Unless the Board of Directors elects a Chair, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. A Committee member may resign by delivering his or her written resignation to the Chairman of the Board of Directors or may be removed by majority vote of the Board of Directors and delivery to such member of written notice of removal to take effect at a date specified therein, or upon delivery of such written notice to such member if no date is specified.

POWERS AND DUTIES

The Committee’s primary responsibilities include:

Nominations

- Developing the criteria and qualifications for membership on the Board;

- Considering, recommending and recruiting candidates to fill new positions on the Board;
- Reviewing the suitability for continued service as a director of each director when his or her term expires and when he or she has a material change in employment circumstances or other directorships, and recommending whether or not the director should be re-nominated;
- Reviewing candidates suggested by directors, employees and shareholders;
- Conducting or overseeing appropriate inquiries into the backgrounds and qualifications of possible candidates;
- Recommending Director nominees for approval by the Board and the shareholders;
- Recommending Director nominees for each of the Board's committees; and
- Reviewing and making recommendations to the Board with regard to length of Board service and a retirement policy for members of the Board.

Corporate Governance

General

- Reviewing and recommending to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws;
- Reviewing the outside business activities of senior executives; and
- Reviewing shareholder proposals and recommending proposed responses to requests for inclusion in the Company's proxy statement.

Board Oversight

- Reviewing and making recommendations regarding Board composition and structure, including appropriate terms of office and classification of directors;
- Evaluating the effectiveness of the Board and recommending to the Board ways to improve the corporate governance of the Company;

- Ensuring that Company management provides programs for continuing education for all directors and for the orientation of new directors;
- Considering matters of corporate governance and conducting an annual review of the Committee's Charter and the Company's Code of Business Conduct and Ethics;
- Evaluating each request for a waiver of the application of the Company's Code of Business Conduct and Ethics and reporting its findings and recommendations to the full Board;
- Monitoring the charters and functions of the various committees of the Board and conducting annual evaluations of their contributions to the Company; and
- Considering questions of possible conflicts of interest of Board members and of the Company's senior executives.

MEETINGS

The Committee shall meet at such times as it deems necessary to fulfill its responsibilities. The Committee shall regularly report to the Board of Directors on its activities.

COMMITTEE ACTION

A majority of the members present shall decide any question brought before the Committee. The actions by the majority may be expressed either by a vote at a meeting or in writing without a meeting. A majority of the members shall constitute a quorum. The Committee may form and delegate authority to subcommittees when it deems appropriate.

AUTHORITY

To assist it in the conduct of its responsibilities, the Committee, to the extent it deems necessary or appropriate, may consult with management, may seek advice and assistance from employees or others, and may retain legal counsel, and search firms. The Committee has the authority to retain and terminate any search firm used to identify director candidates and has the sole authority to approve such firm's fees and other terms of retention. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company.

The Nominating and Corporate Governance Committee's responsibilities and powers as delegated by the Board of Directors are set forth in this Charter. The Committee relies to a significant extent on information and advice provided by management and independent advisors. Whenever the Committee takes an action, it exercises its

independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.