AUDIT COMMITTEE CHARTER

Role

The Audit Committee is appointed by the Board of Directors to oversee (1) management in the performance of its responsibility for the integrity of the Corporation's accounting and financial reporting, and its systems of internal controls, (2) the performance and qualifications of the independent registered public accounting firm (including the independent registered public accounting firm's independence), (3) the performance of the Corporation's internal audit function, and (4) the Corporation's compliance with legal and regulatory requirements. Consistent with this oversight function, the Audit Committee shall authorize investigations into any matters within the Committee's responsibilities and, in doing so, have full access to the Corporation's records, employees, and independent registered public accounting firm (with or without the presence of management).

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain, utilize and rely on legal, accounting or other advisors for advice and assistance. The Corporation shall pay the costs of retaining any advisors selected by the Committee.

The Audit Committee shall meet at least four times each year or more frequently as circumstances dictate. The Committee shall meet, separately, with each of the internal auditors and the independent registered public accounting firm at least quarterly. At least annually, the Committee shall meet separately with the General Counsel.

The Audit Committee shall review and reassess the adequacy of this Charter at least annually. Any proposed changes shall be submitted to the Board of Directors for its approval. The Audit Committee shall annually evaluate the processes, activities and effectiveness of the Audit Committee, including the composition, expertise, and availability of the Audit Committee members.

Structure/Member Qualifications

The Audit Committee shall have at least three members and shall consist solely of independent Directors, consistent with applicable stock exchange listing standards and applicable legal requirements. All members of the Audit Committee shall be financially literate. In addition, the Audit Committee Chair must have accounting or related financial management expertise, consistent with applicable stock exchange listing standards. If the Board of Directors determines, at least one member of the Committee shall be a financial expert, as defined by Securities and Exchange Commission rules.

The Board of Directors will assess and determine the qualifications of the Audit Committee members set forth in this Charter. The members of the Audit Committee shall be annually appointed by the Board of Directors, on the recommendation of the Corporate Governance and Policy Committee, and may be replaced by the Board of Directors according to the Corporation's Bylaws.

The Board of Directors shall select the Audit Committee Chair. If a Chair is not designated or present, a Chair may be designated by a majority vote of the Audit Committee members present.

Director's compensation is the only compensation which members of the Audit Committee may receive from the Corporation.

A Director who is serving on the Audit Committee of three or more other public companies shall not be appointed to the Audit Committee unless the Board of Directors determines that such simultaneous service would not impair the Director's ability to serve effectively on the Audit Committee.

Responsibilities and Duties

The Audit Committee recognizes that the Corporation's management is responsible for the completeness and accuracy of the Corporation's financial statements and disclosures and for maintaining effective internal controls. The Committee also recognizes that the independent registered public accounting firm is responsible for auditing the Corporation's financial statements and the effectiveness of its internal controls over financial reporting. Accordingly, management and the independent registered public accounting firm have more knowledge and more detailed information about the Corporation than do Audit Committee members and the Audit Committee's primary responsibility is oversight. In carrying out its oversight responsibilities, the Audit Committee will be relying, in part, on the expertise of management and the independent registered public accounting firm.

The Internal Audit department shall report functionally to the Audit Committee.

The Audit Committee shall be responsible for the appointment, compensation, removal, and oversight of the work of the independent registered public accounting firm (subject, if applicable, to shareholder ratification of the appointment of the auditor). The independent registered public accounting firms shall report directly to the Audit Committee and the Audit Committee shall oversee the resolution of disagreements between management and the independent registered public accounting firms in the event that they arise.

To fulfill this oversight responsibility, the Audit Committee should receive reports from management and the independent registered public accounting firm, as appropriate, to:

Risk Management and Controls

- Assess the Corporation's business risk management process and the adequacy of the overall control environment, including controls in selected areas representing financial reporting, disclosure, compliance, and significant financial or business risk.

- Receive reports from the CEO and CFO on any fraud, whether or not material, that involves management or other employees who have a significant role in the Corporation's internal controls.

- Assess the annual scope and plans of the independent and internal auditors.

- Report on the activities of the Corporation's Management Audit Committee.

Financial Reporting and Disclosure Matters

- Review and discuss with management and the independent registered public accounting firm the annual audited financial statements, related footnotes, disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations, and the opinion of the independent registered public accounting firm with respect to the financial statements.

- Review and discuss with management and the independent registered public accounting firm the quarterly financial statements, related footnotes, disclosures made in Management's Discussion and Analysis of Financial Condition and Results of Operations, and the results of the independent registered public accounting firm's quarterly review of the financial statements.

- Review and discuss with management and the independent registered public accounting firm any significant events, transactions, changes in accounting estimates, changes in important accounting principles and their application, and any major issues as to the adequacy of internal controls affecting the quality of the Corporation's financial reporting. The Audit Committee Chair may represent the entire Audit Committee for this purpose.

- Review, in conjunction with the Audit Committee's review of the quarterly and annual reports, the process for the CEO and CFO certifications with respect to the financial statements and the Corporation's disclosure and internal controls.

- Receive reports from the CEO and CFO on all significant deficiencies in the design or operation of internal controls which could adversely affect the Corporation's ability to record, process, summarize, and report financial data.

- Review and discuss with management any proposed public release of earnings or guidance information, as well as financial information and earnings guidance provided to analysts and rating agencies and delegate to the Audit Committee Chair the authority, at the Chair's discretion, to review any such release, information and guidance.

Internal Audit Oversight Responsibilities

- Receive reports on the proposed scope of the audit plan and the process to develop the plan, as well as the program for integration of the independent and internal audit efforts.

- Receive reports on the status of significant findings, recommendations, and management's responses.

- Review the charter, reporting relationship, activities, organizational structure, and credentials of the Internal Audit department.

Independent Registered Public Accounting Firm Oversight Responsibilities

- Based upon a report from the independent registered public accounting firm at least annually, review (a) the auditor's internal quality-control procedures, (b) any material issues raised by the most recent quality-control review or PCAOB 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 address any such issues.

- Ensure that the independent registered public accounting firm submits, on a periodic basis, a formal written statement delineating all relationships between the independent registered public accounting firm and the Corporation, consistent with applicable PCAOB requirements for independent registered public accounting firm communications with audit committees concerning independence; discuss the statement with the independent registered public accounting firm and evaluate the relationships and services that may affect the auditor's objectivity and independence; take appropriate action to satisfy itself of the auditor's independence.

- Ensure that the independent registered public accounting firm has established a procedure for the rotation, no less frequently than every five years, of the lead (or

coordinating) audit partner and of the audit partner responsible for reviewing the audit.

- Consider, periodically, the rotation of the independent registered public accounting firm itself.

- Review matters related to the conduct of the annual audit, which are required to be communicated by AICPA Statement of Auditing Standards 61 and other generally accepted auditing standards.

- Conduct the annual discussion with the independent registered public accounting firm on the quality and acceptability of the Corporation's accounting principles and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the potential impact of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm.

- Review the independent registered public accounting firm's management letter.

- Review with the independent registered public accounting firm any audit problems or difficulties and management's response.

- Preapprove all audit and non-audit services to be provided by, and all fees to be paid to, the independent registered public accounting firm or devise policies delegating pre-approval authority to one or more members of the Committee.

- Recommend to the Board policies for the Corporation's hiring of employees or former employees of the independent registered public accounting firm who were engaged on the Corporation's account.

Ethical, Legal and Regulatory Compliance Matters

- Assess the Corporation's processes regarding compliance with applicable laws, regulations and its Code of Business Conduct and Ethics, including those matters that could have a significant impact on the financial statements, compliance with policies, reports from regulators and the provisions of the Code of Business Conduct and Ethics applicable to the CEO and the Corporation's senior financial officers as defined by the Securities and Exchange Commission rules.

- Assess the Corporation's policies and procedures with respect to Executive Officers' expense accounts and perquisites, including their use of corporate assets and the reporting of those items (taking into consideration the results of any review of these areas by the internal auditors).

- Assess the Committee'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 concerns regarding questionable accounting or auditing matters.

- Review reports and disclosures of significant conflicts of interest and related-party transactions.

Reports

The Audit Committee shall report to the Board with respect to its activities as promptly as practicable following each meeting of the Committee. The Committee shall report to shareholders in the Corporation's proxy statement for its annual meeting, whether the Committee has satisfied its responsibilities under this Charter.