

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE POLICY REGARDING DIRECTOR NOMINEES

The Nominating and Corporate Governance Committee (the "Committee") shall, as hereafter provided, consider candidates for Board membership suggested by Committee members, other Board members, and third party executive search firms retained by the Committee, as well as those suggested by management and stockholders, applying the same criteria to all candidates.

Any stockholder who wishes to recommend a prospective nominee for the Board shall notify the Company's Corporate Secretary or any member of the Committee in writing at the offices of the Company, 301 Merritt Seven, Norwalk, Connecticut 06851. Any such recommendations should provide whatever supporting material the stockholder considers appropriate, but should at a minimum include such background and biographical material as will enable the Committee to make an initial determination as to whether the nominee satisfies the criteria for directors set out in the Company's Corporate Governance Guidelines.

If the Committee identifies a need to replace a current member of the Board, to fill a vacancy in the Board, or to expand the size of the Board, the process to be followed by the Committee to identify and evaluate candidates shall include (a) consideration of those individuals recommended by stockholders as candidates for Board membership and those individuals recommended in response to requests for recommendations made of Board members and others (including third party executive search firms retained by the Committee), (b) meetings from time to time to evaluate biographical information and background material relating to candidates, and (c) interviews of selected candidates by members of the Committee. Interviews of selected candidates may be in person or by telephone. Recommendations by the Committee of candidates for inclusion in the Board slate of director nominees shall be based upon the criteria set forth in the Company's Corporate Governance Guidelines as well as any other relevant factors that the Committee may from time to time deem appropriate, including the current composition of the Board, the balance of management and independent directors, the need for Audit Committee expertise, and the evaluation of all prospective nominees.

After completing interviews and the evaluation process, the Committee shall make a recommendation to the full Board as to persons who should be nominated by the Board. The Board shall determine the nominees after considering the recommendations and report of the Committee and make such other evaluation as it deems appropriate.