

EXECUTIVE COMMITTEE CHARTER

The Executive Committee was established December 17, 1999 and shall have the following composition and duties and shall function on the following terms:

1. The Executive Committee shall be composed of three Directors, none of whom are employees or former employees of the Company, and one of whom shall be the Chairperson of the Board if he or she qualifies. Non-employee members of the Committee shall be elected annually by the Board upon the recommendation of the Corporate Governance Committee. In addition, the Chief Executive Officer shall be a member of the Committee. The Chairperson of the Board shall be the Chairperson of the Committee.

1. Vacancies shall be filled by election by the Board upon the recommendation of the Corporate Governance Committee, and any member of the Committee may be removed by the Board.

3. Subject to the provisions of Item 4 below, the Committee shall fix its own rules of procedure and shall meet as provided by such rules or at the call of the Chairman of the Committee or a majority of the members. A majority of the Committee shall constitute a quorum. Except in cases in which it is by law, the Company's Articles of Incorporation, the Company's By-Laws, this Charter, or otherwise provided, a majority of the quorum shall decide any questions before the Committee.

4. Procedures fixed by the Committee shall be subject to any applicable provisions of the By-Laws of the Company relating generally to Committees of the Board. The Committee shall meet as the members deem necessary or advisable to perform the duties and responsibilities set forth in Item 5 below. Minutes shall be kept of all Committee meetings. The Committee shall report to the Board following each meeting and at such other times as circumstances warrant.

5. The duties and responsibilities of the Committee shall include all the powers and authority of the Board of Directors in the management of the business and affairs of the Company during the intervals between meetings of the Board of Directors except those restricted by the laws of Pennsylvania as follows:

The Committee shall not have any power or authority

- a. To submit to shareholders any action requiring approval.
- b. To create or fill vacancies in the Board of Directors.
- c. To adopt, amend or repeal the by-laws.
- d. To amend or repeal any resolution of the Board that by its terms is amendable or repealable only by the Board.
- e. To act on matters committed by the by-laws or resolution of the Board of Directors to another Committee of the Board.

6. Compensation of members shall be determined from time to time by the Board. Until otherwise determined, each non-employee member shall be paid the fee established by the Board from time to time for attendance by members of standing Committees of the Board for each meeting of the Committee attended by such member. In addition, non-employee members of the Committee shall be reimbursed for all reasonable expenses incurred in attending such meetings.