

**John H. Harland Company
Audit Committee Charter**

Adopted October 26, 2004

The Board of Directors ("Board") of John H. Harland Company (the "Company") has constituted and established an Audit Committee (the "Committee") with authority, responsibility and specific duties as described herein. This Charter and the composition of the Committee are intended to comply with applicable law, including the securities laws, and the rules of the New York Stock Exchange (the "NYSE"). This document replaces and supersedes in its entirety the previous revised Charter of the Committee adopted by the Board on January 28, 2003.

I. Purpose

The primary function of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to (i) the accounting and financial reporting processes and system of internal controls of the Company, (ii) the audits and integrity of the financial statements of the Company, (iii) the independent accountants' qualifications and independence, (iv) the performance of the Company's internal audit function and independent accountants, and (v) the compliance by the Company with legal and regulatory requirements. The Committee shall prepare the report to be included in the Company's annual proxy statement, as required by applicable federal securities laws and NYSE rules.

II. Composition

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be non-employee members of the Board who are independent, as that term is defined by the NYSE with respect to members of audit committees, and Rule 10A-3 under the Securities Exchange Act of 1934 and the regulations thereunder. Each member of the Committee shall be free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee.

Each member of the Committee shall have a basic understanding of finance and accounting practices, and shall be financially literate (as such term is interpreted by the Board of Directors in its business judgment), or shall become financially literate within a reasonable period of time after his or her appointment. Committee members may enhance their familiarity with finance and accounting and stay current as to relevant developments by participating in training and education programs.

At least one member of the Committee shall have accounting or related financial management expertise, as the Board interprets such requirement in its business judgment. Unless the Board determines otherwise, at all times at least one member of the Committee shall be a "financial expert" as such term is defined by the Securities and Exchange Commission (the "SEC").

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the Committee. Unless the Board determines otherwise, Committee

members may not simultaneously serve on the audit committee of more than three public companies. Committee members may be removed from the Committee by the Board in its discretion.

III. Meetings

In addition to the meetings specified in Section IV, the Committee shall hold such regular meetings as may be necessary and such special meetings as circumstances dictate. Meetings shall take place not less frequently than quarterly. As part of its job to foster open communication, the Committee shall meet at least annually with management, the internal auditors and the independent accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. Meetings may be held telephonically.

IV. Duties and Responsibilities

The Committee's primary duties and responsibilities are to serve as an independent and objective party to monitor the Corporation's financial reporting process and internal control system; to review and appraise the audit efforts of the Company's independent accountants and internal auditors; and to provide an open avenue of communication among the independent accountants, financial and senior management, the internal auditors and the Board. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the Board and shareholders that the accounting and reporting practices of the Company are in accordance with all requirements. The Committee will encourage the enhancement of the Company's reporting and disclosure practices.

The Committee may form and delegate authority to subcommittees when appropriate.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other advisors to advise the Committee. The Committee shall approve the fees paid by the Company to any independent advisor retained by the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent accountants to attend any meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall meet with management, the internal auditors and the independent accountants in separate executive sessions periodically. The Committee may also, to the extent it deems necessary or appropriate, meet with the Company's investment bankers or financial analysts who follow the Company. The Committee shall make regular reports to the Board, including regarding 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 of the Company's independent accountants or the performance of the Company's internal audit function.

To fulfill its duties and responsibilities the Committee shall:

Review of Documents and Reports

1. Review the adequacy of this Charter at least annually. Any proposed changes shall be submitted to the Board for its approval.

2. Review the Company's annual financial statements and quarterly financial reports prior to filing or submission to the shareholders or the SEC, including any report, opinion or review rendered by the independent accountants. Such reviews shall include the following:

a. Review and discuss with management and the independent accountants the annual audited financial statements, including disclosures made in the Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A"), prior to filing the Company's Form 10-K.

b. Review and discuss with management and the independent accountants the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent accountants' reviews of the quarterly financial statements and disclosures made in the MD&A.

3. Review the regular internal reports prepared by the internal auditors and management's response.

4. Review with financial management and the independent accountants the Company's quarterly financial results prior to the earnings release and the filing of the Form 10-Q with the SEC. The Chair of the Committee may represent the entire Committee for purposes of this review.

5. Prepare a report for inclusion in the annual Proxy Statement stating whether the Committee has reviewed and discussed the financial statements with management and the independent accountants, and whether the Committee recommended to the Board that the audited financials be included in the Form 10-K.

6. Request that the Company file this Charter as an appendix to the Proxy Statement at least once every three years and each time it is amended, and maintain a copy on the Company's website.

Independent Accountants

7. In its capacity as a committee of the Board, be solely responsible for the appointment (subject to shareholder ratification, if the Board so elects), compensation, and oversight of the work of the independent accountants (including resolution of disagreements between management and the independent accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The Committee may obtain input from management, as necessary. The Company's independent accountants shall report directly to the audit committee.

8. Obtain and review a report from the independent accountants at least annually regarding:

a. As required by Section 204 of the Sarbanes-Oxley Act of 2002 and the SEC regulations thereunder (together, the "Sarbanes Act"), (1) all critical accounting policies and practices to be used, (2) all alternative treatments within GAAP suggested to management, and (3) any other written communications with management.

b. As required by NYSE rules (1) the accounting firm's internal quality control procedures, (2) any material issues raised by the most recent quality-control review, or peer review, 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 such issues, and (3) in order to assess the independent accountants' independence, all relationships between the Company and the independent accountants.

In light of these reports, (1) review and discuss with the independent accountants all relationships that the independent accountants have with the Company that could impair their independence, (2) evaluate the qualifications, performance and independence of the independent accountants, including review of the lead partner, considering whether the independent accountants' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining its independence, taking into account the opinions of management and the internal auditor, and (3) present the Committee's conclusions to the Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent accountants.

9. Review the performance of the independent accountants and approve the discharge of such accountants when circumstances warrant.

10. Discuss with the independent accountants their judgments about the quality, not just the acceptability, of the accounting principles used in the Company's financial reporting, including the consistency of accounting policies and the clarity and completeness of the financial statements and related disclosures.

11. Prior to commencement of the annual audit, meet with the independent accountants, the internal auditors and financial management of the Company to review:

a. The audit scope and plan of the internal auditors and the independent accountants for the current year, the program for integration of the independent and internal audit efforts, the audit procedures to be utilized, and the proposed fees of the independent accountants.

b. Which services to be provided are audit services, and which are non-audit services, taking into account the Sarbanes Act. Non-audit services that are not permitted under the Sarbanes Act shall not be provided by the independent accountants. The Committee shall approve the audit services and non-audit services to be provided by the independent accountants, and shall communicate to the Company's CFO the non-audit services that are approved, for reporting in the Company's periodic reports. Prior to approval, the Committee shall give due consideration to whether the independent accountants' performance of non-audit services is compatible with its continued independence. With the exception of the annual audit, the Committee may delegate to a member of the Committee the authority to pre-approve all audit and non-audit services with any such decision presented to the full Committee at the next scheduled meeting.

12. At the conclusion of the year-end audit, review the same with the independent accountants, including any comments or recommendations of the independent accountants.

13. 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. In particular, discuss:

- a. The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the independent accountants, internal auditors or management.
 - b. The management letter provided by the independent accountants and the Company's response to that letter.
 - c. Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information.
14. Review with the independent accountants, the internal auditors and financial and accounting management, the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Emphasis should be given to the adequacy of such internal controls to expose any payments, transactions or procedures that might be deemed illegal or improper.
 15. Review financial and accounting personnel succession planning within the Company.

Internal Audit Function

16. Review the appointment, performance, compensation and replacement of the senior internal auditing executive.
17. Review the significant reports to management prepared by the internal auditing department and management's responses.
18. Discuss with the independent accountants the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
19. Receive reports from the CEO and CFO on all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

Financial Reporting Processes

20. Discuss with management, the independent accountants and the internal auditors any major financial risk or exposures affecting the Company, and assess the process by which the CEO and senior management handle risk assessment and risk management and any steps management has taken to minimize such risks and exposures.
21. Discuss with management and the independent accountants significant financial reporting issues, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls or particular areas where new or more detailed controls or procedures are desirable, the development, selection and disclosure of critical accounting policies, procedures and estimates, and analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company's financial statements.

22. Establish guidelines with respect to the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee may request a prior review of any annual or quarterly earnings release or other releases or earnings guidance and delegate to the Chairman of the Committee the authority to review any such earnings release and guidance.

23. Meet at least annually with the Company's Disclosure Committee responsible for reviewing the Company's disclosure controls and procedures.

Process Improvement

24. Establish regular and separate systems of reporting to the Committee by management, the independent accountants and the internal auditors regarding any significant judgments made in management's preparation of the financial statements and the view of each as to appropriateness of such judgments.

25. Review any significant disagreement among management and the independent accountants or the internal auditors in connection with the preparation of the financial statements.

26. Review with the independent accountants, the internal auditors and management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

27. Annually perform a self-evaluation of its performance and activities, including the composition, expertise and availability of the Committee members.

28. Set clear hiring policies for the Company's hiring of employees or former employees of the independent accountants, in light of best practices and compliance with legal requirements, including Section 206 of the Sarbanes Act.

Compliance With Other Legal and Regulatory Requirements

29. Obtain reports from management, the Company's senior internal auditing executive and the independent accountants that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics, including the Code of Conduct for the Company's senior financial officers.

30. Review reports and disclosures of insider and affiliated party transactions.

31. Discuss with management and the independent accountants any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

32. Establish and review whistleblower procedures with respect to the protection of employees who act lawfully to (i) provide information, cause information to be provided, or otherwise assist in an investigation or (ii) file, cause to be filed, testify, participate in or otherwise assist in a proceeding filed as a result of a violation of securities laws relating to fraud against shareholders.

33. 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 submissions by Company employees of concerns regarding questionable accounting or auditing matters.

34. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies. Review also with the General Counsel the programs and policies of the Company with respect to compliance with applicable laws and regulations and monitoring the results of these compliance efforts.

35. Review the procedures established by the Company to monitor the compliance by the Company with the covenants and restrictions contained in its loan agreements.

V. Limitation of Committee's Role

It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent accountants.

