

EXECUTIVE COMMITTEE

CHARTER (Adopted May 2004)

- I. Composition of the Executive Committee: The Committee shall consist of the Chairman of the Finance Committee, the Chairman of the Human Resources Committee, the Chairman of the Audit Committee, the Chairman of the Corporate Responsibility and Governance Committee, the Chief Executive Officer, the Non-executive Chairman of the Board and Alfred C. Eckert III, who shall be the Chairman of the Executive Committee.

- II. Purposes of the Executive Committee: The primary purpose of the Executive Committee is to act, only when necessary, in place of the Board in the intervals between Board meetings when a telephonic meeting of the Board is impractical. The Committee has the full authority and power of the Board in the management of the Company, provided, however, that the Committee will not have the power to take specific actions which have been delegated to the other committees, and shall not have the power to take actions with respect to:
 - declaration of dividends
 - issuance of bonds, debentures or the borrowing of moneys except within limits expressly approved by the Board
 - by-law amendments
 - filling vacancies and newly created directorships on the Board
 - removing directors from the Board
 - mergers and consolidations
 - the sale, lease or exchange of all or substantially all of the assets of the corporation
 - the dissolution of the corporation
 - any action requiring the approval of stockholders

- III. Meetings of the Executive Committee: Meetings are held only when necessary, in the judgment of the Chairman, to act on matters other than the foregoing, which would otherwise require action by the Board.

- IV. Duties and Powers of the Executive Committee: In addition to any other duties and powers the Executive Committee may exercise, it shall:
 - A. report to the full Board its activities; and
 - B. review annually or as necessary the performance of the Executive Committee.

- V. Resources and Authority of the Executive Committee: The Executive Committee shall have the resources and authority appropriate to discharge its responsibilities including authority to engage counsel and other experts.

- VI. General: In performing their responsibilities, members of the Executive Committee are entitled to rely in good faith on information, opinions, reports or other materials prepared or presented by:
 - A. One or more members of management or other employees of the Company whom the Committee members believes to be reliable and competent as to the matters involved;

 - B. Legal counsel, independent auditors or other third parties as to matters which, in the reasonable opinion of the Committee members, are within the professional or expert competence of such third party; and

 - C. Another committee of the Board as to matters within the purview of such committee which, in the reasonable opinion of the Committee members, merit confidence.