



Audit Committee Charter

I. Purpose and Organization

The purpose of the Audit Committee of the Board of Directors is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to: (i) the integrity of the Corporation's financial statements, (ii) the Corporation's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence, and (iv) the performance of the Corporation's internal audit function and independent auditors. The Committee also must prepare the report that is required to be included in the annual proxy statement pursuant to the rules of the Securities and Exchange Commission.

The Committee shall consist of three or more directors each of whom the Board has determined has no material relationship with the Corporation and each of whom is otherwise "independent" under the rules of the New York Stock Exchange. The Board also shall determine that each member is financially literate, and that at least one member has accounting or related financial management expertise. No director may serve as a member of the Committee if such director serves on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.

Members and the Chairperson shall be appointed by the Board for such term as the Board may determine, and shall serve at the pleasure of the Board.

The Committee shall meet at least once every fiscal quarter. The Committee periodically should meet separately with management, the manager of the internal audit department and the independent auditors to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately. The Committee may request any officer or employee of the Corporation, or any outside counsel or independent auditors of the Corporation to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Each year the Committee shall establish a schedule of meetings; additional meetings may be scheduled as required.

A quorum at any Committee meeting shall be at least two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record, shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.

Limitations on Committee's Role

It is not the duty of the Committee to prepare financial statements or disclosures, perform audits or determine the appropriate level of the Corporation's exposure to financial and other risks. The Committee's members are not auditors and do not certify the Corporation's financial statements. These tasks are performed by management, the internal auditors or the independent auditors of the Corporation, as appropriate.

II. Committee Duties and Responsibilities

The Committee shall have the following duties and responsibilities and such other duties and responsibilities as may be assigned to the Committee from time to time by the Board. Except as otherwise noted, the Committee will determine the frequency with which it will perform the following enumerated duties and responsibilities as necessary to discharge its function.

A. With respect to the independent auditors

1. Shall be directly responsible for the appointment, compensation, retention and oversight of the work of any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation (subject, if applicable, to shareholder ratification). Each such accounting firm

shall report directly to the Committee.

2. Shall pre-approve the audit services and non-audit services to be provided by the Corporation's independent auditor before the auditor is engaged to render such services or pursuant to pre-approval policies and procedures established by the Committee. The Committee may delegate its authority to pre-approve services to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next Committee meeting.
3. Review and approve the scope and senior staffing of the independent auditor's annual audit plan(s).
4. Evaluate the independent auditor's qualifications, performance and independence, and present its conclusions with respect to the independent auditor to the full Board on at least an annual basis. As part of such evaluation, at least annually, the Committee shall take the actions listed in 5 to 9 below.
5. Review and discuss with the independent auditors all relationships the independent auditors have with the Corporation in order to evaluate the auditor's independence. The Committee shall: (i) ensure that the independent auditors submit to the Committee on an annual basis a written statement (consistent with Independent Standards Board Standards No. 1) delineating all relationships and services that may impact the objectivity and independence of the independent auditors; (ii) discuss with the independent auditors any disclosed relationship or services that may impact the objectivity and independence of the independent auditors; and (iii) satisfy itself as to the independence of the independent auditors.
6. Review the qualifications, performance and independence of the lead audit partner and other senior members of the audit engagement team of the independent auditors.
7. Discuss with management the timing and process for implementing the rotation of the lead audit partner and the reviewing partner, and consider whether in order to assure continuing auditor independence (i) the audit engagement team partners should be rotated more frequently than is required by law or (ii) the independent auditor should be rotated.
8. Obtain and review a report from the independent auditors describing (i) the independent auditors' internal quality control procedures, (ii) any material issues raised by the most recent internal quality control or peer review of the independent auditors, (iii) any material issues raised 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 independent auditors, (iv) any steps taken to deal with any such issues, and (v) assuring that Section 10A of the Securities Exchange Act of 1934 has not been implicated.
9. Obtain the opinion of management and the internal auditors as to the performance of the independent auditors.
10. Establish hiring policies for employees or former employees of the independent auditors.

B. With respect to financial reporting

11. Review and discuss with management, independent auditors and internal auditors the annual audited financial statements and quarterly financial statements, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
12. Discuss with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, as modified or supplemented.
13. Discuss with the independent auditors (i) any significant matters arising from any audit, (ii) any difficulties encountered by the independent auditors in the course of the audit, (iii) any restrictions on their activities or access to requested information, (iv) any significant disagreements with management, and (v) management's response to each.
14. Review and discuss with the independent auditors their report of audit, the accompanying management letter, if any, and management's responses thereto.
15. Review any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles.
16. Review any major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies.

17. Review analyses prepared by management or independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
18. Review the critical accounting policies and practices of the Corporation.
19. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation.
20. Discuss with the independent auditors their judgments about the quality, appropriateness and acceptability of the Corporation's accounting principles and financial disclosure practices, as well as the completeness and accuracy of the Corporation's financial statements.
21. Recommend to the Corporation's Board of Directors whether the audited financial statements should be included in the Corporation's Annual Report on Form 10-K to be filed with the Securities and Exchange Commission.
22. Prepare any report or other disclosures required by the rules of the Securities and Exchange Commission to be included in the Corporation's annual proxy statement and any other Committee report required by applicable securities laws or stock exchange requirements.
23. Review, in conjunction with the management, the Corporation's policies generally with respect to its earnings press releases and with respect to financial information and earnings guidance provided to analysts and rating agencies, including in each case the types of financial information to be disclosed and presentations to be made.
24. Review related-party transactions for financial disclosure purposes.
25. Review funding status and potential liabilities regarding the Corporation's employee benefit plan to ensure the adequacy of the Corporation's financial reporting.
26. Review the Corporation's guidelines and policies that govern the process by which the Corporation goes about assessing and managing its exposure to financial risks, including discussing with management, internal auditors and the independent auditor their assessment of the Corporation's major financial risk exposures and the steps that have been taken to monitor and control such exposures.
27. Review with management the Corporation's disclosure controls and procedures, and quarterly review management's conclusions about the efficacy of such disclosure controls and procedures, including any significant deficiencies in, or material non-compliance with, such controls and procedures.
28. In connection with its oversight responsibilities, the Committee shall be directly responsible for the resolution of disagreements between management and any auditor regarding the Company's financial reporting.

C. With respect to the internal auditing function and internal controls

29. Consult with management, the internal auditors and the independent auditors regarding (i) the adequacy of the Corporation's internal accounting controls, (ii) management's program to assess the adequacy of the Corporation's internal accounting controls, (iii) the independent auditors program to examine and assess management's assessment and report on internal controls over financial reporting, (iv) the performance of the Corporation's internal audit department, and (v) the responsibilities, budget and staffing needs of the internal auditing department.
30. Review management's report on internal controls for financial reporting and the independent auditor's opinion regarding that report and management's assessment.
31. At least annually, review the performance of the senior members of the internal auditing department, and approve the retention or replacement of the head of such department.
32. At least annually, review and approve the planned scope of the Corporation's internal audit examinations and assessments and review the results of such examinations and assessments.

D. Other

33. Review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.
34. Review any significant legal, compliance or regulatory matters that may have a material effect on the Corporation's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies.
35. Consult with management, the internal auditors and the independent auditors regarding the procedures to insure compliance with laws and regulations to which the Corporation is subject.
36. Oversee compliance with the Corporation's Code of Conduct and approve any waiver of the Code of Conduct for directors or executive officers.
37. As appropriate, review and direct the investigation of possible violations of law and of the Corporation's Code of Conduct, retain outside counsel and other experts to assist in such investigations and direct that appropriate remedial steps are taken if such violations are detected.
38. Report the activities of the Committee to the Board of Directors on a regular basis and review issues with the Board as the Committee deems appropriate.
39. Prepare and review with the Board an annual performance evaluation of the Committee in a manner consistent with the directions of the Corporate Governance Committee.
40. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and (ii) confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
41. Take any action necessary to fulfill its duties and responsibilities as a Qualified Legal Compliance Committee pursuant to Part 205 to Title 17, Chapter II of the Federal Code of Regulations, including each of the following.
 - Adopt written procedures for the confidential receipt, retention, and consideration of any report of evidence of a material violation under Part 205.
 - Inform the Corporation's General Counsel and Chief Executive Officer (or the equivalents thereof) of any report of evidence of a material violation (except in the circumstances described in Part 205.3(b)(4)).
 - Make determinations whether an investigation is necessary regarding any report of evidence of a material violation by the issuer, its officers, directors, employees or agents and, if it determines an investigation is necessary or appropriate, to:
 - a. Notify the full Board of Directors;
 - b. Initiate an investigation, which may be conducted either by the General Counsel or by outside attorneys; and
 - c. Retain such additional expert personnel as the Committee deems necessary.
 - At the conclusion of any such investigation, to:
 - a. Recommend that the Corporation implement an appropriate response to evidence of a material violation; and
 - b. Inform the General Counsel and the Chief Executive Officer (or the equivalents thereof) and the Board of Directors of the results of any such investigation and the appropriate remedial measures to be adopted.
 - Take all other appropriate action, including the authority to notify the Commission in the event that the Corporation fails in any material respect to implement an appropriate response that the Committee has recommended.

III. Delegation to Subcommittee

The Committee may delegate a portion of its duties and responsibilities to a subcommittee of the Committee.

IV. Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts as it deems appropriate, without seeking approval of the Board or management.