

EXECUTIVE COMMITTEE CHARTER

I. Mission Statement

The Executive Committee of the Board of Directors is responsible for exercising all of the powers and authority of the Board of Directors during intervals between meetings of the Board except for those powers delegated to other committees of the Board and the powers which pursuant to Delaware law may not be delegated to a committee of the Board.

II. Responsibilities

In carrying out the Charter, the Executive Committee will meet on the call of the Chairman of the Committee to exercise the powers and authority of the Board of Directors during intervals between meetings of the Board except that the Executive Committee shall not exercise:

- Powers delegated to other committees of the Board.
- Powers which under the Delaware General Corporation Law may not be delegated to a committee. These non-delegable powers include (i) the power to amend the By-Laws or to recommend to shareholders an amendment to the certificate of incorporation, a merger, a sale of all or substantially all of the Corporation's assets or a dissolution of the Corporation and (ii) unless a resolution of the Board expressly so empowers the Committee, the power to declare a dividend, authorize the issuance of stock, fix preferences or rights of certain classes of stock or approve a certificate of ownership in a short-form merger of a 90 percent owned subsidiary.