

**USA MOBILITY, INC.**

**AUDIT COMMITTEE OF THE BOARD OF DIRECTORS CHARTER**

**Purpose**

The Audit Committee's primary function is assisting the USA Mobility Board with its responsibility for overseeing the integrity of USA Mobility's financial statements, USA Mobility's compliance with legal and regulatory requirements, the qualifications and independence of the independent accountants and the performance of USA Mobility's internal audit department and independent accountants.

In carrying out this function, the Committee shall independently and objectively monitor the performance of USA Mobility's financial reporting processes and systems of internal controls; review and appraise the audit efforts of USA Mobility's independent accountants and internal audit group; provide for open, ongoing communications concerning USA Mobility's financial position and affairs between the Board and the independent accountants, USA Mobility's financial and senior management, and USA Mobility's internal audit department; review USA Mobility's policies and compliance procedures regarding ethics; prepare the Audit Committee Report for the annual proxy statement; and report regularly to the Board regarding the execution of its duties.

**Membership**

The Committee shall be composed of three or more directors as determined by the Board. The duties and responsibilities of a Committee member are in addition to those required of a director. Each Committee member shall be an independent director as determined in accordance with the Corporation's Bylaws and as defined by all applicable laws and regulations. All members of the Committee shall be "financially literate" and the Committee will have at least one member qualified as an "audit committee financial expert," both as defined by applicable regulations.

**Meetings**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter and approximately six times annually. Periodically, it shall meet in executive sessions with management, the head of Internal Audit, the independent accountants, and other USA Mobility management members. Annually, it shall meet at its discretion with representatives of USA Mobility's major subsidiaries regarding their systems of internal control, results of audits, and integrity of financial reporting. The Committee shall periodically meet in executive session absent USA Mobility management.

The Committee shall maintain independence both in establishing its agenda and directly accessing management of USA Mobility and its subsidiaries. Annually, the Committee will reassess the adequacy of this charter, evaluate its performance, and report these and other actions to the Board of Directors with any recommendations.

## **Responsibilities and Duties**

Financial management is responsible for preparing financial statements and related disclosures and communications; the Committee's primary responsibility is oversight. To carry out this responsibility, the Committee shall undertake the following common recurring activities:

### **Financial Statements**

Discuss with management and the independent accountants the annual audited financial statements and quarterly financial statements prior to filing and/or distribution to stockholders including Management's Discussion and Analysis of Financial Condition and Results of Operations, USA Mobility's earnings announcements as well as financial information and earnings guidance provided to analysts and rating agencies, and the results of the independent accountants' reviews; these discussions may be general, covering types of information to be disclosed and the type of presentation to be made, and need not take place in advance. The Committee may be represented by the Chair or a subcommittee to review earnings announcements.

- Review critical accounting policies, financial reporting and accounting standards and principles (including significant changes to those principles or their application), and key accounting decisions and judgments affecting the Corporation's financial statements. The review shall include the rationale for such choices and possible alternative accounting and reporting treatments.
- Review the effect of regulatory initiatives and unusual or infrequently occurring transactions, as well as off-balance sheet structures, on the financial statements.
- Review with the independent accountants difficulties in performing the audit or disagreements with management.
- Review USA Mobility's financial reporting processes, including the systems of internal control, and the independent accountants' audit of USA Mobility's internal controls.
- Discuss with the independent accountants the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit.
- Review any disclosure of significant deficiencies in the design or operation of internal controls and any special audit steps adopted.

### **Independent Accountants**

- Select, evaluate, and, if appropriate, terminate or replace the independent accountants. (The Committee's selection shall be annually submitted to the Board for approval and, at the Board's discretion, to the stockholders for ratification.) The independent accountants are accountable to the Committee. The Committee shall approve the audit engagement and pre-approve any other services to be provided by the independent accountants.

- Annually review reports by the independent accountants describing: their internal quality control procedures; any material issues raised by the most recent internal quality control review, peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and all relationships between the independent accountants and USA Mobility.
- Ensure that rotation of the independent accountants' audit partners satisfies regulatory requirements, and set policies about hiring current or former employees of the independent accountants.
- Review and discuss with the independent accountants the annual statement required by the Independence Standards Board (ISB) Standard No. 1.
- Review and discuss the scope and plan of the independent audit.

### **Internal Audit**

- Review the performance of the internal audit department including the objectivity and authority of its reporting obligations, the proposed audit plans for the coming year, and the results of internal audits. Review and concur in the appointment and dismissal of the internal auditor.

### **Legal, Compliance, and Risk Management**

- Establish procedures for reviewing and handling complaints or concerns received by USA Mobility regarding accounting, internal accounting controls, or auditing matters, including enabling employees to submit concerns confidentially and anonymously, and review management's disclosure of any frauds that involve management or other employees who have a significant role in internal control.
- Review procedures and compliance processes pertaining to corporate ethics and standards of business conduct as embodied in USA Mobility's policy.
- Review policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the internal auditors or the independent accountants.
- Review and discuss any reports received from attorneys with respect to securities law violations and/or breaches of fiduciary duties which were reported to the General Counsel or the Chief Executive Officer and not resolved to the satisfaction of the reporting attorney.
- Discuss policies with respect to risk assessment and risk management, including USA Mobility's major financial and accounting risk exposures and the steps undertaken to control them.

The Committee may diverge from this list as appropriate if circumstances or regulatory requirements change. In addition to these activities, the Committee will perform such other functions as necessary or appropriate under law, stock exchange rules, USA Mobility's certificate of incorporation, and Bylaws, and the resolutions and other directives of the Board. The Committee may obtain, and is entitled to rely on, advice, assistance, and investigative support from outside legal, accounting, or other advisors as it deems appropriate to perform its duties, and USA Mobility shall provide appropriate funding, as determined by the Committee, for any such advisers.

Notwithstanding the responsibilities and powers of the Committee set forth in this charter, the Committee does not have the responsibility of planning or conducting audits of USA Mobility's financial statements or determining whether they are complete, accurate and in accordance with GAAP. Such responsibilities are the duty of management and the independent auditor. In addition it is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations.

Adopted on November 16, 2004