

**STATEMENT OF
RULES AND PROCEDURES
OF COMMITTEES OF THE BOARD**

Adopted October 2004

The meetings and other activities of each committee of the Board of Directors shall be conducted in accordance with the rules and procedures, if any, set forth in the Corporation's By-Laws. In the absence of applicable By-Laws, each committee (a) shall comply with these Rules and Procedures and such other rules and procedures as may be promulgated by the Board for such committee and (b) shall otherwise act in accordance with such rules and procedures as such committee may adopt, consistent with the Delaware General Corporation Law, the Corporation's Certificate of Incorporation, and the Corporation's By-Laws; provided, however, that each committee shall report any rules and procedures it adopts to the Board at the Board's next regular meeting following such adoption.

MEETINGS

Committee meetings may be called by the Chairman or any two (2) members of the committee or by the Chairman of the Board or the Chief Executive Officer of the Corporation.

NOTICES

Notice of a meeting of a committee shall be given by the Secretary or any Assistant Secretary of the Corporation at the direction of the person or persons calling such meeting. Notices may be given in any manner in which the By-Laws permit notices for special meetings of the Board.

QUORUM AND REQUIRED VOTE

A majority of the members of a committee shall constitute a quorum unless the committee shall consist of one (1) or two (2) members, in which event one (1) member shall constitute a quorum. The majority vote of members present shall be required to adopt or take any action; provided, however, that no action may be adopted or taken by the Executive Committee without the affirmative vote of a majority of the directors who are not employees of the Corporation present at the meeting.

ALTERNATE MEMBERS

Alternate members of committees may be appointed in any manner permitted by the By-Laws; provided, however, that no director who fails to meet the requirements of serving on a committee shall be appointed as an alternate member of that committee.

APPOINTMENT OF ACTING CHAIRMAN

In the absence of the Chairman (and Vice Chairman, if any) at any duly called meeting of a committee at which a quorum is present, one of the members present shall be designated an Acting Chairman by majority vote of those members present.

MINUTES

Unless otherwise specified by a committee, the Secretary or any Assistant Secretary of the Corporation shall serve as secretary at each committee meeting and shall prepare minutes of such meeting to be reported to the Board .