

MDADVANTAGE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Governance Committee is appointed by the Board to (1) develop and recommend to the Board the Corporate Governance Guidelines and the Code of Business Conduct and Ethics applicable to the Company; (2) review and oversee the development of the Company's Director orientation and continuing education programs; and (3) assist the Board in its annual review of the Board's performance.

II. COMMITTEE MEMBERSHIP

The Board of Directors on recommendation by the Chairman of the Board shall designate the members and the Chair of the Committee annually during the Board of Directors' organizational meeting held in connection with the annual meeting of shareholders. Each member shall serve until removed by the Board or until his or her successor shall be duly elected and qualified. The Committee shall report to the Board. The Chairman of the Board shall fill any vacancy of the Governance Committee. A majority of the members of the Committee shall constitute a quorum.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall review and reassess annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
2. The Committee shall review and reassess annually the adequacy of the Code of Business Conduct and Ethics of the Company and recommend any proposed changes to the Board for approval.
3. The Governance Committee shall receive annually from the Chairman of the Board the aggregate data from the Board and Committee evaluations.
4. The Governance Committee shall report annually to the Board with an assessment of Board and Committee performance.
5. The Committee shall approve any waiver to be granted under the Company's Code of Business Conduct and Ethics.
6. 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 once a year. The Committee may also act by unanimous written consent in accordance with the terms of the Company's By-Laws.
7. 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.

8. 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. A copy of Governance Committee meeting minutes shall be provided to the Board of Directors once approved.
9. The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.
10. Review and assess on an annual basis the performance of this Committee in accordance with the Corporate Governance Guidelines.
11. The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company, whom such member believes to be reliable and competent in the matters presented, and (ii) counsel or other persons as to matters which the member believes to be within the professional competence of such person. 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.