

Preapproval of Non-Audit Services

The Audit Committee has adopted the following policies and procedures for pre-approving all permitted non-audit services performed by the Company's independent auditors:

The Committee has pre-approved the use of the Company's independent auditors for the following categories of permitted non-audit services: merger and acquisition due diligence services; tax services; employee benefit plan audits and regulatory filing services; and consultation concerning financial accounting reporting standards and financial process advisory services. The Committee also approved the types of services that would be included in each category of permitted non-audit services for which the Company's auditors could be engaged subject to the dollar value limitations contained in this policy. The Committee set a specific annual (July 1-June 30) limit on the amount of such services in each of the aforementioned categories which the Company would obtain from the independent auditors under the pre-approval policy. The Committee requires management to report all engagements to the Committee on a quarterly basis.

Pre-approved Non-Audit Services by Category and Dollar Limits:

-Merger and Acquisition Due Diligence services- Limited to the following services:	Review of target's financial statements and auditor's workpapers Analysis of target's accounting policies and methods for certain transactions, transaction types Assistance in identification of and determining accounting treatment for intangible assets other than goodwill Review of accounting issues related to the negotiation of a transaction document Analysis of target's tax impact
Dollar limitation:	\$50,000
-Tax Services- Limited to the following services:	Review of federal tax return Research related to complex tax issues
Dollar limitation:	\$25,000
-Employee Benefit Plan Audits and Regulatory Filing Services- Limited to the following services:	Audits of 401(k) financial statements Preparation of 5500 statements for medical, dental and 401(k) plan Representation before the Internal Revenue Service and Dept. of Labor (plan audits)
Dollar limitation:	\$50,000
-Consultation Concerning Financial Accounting and Reporting Standards and Financial Process Advisory Services- Limited to the following services:	Consultation regarding the implementation and effect of new accounting and auditing pronouncements Evaluation of unique transactions outside of normal business cycles Consultation regarding new types of transactions or businesses in which the Company may become involved
Dollar limitation:	\$50,000

If any non-audit services for which the Company seeks approval are outside the scope of the categories referenced above or if the non-audit services fall within the scope of the categories referenced above, but the estimated cost of the non-audit services exceed the pre-determined amounts set forth above or would cause all of such non-audit services of a category listed above delivered in the annual period to exceed the limits set forth above, the Company must obtain the approval of the Audit Committee prior to engaging the independent auditors to perform such non-audit services. If the entire Audit Committee is not able to convene so that non-audit services desired to be performed by the Company's independent auditors can be reviewed and approved on timely basis, the Audit Committee Chairman is authorized to approve such services and make a verbal report to the full Committee as to the nature and cost of such services at the next Committee meeting following such approval.