

## LEAD DIRECTOR

The Chairman of the Company's Nominating and Corporate Governance Committee shall also serve as the Company's Lead Director. In addition to Nominating and Corporate Governance Committee responsibilities, the Lead Director will perform the following duties:

- Call, convene and chair meetings of the non-management Directors or independent Directors and other meetings as may be necessary from time to time and, as appropriate, provide prompt feedback to the Chief Executive Officer.
- Coordinate and develop the agenda for and chair executive sessions of the independent Directors.
- Coordinate feedback to the Chief Executive Officer on behalf of independent Directors regarding business issues and management.
- Coordinate and develop with the Chairman of the Board the agendas for meetings of the Board and informational needs associated with those agendas and presentations.
- Discuss the results of the Chief Executive Officer's performance evaluation with the Chairman of the Human Resources Committee.
- Convey to the Chief Executive Officer, together with the Chairman of the Human Resources Committee, the results of the Chief Executive Officer's performance evaluation.
- Identify and develop with the Chairman of the Board and the Nominating and Corporate Governance Committee the Board's compositional needs and criteria for Directors' candidates.
- Receive communications from stockholders pursuant to the Company's process for communications with the Board, and coordinate (with assistance from management and legal counsel) responses to such communications.
- Be available, as appropriate, for direct communication with major stockholders who request such a communication.
- Performing such other duties as may be necessary for the Board to fulfill its responsibilities or as may be requested by the Board as a whole, by the non-management Directors, or by the Chairman of the Board.