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Audit Committee Charter

I. PURPOSE AND ACTIVITIES

A. Statement of Purpose

The Audit Committee (the "Committee") shall

1. Represent and assist the Company's Board of Directors in fulfilling its oversight responsibility for:
 - (a) the accounting, reporting and financial practices of the Company, including the integrity of the Company's financial statements;
 - (b) the Company's compliance with legal and regulatory requirements;
 - (c) the independent auditor's qualifications and independence; and
 - (d) the performance of the Company's internal audit function and independent auditor; and
2. Prepare the report that Securities and Exchange Commission ("SEC") rules require to be included in the Company's annual proxy statement.

B. Responsibilities

The Committee's responsibilities are set forth in this Charter. Among other things, it is the responsibility of the Committee to maintain free and open communication between the directors, the independent auditor, internal audit and the management of the Company. The Company's management is responsible, among other things, for preparing the financial statements and for the overall financial reporting process, including the Company's system of internal controls. The independent auditor's responsibilities include auditing the financial statements and expressing an opinion on the conformity of the audited financial statements with U.S. generally accepted accounting principles.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority to engage outside counsel and other advisors it determines necessary to carry out its responsibilities and shall receive appropriate funding from the Company, as determined by the Committee, for payment of (i) compensation to any such advisors, (ii) compensation to the independent auditor, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities. To assist it

in carrying out its responsibilities, the Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

As part of its responsibilities, the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, the New York Stock Exchange (the "NYSE") or other regulatory authority:

1. Directly appoint and retain or terminate, when appropriate, a firm of independent certified public accountants to serve as the independent auditor of the Company, which firm shall report directly to the Committee. In its capacity as a committee of the Board of Directors, the Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting). The Committee's selection shall annually be submitted to the Company's shareholders for ratification.
2. Approve in advance all audit and permissible non-audit services to be performed by the independent auditor and establish policies and procedures for the engagement of the independent auditor to provide audit and permissible non-audit services.
3. Obtain and review, at least annually, a report by the independent auditor describing:
 - (a) the independent auditor's 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; and
 - (c) any steps taken to deal with any such issues.
4. At least annually, obtain and review a report by the independent auditor describing all relationships between the independent auditor or its affiliates, and the Company and individuals in a financial reporting oversight role at the Company, that may reasonably be thought to bear on the auditor's independence, and discuss with the auditor the potential effects of such relationships on independence.
5. Oversee the regular rotation of the lead partner of the independent auditor at least every five years as required by law, and consider whether there should also be regular rotation of the independent auditor itself. Evaluate the independent auditor for both audit quality and price annually.
6. Review and evaluate the qualifications, performance and independence of the independent auditor and the lead partner of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence. This evaluation shall take into account the opinions of management and the internal auditors.

7. Review and discuss with the independent auditor:
 - (a) the scope of the audit, the results of the annual audit examination by the independent auditor, and any audit problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management and management's response; and
 - (b) any reports of the independent auditor with respect to interim periods.
8. Meet to review and discuss with the independent auditor and management the annual audited and quarterly financial statements of the Company, including:
 - (a) the auditor's judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the Company's financial statements;
 - (b) reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," including accounting policies that may be regarded as critical;
 - (c) any major issues regarding the adequacy and effectiveness of the Company's internal controls, or the Company's accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and internal controls or the effect of regulatory and accounting initiatives.
9. Recommend to the Board of Directors, based on the review and discussions described in paragraphs 4 and 6-8, whether the financial statements should be included in the Annual Report on Form 10-K.
10. Discuss with the Company's Chief Legal Officer legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports, inquiries or correspondence received from regulators or government agencies which raise material issues regarding the Company's financial statements or accounting policies.
11. Obtain and review, prior to each meeting, a summary of internal audit reports completed and in process and a progress report on the internal audit plan and management's responses.
12. Review, with the input of the independent auditor, the performance of the internal audit function of the Company, including its independence and objectivity, the reasonableness of the proposed internal audit plan for the coming year, the coordination of the internal audit plan with the independent auditor and the adequacy of staffing and budget to accomplish the internal audit plan.

13. Meet periodically and separately with the independent auditor, internal audit and management to review and discuss the adequacy and effectiveness of the internal controls of the Company (with particular emphasis on the scope and performance of the internal audit function).
14. Review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures with the independent auditor, internal audit and management.
15. Review as needed:
 - (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of any material control deficiencies;
 - (b) analyses prepared by management and/or the independent auditor 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 U.S. generally accepted accounting principles ("GAAP") methods on financial statements; and
 - (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
16. Review earnings press releases and discuss, in a general manner, the types of information to be disclosed and the type of presentation to be made in the Company's 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.
17. Establish clear hiring policies for employees and former employees of the independent auditor.
18. Review and discuss with management: (a) the Company's most significant risks; (b) risk issues associated with the Company's overall financial reporting, disclosure process and legal compliance, as well as accounting risk exposure; and (c) the Company's methods of risk assessment, risk mitigation strategies and the overall effectiveness of the Company's guidelines, policies and systems with respect to risk assessment and management, including policies and procedures for derivative and foreign exchange transactions and insurance coverage.
19. Oversee the investment policy and performance of the Company's employee retirement and other benefit trust funds, review the key assumptions in valuing the plan assets and liabilities and review plan funding policies.
20. Establish, oversee and review procedures for the receiving, processing, retaining and handling of complaints received by the Company regarding accounting, internal

accounting controls, auditing or federal securities law matters, including procedures for the confidential, anonymous submission of concerns by employees regarding any questionable accounting, internal accounting controls, auditing or federal securities law matters.

21. Prepare the Committee's report required to be included in the Company's annual proxy statement under SEC rules.
22. Oversee the Company's compliance program with respect to legal and regulatory requirements and review the Company's policies and procedures for monitoring compliance.
23. Review and assess the Company's codes of conduct and ethics that are applicable to employees and management, at least annually, and recommend proposed material changes to the Board of Directors for approval.
24. Conduct an evaluation of the Committee's performance, at least annually, to assess whether it is functioning effectively.
25. Review the adequacy of this Charter, at least annually, and recommend any changes to the Governance Committee of the Board of Directors.

II. MEMBERSHIP

The Committee shall consist of at least four directors, all of whom shall be "independent directors." For purposes hereof, an "independent director" means a director who satisfies the "independence" requirements of the NYSE applicable to directors and audit committee members, as determined by the Board of Directors. Each member of the Committee must be financially literate, and at least one member of the Committee must be an "audit committee financial expert," as defined in rules promulgated by the SEC, each as determined by the Board of Directors. The Board of Directors shall designate one member as the Chair.

The members of the Committee shall be appointed annually by the Board of Directors on the recommendation of the Governance Committee. The Board of Directors may replace Committee members.

III. MEETINGS

The Committee shall meet at least quarterly. In addition, the Committee shall meet annually to discuss the annual report, proxy statement and audited financial statements for the fiscal year. The Committee shall hold additional meetings to the extent deemed necessary or appropriate by its members. The Committee shall meet separately in executive sessions, at least quarterly, by itself and with each of the independent auditor, the Vice President of Internal Audit and management. Meetings with management may be in one or more sessions which may include any or all of the Chief Executive Officer, the Chief Financial Officer, the Chief Legal Officer or the Vice President of Corporate Compliance. At each regular meeting of the Board of Directors, the Committee shall report to the full Board of Directors with respect to the Committee's meetings and activities. A majority of the Committee shall constitute a quorum.