

Executive Committee Charter

Purpose

The Executive Committee's primary purpose is to exercise the authority and powers of the Board of Directors between meetings of the Board.

Membership and Meetings

The Committee shall be comprised of the Chairman of the Board, the Chief Executive Officer, and the chairmen of the Audit Committee, the Compensation & Human Resources Committee and the Governance & Nominating Committee. The chairman of the Committee shall be the Chairman of the Board. Each member of the Committee, with the exception of the Chief Executive Officer, shall meet the independence requirements of the New York Stock Exchange, Inc. for directors, as determined by the Board.

Meetings shall be held as often as may be deemed necessary or appropriate in the Committee's judgment. The Committee shall keep written minutes of its meetings and report to the Board on its activities.

Duties and Responsibilities

The Committee shall:

1. have authority to exercise all the powers of the Board, so far as may be permitted by applicable law, rules and regulations, and the Company's Restated Certificate of Incorporation and Amended and Restated By-Laws, in the management of the business and the affairs of the Company whenever the Board is not in session or whenever a quorum of the Board fails to attend any regular or special meeting of the Board;
2. act, advise with and aid the officers of the Company in all matters concerning its interest and the management of its business; and
3. generally perform such duties and exercise such powers as may from time to time be delegated to it by the Board.

Charter

The Committee shall review and reassess the adequacy of this Charter annually, and recommend changes to this Charter to the Board as appropriate.

Outside Advisors; Authority

The Committee shall be empowered to retain, at the Company's expense, such consultants, counsel or other outside advisors as it determines appropriate to assist it in the performance of its functions. The Committee shall be empowered to access all books, records, facilities, personnel, agents and

advisors of the Company as it deems necessary or appropriate to discharge its responsibilities under this Charter.