

THE ROTHERS GROUP GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of The Rotherers Group (the "Company") shall:

- A. identify and recommend candidates for nomination to the Company's Board;
 - B. recommend the composition of the Board's committees;
 - C. develop, implement and review the Company's corporate governance policies;
- and
- D. oversee the evaluation of the Board and its committees.

II. Committee Composition; Membership; Meetings

The Committee will be comprised of three or more members of the Board, each of whom in the judgment of the Board qualifies as an "independent director". The Chairperson and members of the Committee shall be appointed by the Board and may be removed by the Board at its discretion. The Committee shall meet at least four times annually. A special meeting may be called by the Chairperson or upon the request of any two members of the Committee. The Chairperson, in consultation with the Committee members and management (if appropriate), will set the agenda for each meeting and, when practicable, circulate it to each member of the Committee prior to the meeting date. Minutes of each Committee meeting or action will be kept and distributed to each member of the respective Committee and to the Company's Secretary. Preliminary drafts or information given consideration by the Committee (unless included in the final minutes) need not be distributed.

III. Duties and Responsibilities

A. Seeking Candidates; Search Consultants. The Committee shall assist the Board in identifying and evaluating individuals qualified to become Board members, and recommend to the Board the candidates to be nominated for election at the annual meeting. The Committee shall require a background check of all nominees for director, including verification of professional experience and academic credentials, prior to recommendation to the Board. The Committee shall have the authority to retain and terminate any search consultants to be used, in the Committee's discretion, to identify, screen, or attract director candidates.

B. Recommend Approval or Rejection of Candidates. The Committee shall review, investigate, and recommend to the Board whether it should accept or reject for election as a director each potential nominee suggested by any stockholder of the Company.

C. Composition of the Board. The composition of the Board will depend not only on the character and capacities of the members on the Board taken individually, but also on their collective strengths. Consequently, the Board should be composed of, without limitation:

1. Directors chosen with a view to bringing to the Board a variety of

experience and backgrounds;

2. Directors who will represent the balanced best interests of the stockholders as a whole rather than special interest groups or constituencies; and
3. Normally, the Company's Chief Executive Officer.

D. Selection Criteria. In considering possible candidates for election as a director of the Company, the Committee and other directors should be guided in general by the composition guidelines established above and by, among other applicable guidelines, the following:

1. Each director should be chosen without regard to sex, race, age, religion, or national origin;
2. Each director should be an individual of the highest character and integrity and have an inquiring mind, vision, and the ability to work well with others;
3. Each director should be free of any conflict of interests that would violate applicable law or regulations or interfere with the proper performance of the responsibilities of a director;
4. Each director should possess substantial and significant experience that would be of particular importance to the Company in the performance of the duties of a director; and
5. Each director should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.

E. Orientation and Education. The Committee shall develop with management a program for orientation of new directors and providing for the continuing education of existing directors. The Committee shall monitor this program and update it as deemed appropriate.

F. Continued Board and Committee Membership. The Committee shall review the suitability of each director for continued service on the Board and each relevant committee thereof (a) annually and (b) at any time at which the director has a significant change in principal occupation or business association.

G. Board Committee Qualifications and Assignments. The Committee shall make recommendations to the Board as to qualifications of members of the Board's committees. The Committee shall recommend committee assignments for directors to the Board as openings occur on committees of the Board, or as rotations of committee assignments are deemed advisable by the Board upon recommendation from the Committee. The Committee shall recommend committee assignments in accordance with the membership requirements specified in the Charter of each committee, with due consideration of each committee's annual assessment of its composition, performance, and effectiveness, and with due consideration of whether each director recommended to be assigned to a committee is "independent" pursuant to applicable standards.

H. Assess Performance. The Committee annually shall facilitate a self-evaluation

process for the Board and each Committee and report to the Board on the composition, performance, and effectiveness of the Board and each Board Committee to facilitate the directors' fulfillment of their responsibilities as directors in a manner that serves the interests of the stockholders of the Company.

I. Corporate Governance Policies. The Committee periodically shall reassess, and, in the Committee's discretion, recommend to the Board changes to, the Company's Certificate of Incorporation, Bylaws, Corporate Governance Guidelines, Insider Trading Policy, and Code of Ethics, and any other present or future policies of the Company as they relate to corporate governance matters. The Committee may adopt any proposed changes to such policies or procedures on an interim basis as and when necessary to reflect immediate changes in applicable laws or rules, followed by recommending such interim changes to the Board for ratification and adoption as permanent policies.

J. Policies on Conflicts of Interest. The Committee shall evaluate and in its discretion may consent to, or recommend to the Board that it consent to, each planned change of principal occupation or business association of a director or any transaction or business arrangement that creates or appears to create a conflict of interest that is required to be pre- authorised or waived by the Company's Code of Ethics.

K. Credential Verification. The Committee shall review any material discrepancies that may be identified during any future credential verification process with respect to the Company's directors or executive officers, and shall recommend to the Board appropriate actions to be taken in connection with any material discrepancy, including without limitation financial penalties and/or termination of service.

L. Consultants and Advisors. The Committee shall have the authority to retain and terminate any consultants, outside counsel, and other advisors as it deems appropriate to assist in carrying out its duties. The Committee shall have the sole authority to approve the fees and other retention terms of such consultants, counsels or advisors.

M. Access to Management and Employees. The Committee shall have full access to the Company's executives and personnel as necessary to carry out its responsibilities.

N. Annual Review. The Committee is responsible for implementing the process for and annually conducting a self- evaluation of the Committee and its members. The Committee annually will review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.