

Date: February 2004

A.T. CROSS COMPANY

Audit Committee Charter

The Audit Committee (the "Committee") of the Board of Directors ("Board") shall be comprised of three or more directors of the A.T. Cross Company (the "Company") as determined by the Board, each of whom shall be independent except as may be permitted under Section 121A of the American Stock Exchange ("AMEX") Company Guide. The members of the Committee shall be appointed annually at the Board meeting held in April of each year. Independent Directors are defined as set forth in Rule 10A-3(b)(1) of the Securities Exchange Act of 1934 and Section 121A of the AMEX Company Guide. All members of the Audit Committee will meet the competency requirements regarding reading and understanding financial statements set forth in the AMEX Company Guide Section 121B(2)(a) and at least one member of the Audit Committee will be "financially sophisticated" as defined in AMEX Company Guide Section 121B(2)(a). At least one member of the Audit Committee will also meet the "audit committee financial expert" definition of Item 401 (h)(2) of the Securities Exchange Commission's Regulation S-K.

The Committee shall assist the Board in fulfilling its oversight responsibilities relating to the review of audit functions, including the accounting and financial reporting practices and procedures of the Company, the adequacy of information technology used to support internal financial systems, the quality and integrity of the Company's financial statements, relations with independent auditors and oversight of business ethics.

It is the primary responsibility of management to ensure that overall controls are adequate to meet operating, financial and compliance objectives. It is the primary responsibility of management and the independent auditors to plan and conduct audits to determine that the Company's financial statements are free from material misstatement in accordance with *U.S. Generally Accepted Accounting Principles*.

The Committee may undertake any tasks it sees fit and will also undertake any specific tasks assigned to it by the Board and conduct such reviews as it deems necessary.

The Committee will be directly responsible for the appointment, compensation, retention, oversight, and if necessary, termination, of the Company's independent auditors.

The Committee shall have access to all information related to the Company.

The Committee shall be empowered, at the Company's expense, to retain special counsel or other experts to assist in the accomplishment of its duties and responsibilities.

The Committee shall meet at least quarterly with additional meetings as necessary. At the request of the Committee, the Chief Financial Officer (or any other members of management, if needed) shall attend meetings of the Committee. The Committee shall, during its regularly scheduled meetings, meet separately from management with the independent auditors and the Manager, Internal Audit of the Company. The independent auditors, the Chief Financial Officer and the Manager, Internal Audit shall, at all times, have access to the Committee. The Committee, in turn, shall, at all times, have access to the independent auditors, the Chief Financial Officer and the Manager, Internal Audit.

The Committee will receive from the Company's independent auditors periodic reports on 1) all critical accounting policies used by the Company, 2) all alternative accounting treatments of financial information within generally accepted accounting principles that have been discussed with management and the treatment preferred by the independent auditors, and 3) other material written communications between the independent auditors and Company's management.

The Committee will receive annual and quarterly reports from management regarding any significant deficiencies in internal controls and any fraud involving management or other employees with a significant role in internal controls.

The Committee will establish procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Committee will review and oversee all related party transactions.

The Committee shall approve all hiring and firing decisions made with respect to the position of the Manager, Internal Audit.

The Committee will review and reassess the adequacy of the Charter on an annual basis. The Board shall approve this charter and any subsequent modifications.

THE COMMITTEE SHALL REVIEW, APPRAISE, AND REPORT TO THE BOARD, IF APPLICABLE, AFTER EACH AUDIT COMMITTEE MEETING AND OTHER TIMES WHEN APPROPRIATE ON THE FOLLOWING MATTERS:

1. The selection of independent auditors to be retained by the Company, their independence and whether to retain such auditors for each future fiscal year after consultation with appropriate management of the Company. The Committee shall review, at least annually, a formal written statement delineating all relationships between the independent auditors and the Company, consistent with Independence Standards Board Standard 1. The Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the

independent auditor. The Committee shall take, or shall recommend to the Board of Directors to take, appropriate action to oversee the independence of the independent auditors.

2. The fees to be paid to the independent auditors of the Company on an annual basis.
3. The non-auditing and non-tax services to be performed by and associated fees of the independent auditors of the Company. The Committee, through its Chairman, must give prior approval to all non-audit and non-tax services provided by the independent auditor and sign all engagement letters. The Committee will consider both the nature and related fees of the non-audit and non-tax services in making its determination.
4. With respect to the systems of internal accounting control, including Electronic Data Processing (“EDP”) controls, throughout the Company, (i) the adequacy, quality and security thereof after consultation with appropriate management of the Company, Manager, Internal Audit and the independent auditors, (ii) management’s performance in maintaining and improving these systems, and (iii) recommendations and findings made by the independent auditors and Manager, Internal Audit of the Company relative to improvements to these systems.
5. The planned scope of the audit work to be undertaken each year by the Company’s Manager, Internal Audit as well as the audit reports, findings and recommendations of the Manager, Internal Audit.
6. Prior to the commencement thereof, the planned scope of the annual examination to be undertaken by the independent auditors of the Company.
7. Following the inquiry of management and the independent auditors, significant accounting issues (including accounting for goodwill and other intangible assets), changes and prospective changes in significant accounting policies (including the effect of each such change on the overall financial statements of the Company), and whether “material” items exist that are not accounted for in accordance with *U.S. Generally Accepted Accounting Principles*. Management shall consult with the Committee or its Chairman when seeking a second opinion on a significant accounting issue.
8. Significant issues raised by in-house or outside counsel, after discussing the same with management and the independent auditors. The Committee will conclude on its understanding of the basis for inclusion or exclusion of such matters in the financial statements.
9. The “open years” on federal income tax returns, whether there are any significant items that have been or might be disputed by the IRS, and the status of the related tax reserves.
10. The draft annual financial statements (including footnotes thereto) and related financial material and the independent auditors’ reports, to be included in the Company’s Annual Report to Shareholders and Form 10-K prior to presentation to the Board. The Company’s

Form 10-Q prior to its filing or prior to the release of earnings, including a discussion with the independent auditors of the matters required to be discussed by SAS No. 61.

11. Any management letters or other recommendations from the Company's auditors.

Approved and adopted by the Board of Directors on February 11, 2004.