

Charter of the Audit and Finance Committee

The charter of the Audit and Finance Committee shall be:

A. General:

1. The Committee shall be comprised of at least three members all of whom shall be independent directors. A member shall have no relationship to the Corporation that may interfere with the exercise of his/her independence from management and the Corporation. Director's fees are the only compensation a Committee member may receive from the Corporation. Committee members may not be an affiliated person of the Corporation or any of its subsidiaries.
2. All members of the Committee shall, in the opinion of the Board, be financially literate and at least one member shall, in the opinion of the Board, have accounting or related financial management expertise. A Committee member may not simultaneously serve on the audit committee of more than three public companies.
3. The independent auditor for the company shall report directly to and be ultimately accountable to the Committee. The Committee shall have the sole authority and responsibility to select, oversee, evaluate, compensate and, where appropriate, replace the independent auditor (or to nominate the independent auditor to be proposed for shareholder approval in any proxy statement).
4. The Committee shall determine policy with respect to the retention of the Corporation's independent auditor for the performance of non-audit professional services in order to assure that the independence of such auditor will not be impaired by any such engagement. The Committee must approve, in advance, any significant non-audit engagement. In this regard the Committee shall be responsible for ensuring that the independent auditor submits on a periodic basis to the Committee a formal written statement delineating all relationships between the auditor and the company and that the Committee is responsible for actively engaging in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor.

5. The Committee shall oversee (1) the integrity of the company's financial statements, (2) the company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, and (4) the performance of the company's internal audit function and independent auditors;
6. The Committee shall evaluate its own performance annually.
7. The Committee shall have the authority to engage independent counsel and other advisers, as it deems necessary to carry out its duties.
8. The Committee shall be appropriately funded by the Corporation so as to be able to carry out its duties under this Charter.
9. The Committee shall establish complaint procedures as required by Exchange Act Rule 10A-3(b)(3).

B. Audit Functions:

1. To report to the Board the annual selection of the independent auditor of the Corporation.
2. At least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the company. This evaluation shall include a review of the performance of the lead partner on the account.

Before the commencement of the annual examination, discuss in general terms the scope of the examination and the anticipated fees in connection therewith.

Discuss the annual audited financial statements and quarterly financial statements with management and the independent auditor, including

the company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations." Also discuss the independent auditor's "management letter" and/or recommendations with respect to internal controls. Review with the independent auditor any audit problems or difficulties and management's response. Resolve any disagreements between management and the independent auditor regarding financial reporting.

Review major issues regarding accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles, and major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies.

Review analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements.

Discuss guidelines and policies appropriate to (1) earnings press releases and (2) financial information and earnings guidance provided to analysts and rating agencies.

As appropriate, obtain advice and assistance from outside legal, accounting or other advisors.

Discuss with management its policies with respect to risk assessment and risk management.

Meet separately, periodically, with management, with internal auditors (or other personnel responsible for the internal audit function) and with the independent auditors.

Set clear hiring policies for employees or former employees of the independent auditors.

At such times as it deems appropriate, discuss the quality and depth of staffing in the financial and accounting departments and recent and prospective opinions of the accounting principles board and their impact on the Corporation's financial statements.

Report regularly to the Board of Directors.

3. To review with the appropriate officers of the Corporation and the independent auditor the Annual Report on Form 10-K and proxy, as well as the Annual Report to Shareholders.
4. To review with the appropriate officers of the Corporation and the internal auditors the duties and responsibilities of the internal auditing function and approve the plan for the internal audit of the operational procedures of the Corporation.
5. To review with the appropriate officers, the Corporation's policy regarding business ethics and the procedures being used to audit its conformity, as well as review the Corporation's policy and procedures to ensure compliance with law.
6. The Committee shall issue the report that SEC rules require be included in the annual proxy statement.

C. Finance Functions:

1. To review the financial condition of the Corporation so as to be aware of its total financial strategies, resources, strengths, capabilities and staffing.
2. To review the Corporation's long-range and short-term cash flow and financial strategies and plans.
3. To review and make recommendations to the Board with respect to management proposals concerning long and short-term debt financing, acquisitions, investments, dividend actions, plans and programs involving the purchase or redemption of the Corporation's securities and capital expenditures of a major nature.