

LATTICE SEMICONDUCTOR CORPORATION

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS (Revised January 31, 2006)

Purpose

The purpose of the Audit Committee shall be to:

- Oversee the accounting and financial reporting process of the Company;
- Oversee the external audit process of the Company;
- Assist the Board of Directors in the oversight and monitoring of (i) the integrity of the financial statements of the Company, (ii) the internal accounting and financial controls of the Company, (iii) compliance with legal and regulatory requirements, and (iv) the qualifications, performance and independence of the Company's independent auditors;
- Provide the Board of Directors with the results of its monitoring and recommendations derived therefrom;
- Cause to be prepared the report that the rules of the Securities and Exchange Commission (the "SEC") require be included in the Company's annual proxy statement; and
- Provide the Board of Directors additional information and material as it may deem necessary to make the Board of Directors aware of significant financial matters that require the attention of the Board of Directors.

The Audit Committee shall undertake these specific responsibilities and duties set forth in this charter and such other duties as the Board of Directors may from time to time prescribe.

Membership

The Audit Committee is a standing committee of the Board of Directors and shall be comprised of three members of the Board of Directors, each of whom the Board of Directors determines to be independent (as determined under the applicable rules of The NASDAQ Stock Market ("NASDAQ") and the SEC, in each case, as applicable to audit committees). The Board of Directors shall appoint the members and designate one Audit Committee member to be the chairman of the Audit Committee.

In addition, at least one Audit Committee member shall qualify as a "Financial Expert", as defined by the rules of NASDAQ. The Board of Directors will be responsible for determining whether a member of the Audit Committee meets the qualifications of a "Financial Expert".

Meetings

The Audit Committee will meet regularly, as the Audit Committee may deem appropriate, and more frequently as the rules of the SEC or NASDAQ may require. The Audit Committee may establish its own schedule, which it will provide to the Board of Directors in advance. The Audit Committee will meet separately with the Chief Financial Officer and other members of management of the Company as it deems appropriate in conjunction with each regularly scheduled Audit Committee meeting and more frequently, as it deems appropriate, to review the financial affairs of the Company. Unless he or she is already a member of the Audit Committee, the Chairman of the Board (if independent) or the Lead Independent Director (if the Chairman of the Board is not independent) may, at his or

her option, attend all meetings of the Audit Committee as a non-voting observer. The Audit Committee will also periodically meet separately with the independent auditors of the Company, as it deems appropriate to fulfill its responsibilities under this charter.

Responsibilities and Duties

1. Review on a continuing basis the adequacy of the Company's system of internal controls and the integrity of the Company's financial reporting processes, both internal and external, including meeting periodically with the Company's management and the independent auditors to review the adequacy of such controls and to review before release the disclosure regarding such system of internal controls required under SEC rules to be contained in the Company's periodic filings and the attestations or reports by the independent auditors relating to such disclosure. Review, at least quarterly for four consecutive quarters, and at least twice per year thereafter, the Company's implementation and adherence to any enhancements to internal controls required by the Audit Committee or other governing body.
2. Appoint and oversee the services of the Company's independent auditors and the resolution of any disagreement between management and the auditor regarding financial reporting.
3. Evaluate and confirm the independence of the independent auditors pursuant to and in accordance with the applicable rules and regulations of the SEC and NASDAQ.
4. Review, at least annually, the qualifications and performance of the independent auditors.
5. Review and approve in advance all audit and non-audit services provided by the independent auditors (or subsequently approve non-audit services in those circumstances where a subsequent approval is necessary and permissible). In this regard, the Audit Committee shall have the sole authority to approve the hiring and firing of the independent auditors, and to determine all audit and non-audit engagement fees and terms with the independent auditors.
6. Review and provide guidance with respect to the external audit by (i) reviewing the independent auditors' proposed audit scope and approach and (ii) discussing with the Company's independent auditors the financial statements and audit findings, including any significant adjustments, management judgments and accounting estimates, significant new accounting policies and any significant suggestions for improvements provided to management by the independent auditors and disagreements with management and any other matters described in SAS No. 61, as may be modified or supplemented. Discuss such matters with management, and report to the Board of Directors, as the Audit Committee deems appropriate.
7. Direct the Company's independent auditors to review before filing with the SEC the Company's interim financial statements included in Quarterly Reports on Form 10-Q. Review and approve the scope of such quarterly review, and consult with the Company's Chief Financial Officer as to whether the Company's auditor should increase its quarterly review activities in certain areas.
8. Review and discuss with management and the independent auditors prior to filing with the SEC the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".
9. Cause to be prepared, and then review and approve, all audit-related reports required to be included in the Company's proxy statement, pursuant to and in accordance with applicable SEC rules and regulations.
10. Oversee compliance with the requirements of the SEC for disclosure of auditor's services and compliance with requirements for audit committee members, member qualifications and activities.
11. Discuss with the independent auditors recommendations, if any, regarding deficiencies in the accounting procedures or the books and records of the Company encountered by the independent auditors during the

audit process, including any restrictions on the scope of the independent auditor's activities or on access to requested information and management's responses to such matters.

12. Review the reports of the Chief Executive Officer and Chief Financial Officer required by the rules of the SEC to be filed with the Company's quarterly and annual reports.
13. Discuss, at least annually, significant changes in generally accepted accounting principles and practices with the Company's independent auditors and discuss any implications of such changes with management.
14. Review, and approve in advance, any proposed related party transactions in accordance with applicable rules and regulations of the SEC and NASDAQ.
15. Review all Company equity transactions made by Company officers.
16. 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 the Company's employees of concerns regarding questionable accounting or auditing matters.
17. Review, at least annually, expense accounts and related expenditures of the Company's executive officers. Direct the Company's independent auditors to review each executive officer's expense accounts and related expenditures as part of the annual external audit, and discuss such review with the auditors.
18. Report regularly to the Board of Directors including with respect to:
 - (a) 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 independent auditors; and
 - (b) such other matters as are relevant to the Audit Committee's discharge of its responsibilities.
19. Maintain minutes or other records of meetings and activities of the Audit Committee.
20. Review annually the charter, structure and membership of the Audit Committee.

In addition to the above responsibilities, the Audit Committee may conduct additional related activities as appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Audit Committee shall also fulfill other responsibilities delegated to it from time to time by the Board of Directors.

The Audit Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that it deems appropriate. In this regard, the Audit Committee shall have the authority to retain outside legal, accounting or other advisors at the Company's expense. Any such advisors will report directly to the Audit Committee, and the Audit Committee shall have the authority to approve the fees payable to such advisors by the Company and any other terms of retention.

The Audit Committee shall be given full access to the Company's Board of Directors, corporate executives and independent auditors as necessary to carry out these responsibilities.