

**WHITENOISE LABORATORIES INC.
NOMINATING COMMITTEE CHARTER
Amended as of September 13, 2006**

PURPOSE:

The purpose of the Nominating Committee shall be to ensure that the Board of Directors (the "Board") is properly constituted to meet its fiduciary obligations to stockholders and the Company. To carry out this purpose, the Nominating Committee shall: (1) assist the Board by identifying prospective director nominees and proposing, nominating and approving director nominees for election by the stockholders and for appointment by the Board to fill vacancies; (2) oversee the evaluation of the Board and senior management; (3) recommend to the Board nominees for each committee of the Board; and (4) oversee director continuing education and compliance with any applicable director continuing education requirements.

MEMBERSHIP AND ORGANIZATION:

- The Nominating Committee shall be comprised of no fewer than two members, each of whom shall be a member of the Board.
- Each member of the Nominating Committee shall meet the applicable requirements.
- Each member of the Nominating Committee shall be appointed by and serve at the discretion of the Board.
- The Chairman of the Nominating Committee shall be designated by the Board.

RESPONSIBILITIES AND AUTHORITY:

The responsibilities of the Nominating Committee shall include:

- Evaluating the composition and organization of the Board and its committees, determining future requirements and making recommendations to the Board for approval.
- At least once a year, determining and recommending to the Board, as appropriate, desired director qualifications, expertise and characteristics;
- Periodically conducting searches for potential director candidates that have corresponding attributes, as well as an ability to add to the

Board's existing strength; evaluating, proposing and approving nominees for election or appointment to the Board; and considering and evaluating stockholder nominees for election to the Board. In performing these tasks, the Nominating Committee shall have the authority to retain, compensate and terminate any search firm to be used to identify director candidates.

- Evaluating and making recommendations to the Board concerning the appointment of directors to Board committees, the selection of Board committee chairs, and the proposal of the director slate for election.
- Evaluating and recommending termination of service of individual directors, in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Periodically conducting, as appropriate, a review on succession planning, reporting its findings and recommendations to the Board, and assisting the Board in evaluating potential successors to executive management positions.
- Coordinating and consulting with respect to Board, independent and/or outside director and committee meeting schedules.
- Making regular reports to the Board.
- Reviewing and re-examining this Charter periodically, as appropriate, and making recommendations to the Board with respect to any proposed changes.
- At least once a year, reviewing and evaluating the performance of the Nominating Committee.

MEETINGS AND PROCEDURES:

- The members of the Nominating Committee shall meet as appropriate and at least once annually and will also meet as required in response to the needs of the Board and as necessary to fulfill their responsibilities.
- The Nominating Committee shall have the authority to engage and obtain advice, reports or opinions from internal or external counsel and expert advisors.
