

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF
AFFILIATED COMPUTER SERVICES, INC.
(the “Corporation”)**

AS REVISED AND ADOPTED ON SEPTEMBER 11, 2003

I. PURPOSE

The primary functions of the Audit Committee (the “Committee”) are to:

- (A) assist board oversight by reviewing (1) the financial reports and other financial information provided by the Corporation to any governmental body or the public, including but not limited to, the integrity of the Corporation’s financial statements and the Corporation’s compliance with legal and regulatory requirements, (2) the Corporation’s system of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established, (3) the Corporation’s auditing, accounting and financial reporting processes, including, but not limited to, the independent accountant’s qualifications and independence and the performance of the Corporation’s internal audit function and independent accountants; and
- (B) prepare the report, required by the proxy rules of the Securities and Exchange Commission (“SEC”), to be included in the Corporation’s annual proxy statement, or, if the Corporation does not file a proxy statement, in the Corporation’s annual report filed on Form 10-K with the SEC.

Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Corporation’s policies, procedures and practices at all levels. The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

II. COMPOSITION

The Committee shall be comprised of at least three (3) directors as determined by the Board, each of whom shall be independent directors. The independence of a director will be determined in accordance with the applicable requirements of the New York Stock Exchange, including, but not limited to Section 303 A (6) of the New York Stock Exchange Listed Company Manual, (or other exchange on which shares of the Corporation may be listed) and the requirements of the SEC. The Board, in the exercise of its business judgment, shall determine that (A) all members of the Committee are financially literate and (B) at least one member of the Committee shall be a financial expert (as defined in SEC Regulation S-K, item 401 (e), and any amendment thereof). Committee members may enhance their familiarity with finance and accounting by participating in education programs conducted by the Corporation or an outside consultant. No Committee member may simultaneously serve on the audit committee of more than two other public companies.

The members of the Committee shall be elected by the Board at the annual meeting of the Board or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall hold a regularly scheduled meeting during each fiscal quarter and shall also meet each quarter to review the Corporation's financials consistent with Section IV and approve the quarterly or annual, as applicable, earnings release and, to review and discuss with management the certification process undertaken in connection with the applicable '34 Act Reports. In addition, the Committee shall also hold special meetings as circumstances dictate. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. As part of its job to foster open communication, the Committee should meet at least annually with management, the director of Risk Advisory Services (the Corporation's internal audit department) and the independent accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. The presence of the Chair of the Committee and one other member of the Committee will constitute a quorum. A majority of the Committee members present at any Committee meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent. The Chair of the Committee shall designate a person, who need not be a member, to act as secretary, and minutes of the Committee's proceedings shall be kept in minute books provided for that purpose.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Committee shall:

Reporting/Report Review

1. Report regularly to the Board of Directors with respect to the quality and integrity of the Corporation's financial statements, the Corporation's compliance with legal and regulatory requirements, the performance and independence of the Corporation's independent accountants, and the performance of Risk Advisory Services.
2. Discuss with management and the independent public accountants the annual audited financial statements, quarterly financial statements, and reported earnings prior to the release thereof to the public and earnings guidance provided to analysts and ratings agencies, including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".
3. Review the Corporation's other reports or other financial information submitted to any government body, or the public, including any certification, report, opinion, or review rendered by the independent accountants. This review is to encompass significant transactions not a normal part of the Corporation's operations; changes, if any, during the year in the Corporation's accounting principles operations; changes, if any, during the year in the Corporation's accounting principles or their application and significant adjustments proposed by the independent public accountants.

Independent Accountants

4. Appoint, retain, compensate, and terminate the independent accountants considering independence and effectiveness, and approve the fees and other compensation to be paid to the independent accountants. Independent accountants includes any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audits, reviews or at least services as part of reports filed with the SEC. Each such independent accountant shall report directly to the Committee
5. Evaluate the independent accountant's qualifications, performance and independence, including a review and evaluation of the lead partner, assessing whether there is a rotation of the lead audit partner as required by law. The Company will rotate from its current auditors to new auditors within the next five years and thereafter auditors will be rotated every ten years, at minimum, subject to the Audit Committee's evaluation of circumstances at the time and any determination by the Audit Committee that such rotation would not be in the best interests of the Company and its stockholders.
6. Approve all non-audit engagements to be performed by the independent accountants prior to commencement of services, but the Committee may delegate authority to the Committee Chairman to approve such non-audit engagement, with such approval to be ratified by the full Committee at its next regularly scheduled meeting.
7. Discuss with the independent public accountants the quality of the Corporation's financial and accounting personnel and any relevant recommendations that the independent public accountants may have, including a consideration of the improvement of internal financial controls and a review of accounting policies and management reporting systems.
8. At least on an annual basis, obtain and review a report by the independent accountants describing:
 - (a) the firm's internal quality-control review;
 - (b) any material issues raised by the most recent internal quality-control review, or peer reviews, of the firm, 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
 - (c) all significant relationships the accountants have with the Corporation to determine the accounts' independence.
9. Review written responses of management to the comments and recommendations of the independent public accountants, as applicable.
10. Periodically meet separately with the independent accountants, and management to discuss internal controls, fullness and accuracy of the organization's financial statements, and any such other accounting and auditing matters as the Committee deems necessary.

11. Review with the independent accountants any audit problems or difficulties and management's response thereto.
12. Set clear hiring policies in accordance with rules promulgated by the SEC, for employees and former employees of the independent accountants.
13. In consultation with the independent accountants, review the integrity of the organization's financial reporting processes, both internal and external.
14. Inquire as to the independent accountants regarding accounting policies and alternatives to those policies views and consider the independent accountants' judgments about whether management's choices of accounting policies are conservative, moderate, or aggressive from the perspective of income, asset, and liability recognition, and whether those policies are common practices or are minority practices.
15. Consider, in consultation with the independent accountant's and management, the audit scope and plan of the independent accountants.
16. Review any significant disagreement, disputes or difficulties among management and the independent accountants in connection with the preparation of the financial statements and other matters related to the conduct of the audit, which are to be communicated to the Committee under Generally Accepted Auditing Standards.
17. Review with the independent accountants and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.)

Internal Audit (Risk Advisory Services)

18. Periodically meet separately Risk Advisory Services and management to discuss internal controls, fullness and accuracy of the organization's financial statements, and any such other operational, accounting and auditing matters as the Committee deems necessary.
19. Review the regular internal reports to management prepared by the Risk Advisory Services department and management's response thereto.
20. In consultation with the Risk Advisory Services, review the integrity of the organization's financial internal reporting processes.
21. Consider, in consultation with the independent accountant's and management, the audit scope and plan of the Risk Advisory Services.
22. Review any significant disagreement, disputes or difficulties among management and Risk Advisory Services in connection with the preparation of the financial statements and other matters related to the conduct of any internal audit.
23. Review with Risk Advisory Services and management the extent to which changes or improvements in financial, operational or accounting practices, as approved by the

Committee, have been implemented. (This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.)

24. Review activities, organizational structure, and qualifications of Risk Advisory Services.

Financial Reporting Process

25. Consider and approve, if appropriate, major changes to the Corporation's auditing and accounting principles and practices, as suggested by the independent accountants, management, or Risk Advisory Services.
26. Determine, as regards new acquisitions, dispositions, other transactions or events, the independent accountants' reasoning for the appropriateness of the accounting principles and disclosures practices adopted by management.
27. Discuss guidelines and policies to govern the process by which risk assessment and risk management is undertaken. Discuss the Corporation's major financial risk exposure and steps management has taken to monitor and control such exposures.

Ethical and Legal Compliance

28. Establish procedures for the receipt, retention and treatment of complaints from the Corporation's employees on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submission of concerns regarding questionable accounting or auditing matters.
29. Engage such outside legal, accounting or other advisors to provide such advice and assistance as the Committee deems necessary to carry out its duties, with the Corporation to provide funding, as determined by the Committee, for such outside legal, accounting and other advisors and for any administration expenses of the Committee.
30. Establish, review and update periodically a Code of Ethical Business Conduct and ensure that management has established a system to enforce this Code.
31. Review management's monitoring of the Corporation's compliance with the organization's Code of Ethical Business Conduct, and ensure that management has the proper review system in place to ensure that Corporation's financial statements, reports and other financial information disseminated to governmental organizations and the public satisfy legal requirements.
32. Consider and recommend to the Board of Directors for approval a Code of Ethics for Senior Financial Officers of the Company.
33. Periodically review the Company's Code of Ethical Business Conduct and Ethics and Code of Ethics for Senior Financial Officers and recommend any proposed changes to the Board of Directors for approval.
34. Receive, retain and determine treatment of material violation of a federal or state securities law, a material breach of fiduciary duty arising under federal or state law, or a

similar material violation of any federal or state law that is reported to the Committee by an attorney because the attorney reasonably believes that it would be futile to report such material violation to the General Counsel or Chief Executive Officer or the attorney reasonably believes that the response of the General Counsel or Chief Executive Officer to his report of such material violation was not appropriate or not timely.

35. Review, with the organization's counsel, legal SEC compliance matters including corporate securities trading policies.

Safeguards and Security

36. Receive reports and monitor projects of the Safeguards and Security Committee.

Administrative

36. Recommend to the Board any appropriate extension or changes in the duties of the Committee.
37. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
38. Perform any other activities, duties or responsibilities consistent with this Charter, the Corporation's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.
39. Perform a review and evaluation, at least annually, of the performance of the Committee and its members.
40. Maintain minutes or other records of meetings and activities of the Committee.
41. Review and update this Charter as conditions dictate.