



Related-Person Transactions Policy

Approved by the Board of Directors on November 28, 2006

Policy

Each Related-Person Transaction must be approved or ratified in accordance with the guidelines in this policy (i) by the Audit Committee of the Board of Directors or (ii) if the Audit Committee of the Board of Directors determines that the approval or ratification of the Related-Person Transaction should be considered by all of the disinterested members of the Board of Directors, by majority vote of the disinterested members.

In considering whether to approve or ratify any Related-Person Transaction, the Audit Committee or the disinterested members of the Board of Directors, as the case may be (the "Reviewing Directors"), will consider all factors that are relevant to the Related-Person Transaction, including, without limitation, the following:

- the nature and extent of the Company's participation in the transaction;
- the size of the transaction and the amount payable to the Related Person;
- the nature of the interest of the Related Person in the transaction;
- whether the transaction involves a conflict of interest or the appearance of a conflict of interest; and
- whether the transaction involves the provision of goods or services to the Company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the Company as would be available in comparable transactions with or involving unaffiliated third parties.

Procedure

The General Counsel will advise the Chairman of the Audit Committee of any Related-Person Transaction of which the General Counsel becomes aware. The Audit Committee will consider the Related-Person Transaction at its next regularly scheduled meeting or, at the Audit Committee's discretion, at an earlier special meeting. However, if the Audit Committee determines that the approval or ratification of the Related-Person

Transaction should be considered by all of the disinterested members of the Board of Directors, the Board of Directors will consider the Related-Person Transaction at its next regularly scheduled meeting or, at the Board of Director's discretion, at an earlier special meeting. Except as set forth below, no Related-Person Transaction that has not been approved in accordance with the previous sentences of this paragraph 2 by the Reviewing Directors will be entered into by the Company unless the consummation of the Related-Person Transaction is expressly subject to ratification by the Reviewing Directors. If the Reviewing Directors do not ratify the Related-Person Transaction, the Company will not consummate it.

If the Company enters into a transaction that (i) the Company was not aware constituted a Related-Person Transaction at the time it was entered into but which the Company subsequently determines is a Related-Person Transaction prior to its full performance or (ii) did not constitute a Related-Person Transaction at the time the Company entered into the transaction but thereafter becomes a Related-Person Transaction prior to its full performance, then in either case the Related-Person Transaction will be presented for ratification in the manner set forth above in this paragraph 2. If the Related-Person Transaction is not ratified by the Reviewing Directors, then the Company will take all reasonable actions to attempt to terminate the Company's participation in the Related-Person Transaction.

Disclosure.

The Company will disclose all Related-Person Transactions as may be required under applicable securities laws and regulations, including, without limitation, Item 404 of Regulation S-K. Consideration and approval of any particular transaction by the Reviewing Directors will not be dispositive in determining whether the transaction requires disclosure under applicable securities laws. The Audit Committee will timely advise the Board of Directors of all Related-Person Transactions that have been approved or ratified by the Audit Committee.

Definitions.

For purposes of this policy, the following definitions will apply:

“Executive Officer” means the President, any Vice President in charge of a principal business unit, division or function of the Company or any officer or other person who performs a policy making function for the Company, including any executive officer of a subsidiary of the Company if such person performs policy making functions for the Company.

“Immediate Family Member” means, with respect to any person, any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, and any individual (other than a tenant or employee) sharing the household of such person.

“Related-Person” means any of the following: (i) an Executive Officer or director of the Company or a nominee for director of the Company, (ii) a beneficial

owner of more than 5% of any class of voting securities of the Company or (iii) an Immediate Family Member of any of the persons identified in clauses (i) or (ii) of this definition.

“Related-Person Transaction” means any transaction involving an amount in excess of \$120,000 in which the Company is a participant and in which a Related Person has or will have a direct or indirect material interest, including without limitation any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships, but excluding: (i) any indebtedness incurred for (A) the purchase of goods and services in the ordinary course of the Company’s business if the purchase is subject to usual trade terms, (B) the Company’s ordinary business travel and expense payments, and (C) other transactions in the ordinary course of the Company’s business; (ii) any indebtedness incurred with respect to a beneficial owner of more than 5% of any class of voting securities of the Company or any Immediate Family Member of the beneficial owner; (iii) any transaction in which the rates or charges involved in connection with the transaction are determined by competitive bids; (iv) any transaction in which a person is deemed a Related Person solely on the basis of the person’s equity ownership and all holders of that class of equity receive the same benefit on a pro rata basis; or (v) any transaction involving compensation payable to an Executive Officer or director of the Company for services in such capacity, which compensation has been approved by the Human Resources and Compensation Committee of the Board of Directors or by the Board of Directors on the recommendation of the Human Resources and Compensation Committee.