



**PREFERRED STOCK COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

As authorized in the By-Laws and implemented by Resolution of the Board of Directors, a Preferred Stock Committee has been established for the purpose of assisting the Board in fulfilling its oversight responsibilities.

Goals and Responsibilities of the Committee:

The Committee shall monitor and evaluate proposed actions of the Corporation that may impact the rights of holders of Series A Preferred Stock, including the payment of dividends on the Series A Preferred Stock and shall report to the Board thereon.

Meetings:

The Committee shall meet as the Chairman of the Committee may deem necessary, but at least once each year. Other directors may attend the meetings.

Membership:

The Board shall designate at least three directors to serve on the Preferred Stock Committee. Each of the members of the Committee shall qualify as Independent Directors, as defined in Article III, Section 12 of the By-Laws of the Corporation or under the rules of the New York Stock Exchange.