



EVERPURE, INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

PURPOSE

The primary purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Everpure, Inc. (“**Everpure**”), shall be to act on behalf of the Board in fulfilling the Board’s oversight responsibilities with respect to the Committee shall (i) oversee all aspects of Everpure’s corporate governance functions on behalf of the Board and take a leadership role in shaping the corporate governance of Everpure; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of Everpure consistent with criteria approved by the Board and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and Everpure’s management; (v) recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of the stockholders; and (vi) make other recommendations to the Board regarding affairs relating to the directors of Everpure, including director compensation.

COMPOSITION

The Committee shall consist of at least two members of the Board. No Committee member shall be an employee of the Company and each member shall satisfy the independence requirements imposed by the New York Stock Exchange, when and as required by the New York Stock Exchange. The members of the Committee and the Committee chairperson shall be appointed by the Board.

OPERATING PRINCIPLES AND PROCESSES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- 1. Communication.** Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- 2. Committee Education/Orientation.** Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact Everpure will enhance the effectiveness of the Committee.
- 3. Resources.** The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as sole authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

4. Reporting to the Board. The Committee, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time, or when requested by the Board.

RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of Everpure and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

1. Director Nominations. The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Board consistent with criteria approved by the Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders. In selecting candidates, the Committee shall give consideration to the Board's overall balance of diversity in terms of perspectives, experiences and backgrounds (including corporate backgrounds beyond the executive suite, and non-corporate backgrounds). The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by Everpure's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board of Directors, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

2. Management and Board Assessment. The Committee shall periodically review, discuss and assess the performance of management and the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of Everpure and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the re-election of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for Everpure. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by the New York Stock Exchange. The results of these reviews shall be provided to the Board for further discussion as appropriate.

3. Board Committee Nominations. The Committee shall oversee the Board's committee structure and operations, including authority to delegate the subcommittees and committee reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of the New York Stock Exchange, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee. The Committee shall also conduct an annual self-evaluation.

4. Continuing Education. The Committee shall consider instituting a plan or program for the continuing education of directors.

5. Corporate Governance. The Committee shall develop a set of corporate governance principles to be applicable to Everpure, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. Further, the

Committee shall periodically review company policy statements to determine their adherence to Everpure's Code of Conduct.

6. *Procedures for Information Dissemination.* The Committee shall oversee and review the processes and procedures used by Everpure to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

7. *Director Compensation.* The Committee shall consider any ramifications relating to the compensation paid to non-employee directors for their service on the Board and its committees as may impact corporate governance or director independence.

8. *Self-Assessment.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

9. *Indemnification.* The Committee shall periodically review and make recommendations regarding directors' and officers' indemnification and insurance matters.

MEETINGS AND MINUTES

The Committee will hold at least one regular meeting per year and additional meetings, as the Committee deems appropriate. Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of Everpure. The Chair of the Committee will report to the Board from time to time, or whenever so requested by the Board. In addition, the chair of the Committee or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee.