Audit Committee Charter

Membership

The Audit Committee of the Board of Directors shall consist of at least three Directors all of whom shall meet applicable standards of independence and be appointed by a majority of the whole Board of Directors. No member of the Committee may serve on the Audit Committee of more than three public companies, including the Corporation, unless the Board of Directors (i) determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and (ii) ensures that Management discloses such determination in the annual proxy statement. Moreover, in order to ensure the independence of members of the Committee from the Corporation's audit firms, no Committee member may be deemed independent if (a) the director is a current partner or employee of a firm that is the Company's internal or external auditor; (b) the director has an immediate family member who is a current partner of such a firm; (c) the director has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or (d) the director or an immediate family member was within the last three years a partner or employee of such a firm and personally worked on the Company's audit within that time. Each member shall serve at the pleasure of the Board of Directors and for such term or terms as the Board shall determine. A majority of the whole Board of Directors shall also appoint the Chairman of the Committee. The Secretary of the Corporation shall serve as Secretary for the Committee.

All of the members of the Audit Committee shall be financially literate and at least one member shall be a "financial expert", as defined under applicable law and interpretations thereof. Any question concerning the independence, financial literacy or expertise of a Director shall be determined by the Board of Directors in its business judgment, consistent with any requirements of the New York Stock Exchange and the Securities and Exchange Commission. The Committee may engage outside advisors as it deems necessary to discharge its responsibilities.

One less than a majority of the members of the Audit Committee, but not less than two members, shall constitute a quorum for the transaction of the business of the Committee and the act of a majority of those Directors present at a meeting at which a quorum is present shall be the act of the Committee. The topics to be discussed at each meeting of the Committee shall be set forth in an agenda developed by management in consultation with the Committee Chairman

Accountability of Independent Auditors

The Committee shall have the sole authority to retain and dismiss the Corporation's independent auditor, subject to the right of shareholders to approve or reject the appointed independent auditor, including the sole authority to approve all audit engagement fees and terms. The Committee shall have the sole authority to approve the performance of non-audit work by the independent auditors. The Committee shall meet at least quarterly.

Other Activities and Responsibilities of the Audit Committee

1. Consult with and oversee the independent auditors and the internal auditors with regard to the development and performance of the audit plan for the current year, including:

    (a) a discussion in general terms of the proposed scope of the examination;
    (b) a review of the prior year's independent audit fee and an estimate of the current year's fee; and
    (c) an inquiry into (i) the qualifications, performance and independence of the independent auditors, including the adequacy and rotation of the independent auditors' staff assigned to the audit, including the lead audit partner, as well as the auditing firm itself and (ii) the adequacy, capabilities and performance of the internal audit staff of the Corporation.

2. Request and review, at least annually, a report by the Corporation's independent auditor describing: (i) the auditing firm's internal quality-control procedures; (ii) any material issues raised by (a) the most recent internal quality-control review or peer review of the auditing firm, or (b) any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, (iii) any corrective measures taken to deal with any such material issues; and (iv) the independent auditor's independence including all relationships between the independent auditor and the Corporation.

3. In order to ensure the integrity of the Corporation's financial statements, review, before publication, in consultation with management and the independent auditors, the auditors' proposed report of audit and the annual audited financial statements of the Corporation, including a discussion with the independent auditors regarding the matters required to be discussed by Statement of Auditing Standards No. 61.

4. Review and discuss with the independent auditors and management, prior to the filing with the Securities and Exchange Commission, the Corporation's Form 10-K Annual Report and 10-Q Quarterly Report, including the Corporation's interim financial statements, management's discussion and analysis of financial condition and results of operations and the matters required to be discussed by Statement of Auditing Standards No. 61.

5. Submit any report of the Audit Committee required by the Securities and Exchange Commission to be included in the annual proxy statement of the Corporation.

6. Consider and review with the independent auditors and management (i) any audit problems or other difficulties encountered in the course of the audit process and (ii) any management letter or other report prepared by the independent auditors relating to the prior year's audit, as well as any responses by management to either of the foregoing.

7. Periodically, review the activities of the internal auditors.

8. Periodically, meet separately with management, the director of the internal audit department and the independent auditor to discuss any matters that would be appropriate.

9. Review with the independent auditors and management the effect of any significant new or proposed pronouncements of the accounting profession or regulatory bodies on the Corporation's accounting policies and financial statements.

10. Consult with the independent auditors, the internal auditors and management with regard to their views concerning (i) the adequacy of the internal accounting controls of the Corporation, any material deficiencies discovered and the related corrective actions taken or in progress; (ii) all critical accounting policies and practices to be used by the Corporation; (iii) the 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 all alternative treatments of financial information that have been discussed with the Corporation's management, the ramifications of the use of alternative disclosures and treatments, and the treatment preferred by the independent auditor; (iv) the major issues regarding accounting principles and financial statements presentations, including any significant changes in the Corporation's selection or application of accounting principles; and (v) any other material written communications between the independent auditor and the Corporation's management.

11. Report to the Board concerning the significant matters reviewed by the Audit Committee at its meetings.

12. Discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to release.

13. Discuss with management, the internal auditors and the independent auditors major financial risk assessment and risk management.

14. Review annually a report from management concerning any activity generated by the Corporation's "hotline" and other material issues raised by shareholders, employees and analysts.

15. Assist the Board in its oversight of the Corporation's compliance with legal and regulatory requirements, including a review of the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation.

16. Establish procedures for: (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

17. Receive periodic reports concerning the Corporation's Information Technology strategy as necessary to ensure the integrity of data, including appropriate security provisions, internal controls, and disaster prevention and recovery systems

18. Set hiring policies for employees or former employees of the independent auditor.

19. Review material communications from shareholders and employees to the Board.

20. Oversee and make recommendations to the Board concerning the Committee's operations, including committee membership qualifications, appointment and removal of committee members, committee structure and operations, including authority to delegate to subcommittees and committees reporting to the Board.

21. Perform such further functions as shall from time to time be assigned to the Committee by the Board of Directors.

NOTE: The Corporation's management is responsible for preparing the Corporation's financial statements. The Corporation's independent auditors are responsible for auditing the financial statements. The activities of the Committee are in no way designed to supersede or alter those traditional responsibilities.

(2/2010)