

FINANCE COMMITTEE CHARTER

The Finance Committee was established January 27, 2000. The Committee shall have the following composition and duties and shall function on the following terms:

1. The Committee shall be composed of two or more Directors, none of whom are employees or former employees of the Company. Members of the Committee shall be elected annually by the Board upon the recommendation of the Corporate Governance Committee. The Chairperson of the Committee shall be appointed by the Board upon the recommendation of the Corporate Governance Committee.
2. 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 or procedure and meet as provided by such rules or at the call of the Chairperson 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 each Committee meeting. The Committee shall report to the Board following each meeting.
5. In addition to such other duties and responsibilities as the Board may from time to time determine, the duties and responsibilities of the Committee shall include the following:
 - a. The overall review of major financial matters, including the review of major investments, the review of tax planning and the review of subsidiary performance; to consider other appropriate financial matters.
 - b. Approval of the pricing and other terms and conditions of the Company's financial offerings
 - c. To meet with internal Company personnel and individuals outside of the Company as the Committee deems necessary to aid it in its review, and

- to review reports and other documents prepared by internal Company personnel and others outside of the Company relating to financings.
- d. To undertake studies as the Board or Committee may deem appropriate concerning financings.
 - e. To make such recommendations to the Board as is appropriate in connection with the performance of its responsibilities.
6. The Committee shall replace the Finance Committee previously established and is authorized to take any action that the previously established Committee was authorized to take.
 7. 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.