

FINANCE COMMITTEE CHARTER

As revised by the Board of Directors on
February 23, 2005

I. Purpose of the Committee

The primary purpose of the Finance Committee (the "Committee") is to review the Corporation's financial policies, strategies and capital structure and take such action and make such reports and recommendations to the Board of Directors (the "Board") as it deems advisable.

II. Committee Membership

The Committee shall have at least three members. Committee members shall be appointed by the Board from among its members and may be removed by the Board at any time. Members of the Committee should be suitably knowledgeable in matters pertaining to corporate finance. The actual number of members shall be determined from time to time by resolution of the Board. Two members of the Committee shall constitute a quorum thereof.

III. Committee Structure and Operations

The Chairman of the Board of the Corporation shall be the Chair of the Finance Committee. The Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Committee. In addition to the regular meeting schedule established by the Committee, the Chair of the Committee may call a special meeting at any time.

The Secretary of the Corporation shall be the Secretary of the Finance Committee unless the Committee designates otherwise.

In the absence of the Chair during any Committee meeting, the Committee may designate a Chair pro tempore.

The Committee shall act only on the affirmative vote of a majority of the members at a meeting or by unanimous written consent.

The Committee may establish subcommittees consisting of one or more members to carry out such duties as the Committee may delegate.

IV. Committee Activities

The following shall be the common recurring activities of the Committee in carrying out its purpose. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

1. Review, as the Committee deems appropriate, the Corporation's financial policies, strategies and capital structure, and make such reports and recommendations to the Board with respect thereto as it may deem advisable.
2. Acting on behalf of the Corporation and in accordance with a resolution of the Board approving the issuance or guarantee by the Corporation of securities or any financing that the Committee determines to be the equivalent of debt ('debt equivalents'), is authorized to:
 - a) approve any and all terms and conditions of such securities, or debt equivalents (collectively, the 'Securities'), and if issued by another entity in accordance with a resolution of the Board, extension of the guarantee of the Corporation thereto, the offering of either or both of the foregoing, and any agreements or documents pertaining thereto;

- b) delegate to the Chairman of the Board of the Directors of the Corporation any and all of the authorities delegated to the Finance Committee to the extent permitted by law; and
 - c) take other actions and do such other things as may be necessary or appropriate in connection with the issuance and/or guarantee by the Corporation of the Securities.
3. Delegate to the Treasurer of the Corporation authority to acquire shares of the Corporation's common stock for the treasury, up to such maximum amount, in such manner, and subject to such conditions as the Finance Committee may establish.
 4. Take such other action and do such other things as may be referred to it from time to time by the Board.

V. Committee Evaluation

The Committee will annually complete a self-evaluation of the Committee's own performance and effectiveness and will consider whether any changes to the Committee's charter are appropriate.

VI. Committee Reports

The Chair of the Committee will report regularly to the full Board on the Committee's activities, findings, and recommendations, including the results of the Committee's self-evaluation and any recommended changes to the Committee's charter.

VII. Resources and Authority of the Committee

The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.