

FINANCE COMMITTEE CHARTER

As revised by the Board of Directors September 8, 1995:

RESOLVED that the Finance Committee shall consist of three or more directors appointed annually by the Board of Directors of the Company ("Board"), one of whom may be designated by the Board as Committee Chairman, and all of whom shall serve at the pleasure of the Board; and further

RESOLVED that it shall be the function of the Finance Committee to:

- a) make recommendations to the Board in regard to the planning of the Company with respect to its capital structure and the raising of its long-term capital;
- b) make recommendations to the Board in regard to dividend action of the Company;
- c) review the performance and management of the Company's employee benefit funds, including but not limited to monitoring the activities of the Benefits Management Committee, reviewing quarterly the performance of investment of plan assets and reviewing changes made by the Benefits Management Committee in investment policy, selection of Registered Investment Advisors or allocation of funds; and
- d) make recommendations to the Board of Directors in regard to contributions to any pension plan, profit sharing, retirement or savings plan of the Company, or any proposed changes in the funding method or interest assumption or in the amortization of liabilities in connection with the funding of any such plan; and further

RESOLVED that the Finance Committee shall make due report of its deliberations to the Board, and all such recommendations shall be subject to revision by the Board, provided that no acts or rights of third parties shall be adversely affected thereby; and further

RESOLVED that the Finance Committee shall perform such other assignments and functions or provide such further advice as may be requested from time to time by the Board, and shall have and exercise such authorities, duties and powers as may be delegated to it from time to time by the Board.

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