AUDIT COMMITTEE CHARTER

PURPOSE AND AUTHORITY

The purpose of the Audit Committee is to assist the Board of Directors in its oversight of: (1) 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 Committee shall have the authority to conduct 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 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 any such advisors retained by the Committee.

COMPOSITION AND QUALIFICATIONS

The 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 Committee shall be financially literate. In addition, the 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 the rules of the Securities and Exchange Commission.

The Board of Directors will assess and determine the qualifications of the Committee members with reference to the requirements set forth in this Charter. The members of the 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 Committee members present.

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

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

MEETINGS

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

RESPONSIBILITIES AND DUTIES

The 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 auditor is responsible for auditing the Corporation's financial statements and the effectiveness of its internal controls over financial reporting. Accordingly, management and the independent auditor have more knowledge and more detailed information about the Corporation than do Committee members and the Committee's primary responsibility is oversight. In carrying out its oversight responsibilities, the Committee will be relying, in part, on the expertise of management and the independent auditor.

The Internal Audit department shall report functionally to the Committee.

The Committee shall be responsible for the appointment, compensation, removal, and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee, and the Committee shall oversee the resolution of disagreements between management and the independent auditor in the event that they arise.

To fulfill this oversight responsibility, the Committee shall:

RISK MANAGEMENT AND CONTROLS

1. Assess and discuss with management the Corporation's significant business risk exposures (including those related to data privacy and network security) and management's program to monitor, assess and manage such exposures, including the Corporation's risk assessment and risk management policies.

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

3. Review 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.

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

5. Report to the Board of Directors on the activities of the Corporation's Management Audit Committee.

FINANCIAL REPORTING AND DISCLOSURE MATTERS

6. Review and discuss with management and the independent auditor 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 auditor with respect to the financial statements.

7. Review and discuss with management and the independent auditor 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 auditor's quarterly review of the financial statements.

8. Review and discuss with management and the independent auditor 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 Committee Chair may represent the entire Committee for this purpose.

9. Review 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 GAAP methods on the financial statements.

10. Review, in conjunction with the 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.

11. Review 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.

12. 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 Committee Chair the authority, at the Chair's discretion, to review any such release, information and guidance.

INTERNAL AUDIT OVERSIGHT

13. Review reports from the Internal Audit department 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.

14. Review reports from the Internal Audit department on the status of significant findings and recommendations and management's responses to such findings and recommendations.

15. Review the charter, reporting relationship, responsibilities, activities, organizational structure, qualifications and resources of the Internal Audit department and assess the department's performance.

INDEPENDENT AUDITOR OVERSIGHT

16. Based upon a report from the independent auditor 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.

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

18. Ensure that the independent auditor 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.

19. Consider, periodically, the rotation of the independent auditor.

20. 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.

21. Conduct the annual discussion with the independent auditor 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 auditor.

22. Review the independent auditor's management letter.

23. Review with the independent auditor any audit problems or difficulties and management's response.

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

25. Recommend to the Board of Directors policies for the Corporation's hiring of employees or former employees of the independent auditor who were engaged on the Corporation's account.

26. Review and evaluate the qualifications and performance of the independent auditor and the lead (or coordinating) audit partner.

ETHICAL, LEGAL AND REGULATORY COMPLIANCE MATTERS

27. Assess the design, implementation and effectiveness of the Corporation's compliance processes and programs, including the Code of Conduct.

28. Review with management, the independent auditor and the General Counsel, as appropriate, any legal, regulatory or compliance matters that may have a material impact on the Corporation's financial statements or compliance policies, including any correspondence with or other action by regulators or governmental agencies.

29. 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).

30. 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.

31. Review reports and disclosures of significant conflicts of interest and related person transactions.

CHARTER

32. 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.

PERFORMANCE EVALUATION

33. Evaluate annually the processes, activities and effectiveness of the Committee, including the composition, expertise, and availability of the Committee members.

REPORTS

34. Report to the Board of Directors with respect to the Committee's activities as promptly as practicable following each meeting of the Committee.

35. Report to the Board of Directors with respect to 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 performance and independence of the independent auditor and the performance of the Internal Audit department.

36. Prepare the report to shareholders required by the rules of the Securities and Exchange Commission to be included in the Corporation's proxy statement for its annual meeting, whether the Committee has satisfied its responsibilities under this Charter.