

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The primary purposes of the Nominating and Governance Committee are to (1) assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board nominees for the next annual meeting of shareholders or otherwise for filling vacancies; (2) recommend to the Board appropriate corporate governance guidelines; (3) recommend to the Board members and chairpersons for each committee; (4) monitor the attendance, preparation and participation of individual Directors; (5) review and recommend to the Board responses to any shareowner proposals; (6) monitor and evaluate corporate governance issues and trends; and (7) discharge the Board's responsibilities relating to compensation of the Company's Directors by reviewing such compensation and then recommending any changes in such compensation to the full Board.

II. COMPOSITION

The membership of the Committee shall consist of at least two directors, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. Applicable laws and regulations will be followed in evaluating a member's independence. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee.

III. MEETINGS

The Committee shall meet at least once a year. Additional meetings may occur as frequently as the Committee or its Chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, or, alternatively, will report its actions in the next meeting of the full Board and record of such actions will be included in the minutes of that full Board meeting. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the full Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation, (c) any provision of the Articles of Incorporation for the Company, or (d) the laws of the state of Indiana.

IV. AUTHORITY

The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall have sole authority to retain and terminate any

compensation consultant to be used in the evaluation of Director compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide adequate funding, as determined by the Committee, for the matters referenced in this paragraph. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

V. RESPONSIBILITIES

The principal responsibilities and functions of the Committee are as follows:

The Committee shall develop the criteria for, and review annually with the Board, the requisite experience, qualifications, skills and characteristics of existing and new directors, as well as the composition of the Board overall, and shall determine from time to time, whether those are adequate for the Company's needs.

The Committee shall also evaluate candidates for nomination to the Board, including those recommended by shareholders. In that regard, the Committee shall adopt procedures for the submission of recommendations by shareholders as it deems appropriate.

The Committee shall actively seek to identify potential director candidates believed to be, where appropriate, qualified to become Board members, and recommend that the Board select such candidates for all director positions to be filled by the Board or by the share owners at an annual or special meeting.

The Committee shall monitor the attendance, preparation and participation of each Director and make recommendations to the Board on whether members of the Board should stand for reelection.

The Committee shall review and reassess the adequacy of any corporate governance guidelines.

The Committee shall review and make recommendations to the Board with respect to the compensation of Directors, including equity-based plans. The Committee shall implement, administer and oversee implementation of any compensation plans for Directors (to the extent such responsibility is not specified elsewhere).

The Committee shall make recommendations to the Board regarding the composition and responsibilities of Board Committees.

The Committee shall oversee the orientation process for new Directors.

The Committee shall identify and evaluate corporate governance issues which may affect the Company and make recommendations to the Board as appropriate.

The Committee shall review and recommend to the Board responses to shareowner proposals.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.