

Nominating Charter

Nominating/Corporate Governance Committee Charter

(Revision Date: March 11, 2009)

Composition

Annually, the Board of Directors (the "Board") shall appoint a Nominating/Corporate Governance Committee (the "Committee") comprised of at least three members, one of whom shall be designated by the Board to be Chairperson. Each member of the Committee shall be an "independent director" within the meaning of the NYSE listing standards and the corporate governance guidelines. The Board may remove any member of the Committee, with or without cause, and appoint any substitute member of the Committee who meets the qualifications set forth above.

Meetings

Prior to the Annual Meeting of Shareowners (the "Annual Meeting"), the Committee shall meet to determine the recommendations to the Board of the individuals to constitute the nominees of the Board for the election of whom the Board will solicit proxies. The Committee shall also meet from time to time as necessary or appropriate and to carry out the responsibilities described below.

Subcommittees

The Committee shall have the authority to establish one or more subcommittees to undertake any of the Committee's responsibilities as set forth below. In creating any subcommittee, the Committee shall select the members of the subcommittee, define its powers and authorities and provide for the subcommittee to report to the full Committee on its activities.

Responsibilities

The purpose of the Committee is to assist the Board in assuring that the composition, structure and operation of the Board serves the best interests of the Company and its shareowners. To that end, the Committee will endeavor to assess the corporate needs for an effective Board and then identify and recommend qualified director nominees who will bring knowledge, experience and other skills that would strengthen the Board.

The Committee's responsibilities shall include the following:

- Assess Board composition, size, additional skills and talents needed and make recommendations to the Board regarding same.
- Identify individuals qualified to be candidates for election to the Board, including individuals recommended by shareowners and others and, in accordance with Board-approved criteria based on the recommendations provided under paragraph 1 above, recommend to the Board candidates for Board membership for consideration by the shareowners at the Annual Meeting and candidates for election to the Board at intervals between Annual Meetings.
- Evaluate the number, structure and qualifications of Board committee members and make recommendations to the Board.
- Consider the performance of incumbent directors in determining whether to recommend that they be nominated for re-election.
- Prepare a statement of Board operating principles and review periodically.

- Develop and recommend to the Board for adoption corporate governance guidelines to guide the governance of the Company, review the guidelines at least annually and, if appropriate, recommend changes to the Board.
- Make recommendations to the Board regarding compensation and benefits received by the directors of the Company and its direct subsidiaries.
- Oversee the evaluation of the Board and management; the Committee has expressly delegated its authority over the evaluation of management to the Leadership, Development and Compensation Committee.
- To the extent not otherwise provided for above, make reports to the Board on any Committee activities as are material to the effective functioning of the Board.

Authority to Hire Advisors

In addition to the authorities and responsibilities set forth above, in the event the Committee determines that it is in the best interests of the Company and its shareowners that the Company retain a search firm to assist in the identification of candidates to serve on the Board, the Committee shall have the sole authority to retain and terminate any such firm, as well as the sole authority to determine the fees and other retention terms for any such firm.

Committee Performance Evaluation

At least annually, the Committee will review and evaluate its performance of its responsibilities provided for under this charter. The Committee shall review the results of the annual self-evaluations of all committees. The Committee shall have to authority to retain outside advisors or consultants to assist it in its self-evaluation.

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