

**AMENDED AND RESTATED CHARTER OF THE AUDIT COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
ENTERASYS NETWORKS, INC. (THE “COMPANY”)**

I. Purpose. The purpose of the Audit Committee (the “Committee”) shall be to (i) assist the Board of Directors (the “Board”) in its oversight of (a) the integrity of the Company’s financial statements, (b) the Company’s compliance with legal and regulatory requirements, (c) the independent audit firm’s qualifications and independence, (d) the review and audit of the Company’s financial statements by an independent audit firm, and (e) the performance of the Company’s internal audit function and independent audit firm; and (ii) prepare the annual report of the Committee for inclusion in the Company’s proxy statement, as required by the rules and regulations of the Securities and Exchange Commission (the “SEC”).

II. Organization and Governance. The Committee shall consist of not less than three members, each of whom shall (i) satisfy the independence and experience requirements of the Sarbanes-Oxley Act of 2002, the SEC and the New York Stock Exchange (“NYSE”), as such requirements are interpreted by the Board in its business judgment, (ii) shall be versed in reading and understanding financial statements, (iii) be recommended by the Corporate Governance, Ethics and Nominating Committee of the Board for appointment to the Committee and (iv) not serve on more than three audit committees of public companies. At least one member of the Committee shall satisfy the definition of “financial expert” as set forth in Regulation S-K promulgated under the Securities Exchange Act of 1934 (the “Exchange Act”). In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members will be nominated by the Corporate Governance, Ethics and Nominating Committee and will be appointed and removed by the Board;
- Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least forty-eight hours prior to the meeting;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing;
- The Committee may delegate its authority to a subcommittee; and
- The Committee may establish such other procedures to govern its operation as it determines are appropriate.

III. Powers. The Committee has direct and sole responsibility for the appointment, retention, compensation, evaluation and termination, if necessary, of the independent audit firm. The Committee is directly responsible for the oversight of the independent audit firm, including the resolution of disagreements between management and the independent audit firm and pre-approval of all audit and permitted non-audit services. The Committee has the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee has the authority to engage and retain separate legal, accounting or other experts that it determines to be necessary to carry out its duties, at the Company's expense, to provide advice and counsel to the Committee. It also has authority to determine compensation for such advisors, as well as for the independent audit function.

IV. Duties and Responsibilities. The Committee shall assist the Board in fulfilling its oversight responsibilities through the following:

a. Generally:

- The function of the Committee is oversight. While the Committee has the responsibilities set forth in this charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete, accurate and in accordance with Generally Accepted Accounting Principles ("GAAP") or to assure compliance with laws, regulations, or any internal rules or policies of the Company. This is the responsibility of management and the independent audit firm. The independent audit firm shall report directly to the Committee. Each member of the Committee shall be entitled to rely on (i) the integrity, expertise and knowledge of those persons and organizations within and outside the Company from whom it receives information and (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary, which shall be promptly reported to the Board.

b. Meetings:

- The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate and shall keep minutes of its meetings.
- The Committee shall meet separately, at least quarterly, with each of management, the internal auditor and the independent audit firm to discuss any matters that the Committee or any of these persons or firms believe should be discussed privately.
- The Committee shall regularly report to the Board, including reviewing with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's internal audit firm, or the performance of the internal audit function.

c. Oversight of Independent Auditor:

- Pre-approve all auditing services, including comfort letters and statutory audits, and all permitted non-audit services provided by the independent audit firm to the Company.
- Annually evaluate and present conclusions to the Board on the independence, performance, selection of, and if necessary, the replacement or rotation of, the independent audit firm, including the lead partner of the independent audit firm.
- At least annually, receive formal written statements from the independent audit firm regarding its independence, including a delineation of all relationships between the firm and the Company and the matters set forth in Independence Standards Board Standard No. 1; discuss with the independent audit firm any disclosed relationships or services that may impact the objectivity and independence of the firm; and if appropriate, recommend that the Board take appropriate action to satisfy itself of the independence of the independent audit firm.
- At least annually, receive and review a formal written report from the independent audit firm detailing (i) the firm's internal quality control procedures; (ii) any material issues raised by the firm's internal quality control review, peer review or any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to one or more independent audits carried out by the independent audit firm and any steps taken by the independent audit firm to deal with any such issues and (iii) (to assess independence) all relationships between the independent audit firm and the Company.
- At least annually, review and assess the Committee's performance and the adequacy of this charter and submit a performance evaluation and any recommendations to improve the performance of the Committee or to revise this charter to the Board for approval.
- Review with the independent auditor any audit problems or difficulties and management's responses to audit inquiries.
- Adopt policies for ensuring the independence of the independent audit firm, which policies shall require the replacement of the audit partner of the independent audit firm not less than once every five (5) years as shall be determined by the Committee.
- Adopt policies for hiring of employees and former employees of the independent audit firm.

c. Oversight of Internal Auditor:

- Annually review and discuss the internal audit plan for the fiscal year, including the adequacy of staffing and compensation. The internal audit plan shall include assessment of the internal controls environment and revenue recognition and accounting practices to assist the internal auditor in determining whether appropriate financial reporting procedures are in place and being followed by the Company's employees. The internal audit plan shall be prepared, and presented to the Committee, by the internal auditor.
- Review with the internal auditor the internal auditor's written report, which shall describe the internal audit's findings, opinion and recommendations, if any, for each internal audit performed, and management's response.

d. Oversight of Financial Reporting and Internal Controls:

- At least annually, review and discuss with management and the independent audit firm:
 - major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles;
 - all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent audit firm;
 - the adequacy of the Company's internal and disclosure controls, including any special audit steps proposed or taken in light of material control deficiencies;
 - analyses prepared by management and/or the independent audit firm 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 applications of GAAP on the financial statements;
 - the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements;
 - the Company's revenue recognition policy and all other critical accounting policies and practices employed by the Company; and
 - other material written communications between the independent audit firm and management, such as any management letter or schedule of unadjusted differences.
- Review and discuss with management the types of information and the type of presentation of such information to be included in earnings press releases (with particular emphasis on "pro forma" or "adjusted" non-GAAP information) as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
- Review and discuss with management and the independent audit firm prior to filing the Company's Quarterly Report on Form 10-Q:

- the results of the quarterly review and any other matters required to be communicated to the Committee by the independent audit firm under Generally Accepted Auditing Standards; and
 - the interim financial statements and related Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”);
 - Review and discuss with management and the independent audit firm prior to filing the Company’s Annual Report on Form 10-K:
 - the results of the annual audit and any other matters required to be communicated to the Committee by the independent audit firm under Generally Accepted Auditing Standards;
 - the independent audit firm the firm’s judgments about the quality of accounting principles, the reasonableness of significant judgments, including a description of any transaction as to which management obtained a Statement on Auditing Standards No. 50 letter;
 - the financial statements and related MD&A, including the clarity of disclosures within the financial statements and MD&A.
 - In connection with each periodic report of the Company, (i) review the certifications required to be filed pursuant to Section 302 and 906 of the Sarbanes-Oxley Act and (ii) review and discuss the evaluation of the effectiveness of the Company’s disclosure controls and procedures and the assessment of internal controls by the Chief Executive Officer and Chief Financial Officer, including any disclosures with respect to deficiencies and material weaknesses in the design or operation of disclosure and internal controls and any fraud that involves management or other employees who have a significant role in the Company’s internal controls.
 - At least annually, discuss with the independent audit firm the matters required to be communicated to audit committees in accordance with Statement on Auditing Standards No. 61.
- e. SEC Report:
- Prepare the annual report of the Committee for inclusion in the Company’s annual proxy statement, in accordance with applicable SEC rules and regulations.

f. Code of Conduct:

- Periodically review the Company's Code of Conduct and the results of management's monitoring of employee compliance with the Code of Conduct.
- Review policies and procedures with respect to transactions between the Company and officers, directors and affiliates of officers and directors, and review and investigate any matters pertaining to the integrity of management, including conflicts of interest and adherence to the Company's Code of Conduct.
- Establish a system by which employees, on a confidential, anonymous basis, and other interested parties, can provide information to the Audit Committee, or its designee, concerning questionable accounting and auditing matters, and establish and review procedures for the receipt, retention and treatment of complaints received from Company employees, and other interested parties, regarding accounting, internal accounting controls or auditing matters.

g. Other Responsibilities:

- Review and discuss the Company's policies relating to risk assessment and risk management, including guidelines to govern the process by which risk assessment and management is governed.
- Periodically review material pending legal proceedings involving the Company and other contingent liabilities.
- Perform any other activities consistent with this charter, the Company's by-laws and applicable governing law or regulation as the Board or the Committee shall deem appropriate, including holding meetings with the Company's investment bankers and financial analysts.