

FINANCE AND OVERSIGHT COMMITTEE CHARTER

The Finance and Oversight Committee shall assist the Board of Directors in exercising its responsibilities regarding the financial condition, objectives and strategies of the Company. It shall consist of such members, including a Chairman, as the Board of Directors shall appoint, all of whom shall be Directors designated by the Board of Directors, but in no event shall the Committee consist of less than three members. The Board may also appoint an individual to serve as Secretary to the Committee. A majority of the members of the Committee shall constitute a quorum for all purposes and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. Reports of meetings of, and actions taken at meetings, or by consent by the Committee shall be made by the Chair of the Committee or his or her delegate to the Board at its next regularly scheduled meeting and shall be accompanied by any recommendations from the Committee to the Board. In addition, the Chair or his or her delegate shall be available to answer any questions the other directors may have regarding the matters considered and actions taken by the Committee. The Committee's duties shall include the following with respect to the Company:

1. Review consolidated financial statements;
2. Review financial plans;
3. Consider long-range objectives and requirements regarding financial structure;
4. Review casualty and liability insurance programs and requirements;
5. Review strategies and objectives regarding commodities and currency exposure;
6. Consider share repurchase programs, dividend policy and payments and make recommendations to the Board with respect thereto;
7. Review selection of benefit plan trustees and performance of benefit plan investment managers and trustees, and approve funding policy and investment objectives for benefit plans;
8. Review policies and practices regarding extensions of credit;
9. Evaluate significant financial implications of changes in applicable rules and regulations;
10. Review, prior to submission to the Board of Directors, all proposed acquisitions and divestments which require approval of the Board;
11. Make appropriate reports and recommendations to the Board regarding the foregoing.