

**ROCKWELL AUTOMATION, INC.
AUDIT COMMITTEE CHARTER
(November 3, 2004)**

Purpose

The Audit Committee (the Committee) has been constituted by the Board of Directors to assist the Board in overseeing (1) the accounting and financial reporting processes of the Corporation, (2) the internal control and disclosure control systems of the Corporation, (3) the integrity and audits of the financial statements of the Corporation, (4) the compliance by the Corporation with legal and regulatory requirements, (5) the qualifications and independence of the Corporation's independent auditors, and (6) the performance of the Corporation's internal audit function and independent auditors.

Composition and Qualifications

The Committee shall consist of at least three members of the Board of Directors, one of whom shall be designated the chairman, and each of whom shall meet the independence, qualification and experience requirements of the New York Stock Exchange (NYSE), the Securities Exchange Act of 1934, as amended (Exchange Act), and the rules and regulations of the Securities and Exchange Commission (SEC). At least one member of the Committee must qualify as an "audit committee financial expert" as defined by the SEC. If a Committee member simultaneously serves on the audit committees of more than three public companies, the Board of Directors must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and this determination will be disclosed in the annual meeting proxy statement.

The Committee shall meet at least four times a year and shall make regular reports to the Board of Directors. The Committee shall have the authority, without seeking approval from the Board of Directors, to retain independent legal, financial, accounting or other advisors. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Duties and Responsibilities

The Committee shall have the sole authority to appoint or replace the independent auditors (subject, if applicable, to shareowner ratification) and approve all audit engagement fees and terms. The Committee shall be directly responsible for the compensation, retention and oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services. The independent auditors shall report directly to the Committee.

The Committee shall preapprove all audit (including audit-related) services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by the independent auditors, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit. The Committee may delegate to one or more of its members the authority to preapprove audit, audit-related and permitted non-audit services, provided that decisions of any such member to preapprove shall be presented to the full Committee at its next scheduled meeting.

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors for the purpose of preparing or issuing an audit report, or performing other services, compensation to any advisors employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall:

Financial Statement and Disclosure Matters

1. Review and discuss the Corporation's annual audited financial statements and quarterly financial statements with management and the independent auditors, including the Corporation's disclosures made in management's discussion and analysis of financial condition and results of operations, prior to the filing thereof with the SEC.
2. Recommend to the Board of Directors whether the annual audited financial statements should be included in the Corporation's Annual Report on Form 10-K. Prepare and submit the audit committee report as required by the SEC to be included in the Corporation's annual meeting proxy statement.
3. Review with management and the independent auditors (a) major issues regarding accounting and auditing principles and practices and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles, and any major issues as to the adequacy of the Corporation's internal and disclosure controls and any special audit steps adopted in light of material control deficiencies; (b) analyses prepared by management or the auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including analyses of the effect of alternative Generally Accepted Accounting Principles (GAAP) methods on the Corporation's financial statements; and (c) the effect of regulatory and accounting initiatives, as well as any off-balance sheet structures, on the Corporation's financial statements.
4. Discuss periodically with management the quarterly earnings press releases (paying particular attention to any use of "pro forma", or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to analysts and rating agencies for the Corporation. This responsibility may be performed generally (*i.e.*, by discussing the types of information to be disclosed and the type of presentation to be made). The Committee need not discuss in

advance each earnings release or each instance in which the Corporation may provide earnings guidance. However, the Committee or the Chairman of the Committee (or another member of the Committee designated by the Chairman) will review the quarterly earnings releases and discuss them with management and the independent auditors prior to their release to the public.

5. Meet periodically to review and discuss with management and the independent auditors their views on the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's financial risk assessment and financial risk management policies. Discuss guidelines and policies to govern the process by which financial risk assessment and management is undertaken.
6. Review, prior to the CEO and CFO quarterly or annual report certification submission to the SEC, (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Corporation's ability to record, process, summarize and report financial information; (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal control over financial reporting; and (c) any change in internal control over financial reporting that occurred during the Corporation's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Oversight of Independent Auditors

7. Receive and review reports from the independent auditors at least annually describing (a) the auditors' internal quality-control procedures, (b) any material issues raised by the most recent internal 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, (c) any steps taken to deal with any such issues, and (d) (to assess the auditors' independence) all relationships between the auditors and the Corporation. Evaluate the qualifications, performance and independence of the auditors, including reviewing and evaluating the lead partner of the auditors, monitoring compliance with all audit partner rotation requirements required by law and considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, and, taking into account the opinions of management and internal auditors, present its conclusions with respect to the independent auditors to the Board of Directors.
8. Review and discuss reports from the independent auditors related to (a) all critical accounting policies and practices used by the Corporation; (b) material alternative treatments of financial information permitted by GAAP that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the auditors; and (c) other material written communications between the

auditors and management such as any management letter or schedule of unadjusted differences before the auditors' quarterly or annual report on the financial statements of the Corporation is filed with the SEC.

9. Review and approve the Corporation's policies for any hiring of employees or former employees of the independent auditors.
10. Meet with the independent auditors to review and approve the scope of the annual audit and quarterly reviews.
11. Obtain from the independent auditors assurance that Section 10A(b) of the Exchange Act has not been implicated.
12. Discuss with the independent auditors the matters required to be discussed by Statements on Auditing Standards Nos. 61 and 90 relating to the conduct of the audit, which shall include a discussion of any audit problems or difficulties and management's response.

Oversight of Internal Audit Function

13. Review the appointment of, and periodically review the performance and compensation of, the General Auditor.
14. Review with the Corporation's General Auditor:
 - (a) the internal audit department responsibilities, budget and staffing;
 - (b) and approve, the scope of the annual internal audit plan;
 - (c) any comments the General Auditor may have on major issues related to the internal audit activities or restrictions, if any, imposed on them; and
 - (d) any significant findings of internal audits and management's responses.
15. Discuss with the independent auditors and management the internal audit department responsibilities, budget and staffing.

Compliance Oversight Responsibilities

16. Monitor compliance by the employees of the Corporation and its subsidiaries and controlled affiliated entities with applicable legal requirements and the Corporation's standards of business conduct and conflict of interest policies.
17. Review with the Corporation's General Counsel legal matters that may have a material effect on the financial statements, the Corporation's compliance policies and any material reports or inquiries received from regulators or governmental agencies.

18. Meet periodically with the Corporation's senior executive officers, the Corporation's General Auditor, the Corporation's Ombudsman and the independent auditors in separate executive sessions.
19. Review and approve the Corporation's procedures for (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.
20. Review management's report related to the effectiveness of the internal control over financial reporting and the independent auditors' report attesting to, and reporting on, the internal control assessment made by management.
21. Report regularly to the Board of Directors any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the Corporation's compliance with legal or regulatory requirements, the qualifications, performance and independence of the auditors, or the performance of the internal audit department.

Other Responsibilities

22. Review any other matter brought to its attention within the scope of its duties and report to the Board of Directors as appropriate.
23. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.
24. Annually review its own performance.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These duties are the responsibility of management and the independent auditors.