

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The Governance and Nominating Committee shall: (1) identify and recommend qualified individuals to the Board as director nominees for the next annual meeting of shareholders or to fill such vacancies as may occur between meetings of the shareholders; (2) review periodically and make recommendations to the Board with respect to corporate governance practices and policies; (3) recommend director nominees for each of the corporation's standing committees; and (4) undertake such other duties as may be delegated to it from time to time by the Board.

Committee Membership

The Committee shall consist of not less than two directors who shall comply with the listing rules, including, if applicable, the transitional rules, of the American Stock Exchange regarding director "independence".

The members shall be appointed by the Board. They shall serve at the pleasure of the Board and for such term as the Board may determine.

Committee Duties and Responsibilities

To fulfill its responsibilities and duties the Committee shall:

1. Make recommendations to the Board from time to time as to changes that it believes desirable with respect to the size, functions and needs of the Board.
2. Establish criteria for Board membership, which criteria should include, among other things, experience, skill set, diversity and ability to act on behalf of shareholders.
3. Identify individuals believed to be qualified to become Board members and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders. In the case of a vacancy in the office of director, the Committee shall recommend an individual to fill such vacancy. In nominating candidates the Committee shall take into consideration such factors as it deems appropriate, including judgment, experience, skills and personal character of the candidate, as well as the needs of the corporation.
4. Conduct appropriate inquiries into the backgrounds and qualifications of possible candidates, including candidates recommended by shareholders.
5. Establish director retirement policies.
6. Assist the Board in assessments of the Board's performance.
7. Make recommendations as to the structure of Board meetings.
8. Recommend matters for consideration by the Board.

9. Develop and recommend corporate governance principles and/or practices and recommend any proposed changes to such principles or practices to the Board as the Committee deems advisable.
10. Periodically review the adequacy of this charter.

Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to obtain advice and assistance from internal or outside advisors. The Committee shall have the sole authority to retain and terminate any search firm that may be used to identify director candidates.

November 2007