

TRUE PRODUCT ID CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Corporate Governance Committee is to:

- Identify individuals qualified to become Board members consistent with criteria approved by the Board and recommend to the Board nominees for election as directors of the Company, including nominees whom the Board proposes for election as directors at the annual meeting; and
- Develop and recommend to the Board a set of corporate governance principles for the Company.

II. RESPONSIBILITIES

The Corporate Governance Committee's responsibilities shall include:

- Selection of new directors who shall have the highest personal and professional integrity, who shall have demonstrated exceptional ability and judgment and who shall be most effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders;
- Review and recommendation to the Board on the size, composition and organization of the Board and its committees; directorship policies and practices; Board operations; and associated matters of corporate governance, including committee charters;
- Guidance on directors' continuing education;
- Oversight of the evaluation of the Board and its effectiveness;
- Reporting regularly to the Board; and
- Annual performance evaluation of the Corporate Governance Committee.

In carrying out these responsibilities, the Corporate Governance Committee may

- Consult with the Chairman and Chief Executive Officer in developing recommendations to the Board on potential nominees for election to the Board and such other matters as the Committee considers appropriate; and
- Retain any search firm that the Committee considers appropriate to be used to identify director candidates and approve related fees and retention terms of such firm.

III. COMPOSITION

The Corporate Governance Committee shall be comprised of independent directors, each of whom shall be independent as determined under the Board's Corporate Governance Guidelines and the New York Stock Exchange standard and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Corporate Governance Committee shall be elected by the Board at the annual organizational meeting of the Board. The members of the Corporate Governance Committee shall serve until their successors shall be duly elected and qualified.

The Company shall provide the Corporate Governance Committee with a level of funding appropriate for the Corporate Governance Committee to carry out its responsibilities.

IV. MEETINGS

The Committee shall meet at least three times annually. The Committee may at its discretion meet with or without management, and with or without any search firm retained by the Committee, in separate executive sessions to discuss any matters that the Committee, management or the search firm believe should be discussed privately.