

MDADVANTAGE FINANCE AND INVESTMENT COMMITTEE CHARTER

I. Purpose

The principal purposes of the Finance and Investment Committee are to provide oversight of the Company's business plan including financial projections; expense budget; capital adequacy; investment policies, objectives and transactions; tax planning; corporate insurance coverage; and merger and acquisition transactions.

II. Committee Membership

The Board of Directors on recommendation by the Chairman of the Board shall designate the members of the Committee and a Chair annually during the Board of Directors' organizational meeting held in connection with the Annual Meeting of Shareholders. The Chairman of the Board shall fill any vacancy on the Committee. The Committee shall report to the Board.

All members of the Finance and Investment Committee shall have a working familiarity with basic finance and accounting practices.

III. Specific Authority and Responsibilities

General Oversight Authority. The Committee shall have authority to exercise the powers and authority of the Board in overseeing the Company's business plan including financial projections; expense budget; capital adequacy; investment policies, objectives and transactions; tax planning; and corporate insurance coverage.

Business Plan. The Committee shall review on an annual basis the business plan and financial projections. On the Committee's recommendation, management will present the business plan and financial projections to the Board of Directors for final approval on an annual basis. In addition, the Committee will receive periodic updates on the progress of key initiatives from the business plan including actual financial results compared to projections.

Expense Budget. The Committee shall review on an annual basis the expense budget for the next year. On the Committee's recommendation, management will present the expense budget to the Board of Directors for final approval. In addition, the Committee shall review actual expenses compared to budget on a regular basis.

Banking relationships. The Committee shall periodically review and consult with management regarding commercial banking relationships.

CEO Expense Budget and Expense Approval. The Committee shall review and approve on an annual basis the CEO's expense budget for the next year. Management shall process the CEO's expenses, completed in compliance with the Company's Employee Business Expense and Travel Policy, on a regular basis. The Committee will receive for ratification periodic expense reports from the CEO.

Capital Adequacy. The Committee shall periodically review and consult with management regarding the goals and objectives of the Company's capital adequacy

and strategies, including debt-to-capital targets; and make recommendations to management and/or the Board. The Committee will periodically review and consult with management regarding any significant investment banking or financial advisory engagements.

Tax Strategy. The Committee shall periodically review and consult with management regarding overall strategy for tax minimization, and will review and, if appropriate approve any significant, non-routine tax minimization transactions.

Corporate Insurance Coverage. The Committee shall review with management on an annual basis the overall strategy for corporate insurance coverage.

Investments and cash management. The Committee shall periodically review and consult with management regarding the Company's short- and long-term investment strategies, including but not limited to the Company's asset mix, selection of investment managers, and establishment, review, modification and adoption of investment guidelines to be followed by investment managers. In addition, the Committee shall periodically evaluate the performance of the investment portfolio and investment managers.

Merger and Acquisition Transactions. The Committee shall review and consult with management regarding potential or proposed merger, acquisition and investment transactions involving or affecting the Company and recommend proposed actions to the Board for approval.

External Advisors. In carrying out its duties and responsibilities under this Charter, the Committee shall have authority to obtain the advice and assistance of internal or external legal, financial and other advisors, subject to Board approval.

Annual Evaluation. The Committee shall regularly review and assess its performance in accordance with the Corporate Governance Guidelines.

IV. Meetings and Minutes

The Committee shall hold meetings in person or telephonically at such times and with such frequency as it deems necessary to carry out its duties and responsibilities under this Charter, but in no event less than four times a year. A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee. The Committee may also act by unanimous written consent in accordance with the terms of the Company's By-Laws.

Minutes of each Committee meeting and records of all other Committee actions shall be prepared by the Secretary of the Company or, if the Secretary is not present at the meeting, any person appointed by the Chairman of the Committee, and shall be retained with the permanent records of the Company. A copy of the Finance and Investment Committee meeting minutes shall be provided to the Board of Directors once approved.

The Chairman of the Committee shall report to the Board at the next regularly scheduled meeting of the Board the deliberations, actions and recommendations of the Committee after each Committee meeting.

The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

The Finance and Investment Committee's responsibilities and powers as delegated by the Board of Directors are set forth in this Charter. The Committee relies to a significant extent on the information and advice provided by management and independent advisors. Whenever the Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.