

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, including the Lead Director, who shall serve as chair. 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, evaluate and 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. Among its specific duties and responsibilities, the Nominating and Corporate Governance Committee shall:

- (i) Develop and recommend to the Board criteria to identify and evaluate prospective candidates for the Board.
- (ii) Identify, review the qualifications of, and recruit, as appropriate, potential nominees for the Board.
- (iii) Recommend to the Board assignments of committee members and chairs for each Board committee.
- (iv) Review the qualifications of directors for continued service on the Board and in determining whether to recommend them for re-election to the Board.
- (v) Assist the Board in its annual self-evaluation and oversee the evaluation process for the Board and its standing committees.
- (vi) Annually review the Company’s governance practices, Corporate Governance Guidelines and the committee charters, and recommend changes to the Board as appropriate.
- (vii) Review directorships in other public companies held by or offered to directors of the Company.
- (viii) Review and approve or ratify related person transactions, as defined in applicable Securities and Exchange Commission rules, and establish policies and procedures for the review, approval and ratification of related person transactions.

(ix) Organize the Board's response to any unusual situation or crisis related to the Company's business or its senior executive leadership.

(x) 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: May 17, 2011