



Finance Committee Charter

Amended and Restated May 9, 2008

I. Purpose

The purpose of the Finance Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the Company's financial affairs, including the Company's short and long-term financing and capital structure, and to perform other duties as the Board of Directors may delegate from time to time.

II. Organization

- A. **Composition and Qualifications** The Finance Committee shall be appointed by the Board of Directors from time to time and shall consist of three or more Directors. The Board of Directors shall appoint one member of the Committee as the Chair.
- B. **Meetings / Minutes / Reports**
 - 1. The Finance Committee shall meet at least four times annually, or more frequently if the circumstances dictate. At least two of these meetings shall be in person, while others may be conducted telephonically.
 - 2. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Finance Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board of Directors.
 - 3. The Finance Committee shall have complete access to management. The Finance Committee may invite members of management or others to attend the Committee's meetings and provide pertinent information as appropriate.
 - 4. Minutes of each Finance Committee meeting shall be prepared and sent to all Finance Committee members.
 - 5. The Finance Committee shall annually evaluate the effectiveness of the Committee and assess the adequacy of this Finance Committee Charter and recommend any proposed changes to the Board of Directors.
- C. **Authority** The Finance Committee shall have the authority to retain and approve the fees and retention terms of external legal, accounting or other advisors as it deems appropriate.

III. Responsibilities and Duties

- 1. The Finance Committee shall monitor the Company's financial policies and financial condition, including the review of the Company's short and long-term financing plans and programs and the Company's capital structure.
- 2. The Finance Committee shall monitor the Company's liquidity position, including review of the Company's credit facilities.
- 3. The Finance Committee shall review, as it deems appropriate, the Company's stock repurchase activities and plans and make recommendations to the Board of Directors with respect to stock repurchase programs.
- 4. The Finance Committee shall discharge the Board of Directors' general corporate oversight responsibilities with respect to the Company's Pension Plan and Trust and 401(k) Plan for its U.S. employees (the "Plan"), with full authority to designate Plan fiduciary and Plan Administrator, to appoint investment committee(s) and to require that such Plan fiduciaries report periodically to the Committee on Plan performance, selection and performance of investment advisors and other relevant matters.
- 5. The Finance Committee may authorize one or more of the officers of the Company to: (i) open bank accounts and designate those persons authorized to execute checks, notes, drafts, and other orders for payment of money on behalf of the Company, and (ii) approve borrowings, loans and credit facilities up to such specified amount or upon such conditions as the Committee may establish subject to the approval of the Board of Directors.