

I. PURPOSE

The purpose of the Committee is to assist the Board of Directors in exercising the power and authority of the Board of Directors during the intervals between regular meetings of the Board of Directors, when it is not practical to convene a special meeting of the Board of Directors, except to the extent that such power and authority cannot by law be delegated to a committee.

II. AUTHORITY

The Committee shall have the sole authority to retain and terminate independent advisors as it determines necessary to carry out its duties. The Committee shall have the sole authority to approve the fees of such advisors and other retention terms.

The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

The Committee may form and delegate any or all of its duties and responsibilities to subcommittees consisting of one or more members to perform such duties (subject to Board approval) as appropriate, as permitted by the laws and regulations that govern its actions.

III. MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of three or more members of the Board, as determined by the Board. At least half of the members shall satisfy the independence requirements of the New York Stock Exchange and of the Company.

IV. STRUCTURE AND PROCESSES

1. Appointment and Removal of Members and Chairperson. Committee members shall be appointed by the Board at its annual organizational meeting, upon recommendation of the Nominating and Corporate Governance Committee; members shall serve until their successors are duly appointed and qualified or until a member's earlier resignation or removal. The Board may remove members of the Committee upon recommendation of the Nominating and Corporate Governance Committee. The Committee's chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the persons then serving as members of the Committee.

2. Meetings. The Committee may hold meetings on an as needed basis at the request of the Chairperson of the Committee or any two other Committee members. Minutes of the meetings of the Committee shall be regularly kept by the Secretary or a person appointed by the Committee to do so.

3. Rules and Guidelines. The Committee may adopt rules and guidelines for its meetings and other activities.

V. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

1. General.

(a) Exercise the power and authority of the Board of Directors during the intervals between regular meetings of the Board of Directors, when it is not practical to convene a special meeting of the Board of Directors, except to the extent that such power and authority cannot by law be delegated to a committee or are reserved by the Board of Directors to itself.

(b) Review and act upon acquisitions that satisfy the following conditions: (a) it is of a type consistent with the Company's past acquisition practices, and (b) it does not require (alone or together with other acquisitions) the filing of a Form 8-K by the Company, and (c) it involves a total consideration, on a present value basis, including any estimated contingent payments (if any) and assumed cash liabilities (if any) net of current assets acquired, between \$5,000,000 and \$10,000,000, and (d) it does not involve the issuance of any equity securities of the Company.

(c) Review and approve transaction terms within parameters approved by the Board of Directors for transactions that have been reviewed and approved by the Board of Directors subject to final negotiation or determination of certain terms.

2. Other.

(a) Report regularly to the Board of Directors regarding issues arising before, and actions taken by, the Committee.

(b) Conduct an annual performance evaluation of the Committee.

(c) Review and reassess the adequacy of this charter periodically as circumstances dictate, but no less frequently than annually, and recommend any proposed changes to the Board for approval.

(d) Perform any other activities consistent with this charter, the Company's By-laws and governing law as the Committee or the Board deems necessary or appropriate.