



Information Technology Oversight Committee Charter

Purpose

The purpose of the Information Technology Oversight Committee is to:

- Appraise major information technology ("IT") related projects and technology architecture decisions;
- Ensure that the Company's IT programs effectively support the Company's business objectives and strategies;
- Advise the Company's senior IT management team; and
- Advise the Board of Directors on IT related matters.

Membership and Subcommittees

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The Information Technology Oversight Committee shall consist of such number of members of the Board of Directors as shall be appointed by the Board from time to time, but in no event shall the Committee consist of fewer than three members. The Board of Directors shall designate the Chairperson of the Committee. The Board of Directors may change the membership of the Committee at any time.

Unless otherwise prohibited by the Company's Certificate of Incorporation or Bylaws, the Information Technology Oversight Committee may form and delegate authority to any subcommittee as it deems appropriate or advisable.

Functions, Powers and Responsibilities

The Information Technology Oversight Committee shall:

IT Projects

1. Appraise and critically review the financial, tactical and strategic benefits of proposed major IT related projects and technology architecture alternatives.
2. Appraise and critically review the progress of major IT related projects and technology architecture decisions.
3. Make recommendations to the Board of Directors with respect to IT related projects and investments that require Board approval.

IT Security

4. Monitor the quality and effectiveness of the Company's IT security.
5. Periodically review and appraise the Company's IT disaster recovery capabilities.

Internal Controls

6. Monitor the quality and effectiveness of IT systems and processes that relate to or affect the Company's internal control systems.
7. Periodically report to and consult with the Audit Committee of the Board of Directors regarding IT systems and processes that relate to or affect the Company's internal control systems.

Advisory Role

8. Advise the Company's senior IT management team.
9. Stay informed of, assess and advise the Company's senior IT management team with respect to new technologies, applications and systems that relate to or affect the Company's IT strategy or programs.

Other

10. Annually review the Committee's own performance, and report the results of such review to the Board of Directors.
11. Annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.
12. Report regularly to the Board of Directors on matters within the scope of the Committee, as well as any special issues that merit the attention of the Board.
13. Perform such other duties as are necessary or appropriate to ensure that the Company's IT programs effectively support the Company's business objectives and strategies, or as the Board of Directors may from time to time assign to it.

Amended May 26, 2006