

Terms of Reference
For
Lead Director

July 25, 2008

I. Introduction

- A. At each annual meeting of Directors or as soon as practicable thereafter, the independent Directors shall appoint a Lead Director. No Director appointed as Lead Director on or after August 1, 2008, may serve in such position for more than three consecutive terms and, thereafter, may not serve again as Lead Director without an interval of at least three years during which one or more other independent Directors serve in such position. With respect to the selection of a Lead Director candidate, in those instances where a Lead Director has served for three consecutive years, the outgoing Lead Director shall consult with the other independent directors, in advance of the Annual Meeting of Directors, to select a Lead Director candidate from among the independent Directors then serving on the Board. In those years where a Lead Director has served for a period of time less than three consecutive years, the Chair of the Governance Committee shall consult with the independent Directors, in advance of the Annual Meeting of Directors, to select a Lead Director candidate from among the independent Directors then serving on the Board.
- B. The Lead Director will at all times meet the independent standards of the New York Stock Exchange and the Company's categorical standards of independence.
- C. The Governance Committee will review the Terms of Reference from time to time, and recommend to the Board of Directors any changes it may consider appropriate. The Terms of Reference for the Lead Director will be approved annually by the Board of Directors.
- D. The name of the Lead Director will be disclosed on the Company's website and in its proxy statement. Interested persons may make their concerns known to the independent Directors of the Board by communicating those concerns to the Lead Director confidentially and anonymously in the same manner as confidential communications are directed to the full Board of Directors.

II. Duties and Responsibilities

- A. Serve as liaison between the non-management members of the Board of Directors and the Chairman-Chief Executive Officer, and as a contact person to facilitate communications by the Company's employees and shareholders with the non-management members of the Board.

- B. In consultation with the Chairman-Chief Executive Officer, establish the agenda and schedule for each Board meeting; the Lead Director may, as he or she may deem appropriate, consult with the other non-management Directors of the Board for suggestions as to matters to be included on the agenda for any Board meeting.
- C. Consult with the Chairman-Chief Executive Officer in recommending for approval to the full Board a schedule of dates for the regular meetings of the Board.
- D. Advise the Chairman-Chief Executive Officer as to the sense of the independent Directors of the Board as to the quality, quantity and timeliness of the flow of information from the Company that is necessary for the Board of Directors to effectively and responsibly perform its duties; although the Company is responsible for the preparation of materials for the Board, the Lead Independent Director may direct that specific material be provided to Board members.
- E. Develop, with input from the other independent Directors, the agenda for, and serve as Chairman of, the executive sessions of the Board's independent Directors. Following each meeting of the Independent Directors, the Lead Director will discuss with the Chairman-Chief Executive Officer, to the extent appropriate, matters addressed in or arising from the executive session.
- F. Together with the Compensation Committee and the full Board of Directors, evaluate the performance of the Chairman-Chief Executive Officer; meet with the Chairman-Chief Executive Officer to discuss such evaluation.
- G. Serve as an *ex officio* member of each committee of the Board. In that regard, the Lead Director will not serve as a member of any particular Board committee, but may attend such committee meetings as he or she deems appropriate.
- H. Undertake such additional responsibilities as may be determined from time to time by the independent Directors of the Board.