



**AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

The purpose of the Audit Committee is to:

1. assist board oversight of (a) the integrity of the Corporation's financial statements; (b) the Corporation's compliance with legal and regulatory requirements; (c) the independent registered public accounting firm's ("independent auditor") qualifications and independence; and (d) the performance of the Corporation's internal audit function and independent auditors; and
2. prepare an audit committee report as required by the SEC to be included in the Corporation's annual proxy statement.

The duties and responsibilities of the Audit Committee are to:

1. be directly and solely responsible for the appointment or retention (subject to ratification of the Corporation's shareholders), compensation, evaluation, oversight, and (when appropriate) termination of the independent auditor;
2. at least annually, obtain and review a report by the independent auditor describing: the audit firm's internal quality-control procedures; 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; and (to assess the auditor's independence) all relationships between the independent auditor and the Corporation;
3. review (a) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principals, and major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of 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 GAAP methods on the financial statements; and (c) the effect of

regulations and accounting standards, as well as off-balance sheet structures, on the financial statements of the Corporation;

4. meet to review and discuss the Corporation's annual audited financial statements and quarterly financial statements with management and the independent auditor, including reviewing the Corporation's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";
5. discuss the Corporation's earnings press releases, as well as the types of financial information and the types of presentations provided to analysts and rating agencies, paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information;
6. discuss policies with respect to overall corporate risk assessment policies and risk management practices;
7. meet separately, periodically, with management, with internal auditors and with the independent auditor;
8. review with the independent auditor any audit problems or difficulties and management's response, including resolution of any disagreements between management and the auditor regarding financial reporting;
9. set clear corporate hiring policies for employees or former employees of the independent auditor;
10. establish procedures for the receipt, retention and handling of complaints regarding accounting, internal accounting controls and auditing matters, including procedures for the confidential, anonymous submission of complaints by employees about accounting and auditing matters;
11. review the Corporation's compliance program on a periodic basis, including (i) compliance risk assessment, (ii) compliance plan, and (iii) selected pending or potential litigation regarding regulatory matters affecting the Corporation.
12. annually evaluate the performance of the Audit Committee; and
13. report regularly to the Board of Directors including regarding compliance discrepancies of high importance.

The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors, as it deems necessary to carry out the purposes of the Committee and shall receive appropriate funding, as determined by the Committee, from the Corporation for the payment of compensation to any such advisors.

Meetings:

The Committee will meet at least four times a year. Meetings will be attended by the independent auditor and the internal auditors responsible for the Corporation's audit function. Periodically, the Committee will meet separately with management, the independent auditor, the internal auditors and the Chief Compliance Officer.

Membership:

The Board of Directors of the Corporation will designate at least four directors to serve on the Audit Committee. The Committee membership will be totally comprised of "independent" and financially literate directors as provided in the listing requirements of the New York Stock Exchange. At least one member of the Committee will be an "audit committee financial expert," as determined by the Board in accordance with applicable SEC rules. A Chairman of the Committee will be appointed by the Board.

Charter Review:

On an annual basis, the Audit Committee and the Nominations and Governance Committee will review this charter and recommend changes to the Board as appropriate.

Advisors:

The Audit Committee has unrestricted access to all information relating to the Corporation and its subsidiaries, including documents and personnel. Adequate resources are available for the Committee to fulfill its oversight responsibilities. The Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors, as it deems necessary to carry out the purposes of the Committee and shall receive appropriate funding, as determined by the Committee, from the Corporation for the payment of compensation to any such advisors.