



## Charter of the Nominating/Corporate Governance Committee of the Board of Directors

### I. Nominating/Corporate Governance Committee Purpose

The Nominating/Corporate Governance Committee is central to the effective functioning of the Board of Directors.

The Nominating/Corporate Governance Committee's primary duties and responsibilities are to:

- Identify individuals qualified to become Board members, and to select, or to recommend that the Board select, the director nominees to the next annual meeting of stockholders, and the director nominees for Board committees.
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and take a leadership role in shaping the corporate governance of the Company.

The Nominating/Corporate Governance Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.

### Nominating/Corporate Governance Committee Composition and Meetings

Nominating/Corporate Governance Committee members shall meet the requirements of law and the New York Stock Exchange. The Nominating/Corporate Governance Committee shall be comprised of two or more directors appointed by the Board, each of whom shall be an independent director, and may be removed by the Board.

The Board shall designate a member of the Nominating/Corporate Governance Committee to serve as the Chair of the Nominating/Corporate Governance Committee at the pleasure of the Board. If a Nominating/Corporate Governance Committee Chair is not designated by the Board or present, the members of the Nominating/Corporate Governance Committee may designate a Chair by majority vote of the Nominating/Corporate Governance Committee membership.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Nominating/Corporate Governance Committee Chair shall approve an agenda in advance of each meeting.

### II. Nominating/Corporate Governance Committee Goals, Responsibilities and Duties

1. Implement the Board's criteria for selecting new directors, in order to enhance the independence and quality of nominees, including the potential directors' judgment, integrity, diversity, perspectives, skills, and experience in areas such as management, technology, operations, finance, sales, marketing, and international business; and consider potential directors from sources such as public corporations, government, educational institutions, privately held businesses, non-profit organizations, trade associations, accounting, human resources and legal services.

2. Oversee the corporate governance of the Company.
3. Oversee the evaluation of the Board and the Company's management.
4. Act as a qualified legal compliance committee to receive reports and determine whether to recommend that the Company implement an appropriate response to evidence of a material violation.
5. Implement an annual evaluation of the Nominating/Corporate Governance Committee.
6. Perform any other activities consistent with this Nominating/Corporate Governance Committee Charter, the Company's Certificate of Incorporation, the Company's bylaws, governing law, and the New York Stock Exchange rules, as the Nominating/Corporate Governance Committee or the Board deems necessary or appropriate; and the Nominating/Corporate Governance Committee may delegate authority to subcommittees.
7. Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.

April 6, 2005