

EXECUTIVE COMMITTEE CHARTER

The duties of the Executive Committee are set forth in Section 4.4 of the Company's by-laws. They provide that the Executive Committee may exercise, during intervals between meetings of the Board of Directors, all powers and authority of the Board of Directors in the management of the business and affairs of the corporation in such manner as the Executive Committee may deem in the best interests of the corporations except with respect to:

1. The approval of any action which requires the approval or vote of the stockholders.
2. The filling of vacancies on the Board or on any committee.
3. The fixing of compensation of the directors for serving on the Board or on any committee.
4. The amendment or repeal of by-laws or the adoption of new by-laws.
5. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
6. A distribution to the stockholders of the corporation except at a rate or in a periodic amount or within a price range determined by the Board.
7. The appointment of other committees of the Board or members thereof.