

AUDIT COMMITTEE CHARTER

1. Organization

The Audit Committee shall consist of three or more directors as determined by the Board of Directors, each of whom shall be free from any relationship that in the opinion of the Board would interfere with the exercise of independent judgment as a member of the Committee. Each member shall meet the independence and financial literacy requirements of the New York Stock Exchange. One member must have accounting or related financial management expertise, as interpreted by the Board. One or more members may be designated as an Audit Committee financial expert by the Board.

If an Audit Committee member simultaneously serves on the audit committees of more than three public companies, then in each case the Board must determine that simultaneous service on such other audit committees would not impair the effectiveness of the service of that director on the Company's Audit Committee. The Board shall disclose any such determination in the Company's annual proxy statement.

The members of the Committee shall be elected by the Board for a one-year term and may be re-elected for successive terms. One member of the Committee will be elected by the Board as Chairman and will be responsible for the scheduling of regular and special meetings and the functioning of the Committee.

2. Statement of Purpose and Authority

The Audit Committee shall assist the Board in fulfilling its oversight responsibilities to the shareholders to overview (1) the integrity of the financial statements of the Company, (2) the compliance by the Company with legal and regulatory requirements, (3) the independence, qualifications and performance of the Company's independent auditor and (4) the performance of the Company's internal audit function. The Committee shall prepare an Audit Committee report as required to be included in the Company's annual proxy statement under the rules of the Securities and Exchange Commission.

The Audit Committee is directly responsible for the appointment, compensation and oversight of the public accounting firm engaged to prepare or issue an audit report on the financial statements of the Company or performing other audit, review or attest services for the Company, and each such public accounting firm shall report directly to the Audit Committee. The Audit Committee shall have the sole authority to retain special legal, accounting or other consultants to advise the Committee and to approve the fees and other retention terms of these consultants.

The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention, with full power to retain outside counsel or other experts for this purpose or to otherwise carry out its duties.

3. *Responsibilities and Procedures*

In fulfilling its responsibilities to the Company's Board of Directors and shareholders, the Audit Committee will have certain responsibilities and follow certain procedures, as described below. The timing and extent of specific steps to be taken within each such procedure is fully within the discretion of the Committee. Other responsibilities and procedures of the Audit Committee may be required from time to time by law, rules of the New York Stock Exchange, the Company's Bylaws or the Board of Directors.

In fulfilling its responsibilities, the Audit Committee will:

- Engage the independent auditor to audit the financial statements of the Company, which firm is ultimately accountable to the Audit Committee.
- Review and approve the fees and other compensation to be paid to the independent auditor.
- Review and discuss at least annually a written statement from the independent auditor detailing any and all relationships between the auditor and the Company that bear on the independence of the auditor, as well as the internal quality control procedures of the auditor, 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, and any steps taken to deal with any such issues.
- Review with the independent auditor and financial managers of the Company the scope of the proposed audit for the current year.
- Meet to review and discuss with management and the independent auditor the audited financial statements and quarterly financial statements and the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included or incorporated by reference in the Company's annual and quarterly reports.
- Review significant financial reporting issues and judgments highlighted by management and the independent auditor. Inquire whether the independent auditor is satisfied with the disclosure and content of the financial statements to be presented to the shareholders. Review any major issues identified by the independent auditor regarding the selection or application of accounting and auditing principles and estimates, or any changes therein.
- Review the effects of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

- Review any analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments, including the effects of alternative GAAP methods on the financial statements.
- Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. The Committee may address this information generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee is not required to address in advance each earnings release or instance when guidance is provided. The Committee should pay particular attention to any use of "pro forma" or "adjusted" non-GAAP information.
- Following completion of the annual audit, review with management and the independent auditor any significant problems or difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, and management's response. This review should include the responsibilities, budget and staffing of the internal audit function.
- Review any significant disagreements identified by management and the independent auditor in connection with the preparation of the financial statements.
- Review with the independent auditor and with financial and accounting personnel, the adequacy and effectiveness of the accounting and financial controls of the Company, and elicit any recommendations for the improvement of internal controls. Particular emphasis should be given to the adequacy of the internal controls to expose any payments, transactions, or procedures that might be deemed illegal or otherwise improper. Review any special audit steps adopted in light of material control deficiencies or weaknesses.
- Meet separately, periodically, with the internal auditors and with the independent auditor without members of management present. Among the items to be discussed in this meeting are the independent auditors' evaluation of the competency of the Company's financial and accounting personnel, the accounting and financial controls of the Company and the level of cooperation that the independent auditor received during the course of the audit.
- Evaluate the performance of the independent auditor and, if so determined by the Audit Committee, terminate the engagement of the independent auditor. This evaluation should include the review and evaluation of the lead partner of the independent auditor.
- Determine that rotation requirements for partners of the independent auditor have been satisfied. Consider whether there should be rotation of the audit firm itself in order to assure continuing auditor independence.

- Set clear hiring policies for employees or former employees of the independent auditor.
- Review a summary of the programs and policies of the Company designed to monitor compliance with applicable laws and regulations.
- Periodically review the Company's Policy Statement and Conflict of Interest Guide. Review the exceptions and matters disclosed in the annual survey of employees in key positions.
- Maintain procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
- Establish procedures for reporting violations of the Company's Code of Business Conduct and Ethics and Code of Ethics for Senior Financial Officers and monitoring accountability for such Codes.
- Review a summary of the procedures established by the Company that monitor the compliance by the Company with its loan and indenture covenants and restrictions.
- Discuss guidelines and policies with respect to risk assessment and risk management. Inquire of the CFO, the internal auditor, and the independent auditor about significant risks or exposures and assess the steps management has taken to minimize such risk to the Company.
- Oversee and review the Company's internal audit function.
- Discuss any exceptions identified by the independent auditor resulting from their review of the Company's quarterly reports on Form 10-Q.
- Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
- Conduct an annual self-evaluation of the performance of the Committee.
- Report periodically to the full Board and review with the full board any issues regarding 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 independent auditors, or the performance of the internal audit function.
- Prepare the report required to be included in the Company's annual proxy statement under the rules of the Securities and Exchange Commission.

Although the Audit Committee has certain responsibilities and powers, as set forth in this charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to assure compliance with laws and regulations or the Company's Policy Statement and Conflict of Interest Guide. The Audit Committee shall be entitled to rely on management and the independent auditor in fulfilling its oversight and other responsibilities under this charter.