

*Effective February 10, 2009*

Charter of the Governance and Nominating Committee

I. Authority and Responsibilities.

1. *Guidelines on Significant Corporate Issues.* The Committee shall recommend to the Board a set of guidelines on significant corporate governance principles (the Guidelines), which shall address, among other matters, the size, composition and responsibilities of the Board and its committees, including oversight of management and the Board's participation in the executive management succession process. The Guidelines shall be reviewed by the Committee no less frequently than once a year, and the Committee shall report to the Board any recommended changes.

2. *Director Selection and Review.* The Committee shall establish criteria for selecting new Directors, which shall, at a minimum, reflect requirements of applicable law or listing standards. The Committee shall identify and recommend candidates for election to the Board of Directors and shall consider nominees for directorships submitted by the shareowners. The Committee shall also review, at least annually, the appropriate skills and characteristics of Board members in the context of the then-current make-up of the Board.

3. *Other Director Issues.* The Committee shall consider issues involving potential conflicts of interest of Directors and members of committees, and shall recommend and review all matters relating to fees and retainers paid to Directors, committee members and committee chairs.

4. *Evaluations of Board and CEO Succession Planning.* The Committee shall oversee the evaluation of the Board as well as CEO succession planning.

5. *Consultants and Resources.* The Committee shall have the sole authority to engage and terminate: any search firm to be used to identify Director candidates, and to approve the terms of any such engagement and the fees of any such consultant or search firm. The Company will provide funding and staff resources to the Committee as requested.

6. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

7. *Other Duties.* The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.

8. *Reports to Board.* The Committee shall report its actions and any recommendations to the Board of Directors after each Committee meeting.

## II. Operations of the Committee

1. *Composition.* The members of the Committee shall be appointed by the Board of Directors. Each member shall meet the independence requirements of applicable law and the listing standards of the New York Stock Exchange. The Board of Directors shall also designate a Committee Chair and may, from time to time, remove members of the Committee.

2. *Schedule of Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required.

3. *Conduct of Meetings.* A quorum at any Committee meeting shall be a majority of its members. All determinations of the Committee shall be made by either at a meeting duly called and held, at which a quorum was present and acting, or by a written consent to the actions taken signed by all of the members of the Committee.

4. *Documentation and Reports.* The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent

meeting of the Committee and shall be distributed periodically to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.

5. *Self-Assessment; Committee Charter Review and Approval.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval. The Committee shall also review and, if approved, submit to the Board of Directors for approval, the proposed revision of any other committee charter.