

CHARTER OF THE FINANCE COMMITTEE

I. Purpose

The Finance Committee (the "Committee") shall be a standing committee of the Board of Directors. The purpose of the Committee shall be to review and monitor the management of the financial resources and the financial risks of the Corporation, including policies with respect to investments and uses of cash and other significant financial actions proposed by management.

II. Composition

A substantial majority of the members of the Committee shall be non-management directors.

III. Meetings

The Committee shall meet as required and normally meets four times annually. The Committee may meet more frequently and, as the Committee may require in fulfilling its responsibilities, it may meet privately with independent advisors and members of management.

IV. Responsibilities

The Committee shall:

- A. Receive and review regular reports concerning strategies and plans for significant acquisitions and divestitures by the Corporation, including discussion of possible transactions and their financial impact and progress reports on pending and completed transactions;
- B. Review significant financing programs to be offered by the Corporation in support of the business objectives of the Corporation, including secured and unsecured financing, equity investments, letters of credit, guarantees or other forms of financial accommodation;
- C. Review significant capital appropriations;
- D. Review proposed dividend policies and programs for the repurchase of capital stock of the Corporation;
- E. Review the Corporation's financial outlook and plans for financing its working and long-term capital requirements;
- F. Review the Corporation's policies and strategies for managing exposure with respect to foreign exchange, interest rates and raw materials prices;
- G. Review the Corporation's policies and strategies with respect to insurance and risk management;

- H. Review the Corporations policies, strategies and performance with regard to the investment of pension assets;
- I. Report annually to the Board on its assessment of the Committee's performance as a group;
- J. Undertake such other matters as may be referred to it by the Board of Directors from time to time.

V. Authority

The Committee shall have full access to all management and authority to consult independent advisors, including sole authority to retain and terminate any such advisors and to approve the firm's fees and other retention terms.