



Audit Committee Charter

ORGANIZATION AND COMPOSITION

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of the Company will be comprised of a least three independent outside directors of the Company, as determined from time to time by the Board upon recommendation by the Corporate Governance and Nominating Committee of the Board. As applicable, the members of the Committee shall meet the independence and experience requirements of the NASDAQ Stock Market ("NASDAQ"), the Securities and Exchange Commission ("SEC") rules and regulations and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, provided that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board upon recommendation by the Corporate Governance and Nominating Committee. No member of the Committee shall be removed except by majority vote of the Board.

No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.

Each member of the Committee must meet the following criteria:

- a) be an "independent director" as defined under the applicable NASDAQ rules, regulations and listing requirements, except as may otherwise be permitted by the NASDAQ rules;
- b) be "independent" as defined in Section 10A(m) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 10A-3 and any other rules and regulations promulgated by the SEC under the Exchange Act, except as may otherwise be permitted by the SEC rules;
- c) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years;
- d) have the ability to read and understand fundamental financial statements,
- e) including the Company's balance sheet, income statement and cash flow, statement; and
- f) meet any other requirements imposed by applicable law, regulations or rules, subject to any applicable exemptions and transition provisions, as well as any additional requirements that the Board may deem appropriate.

In addition, at least one member of the Committee must be designated by the Board to be the "audit committee financial expert," as defined by the SEC pursuant to the Sarbanes-Oxley Act of 2002 (the "Act").

PURPOSE

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to the following:

- a) overseeing the accounting and financial reporting processes of the Company and audit of the financial statements of the Company;
- b) discussing the financial statements of the Company with management and the Company's independent auditor;
- c) monitoring actions taken by the Company to comply with its internal policies as well as external accounting, legal and regulatory requirements;
- d) reviewing with the independent auditor, the internal auditor and financial and accounting personnel, the accounting and financial controls of the Company;
- e) reviewing disclosures regarding independence of the Company's outside auditor; and
- f) evaluating the performance of the Company's independent auditor.

MEETINGS OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than once every fiscal quarter. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee should meet separately on a periodic basis with (i) management, (ii) the director of the Company's internal auditing department or another person responsible for the internal audit function and (iii) the Company's independent auditors, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

DELEGATION OF AUTHORITY OF THE BOARD

The Committee shall have and may exercise all the powers and authority of the Board in the following matters:

- a) the authority, without approval of the Board, to engage independent counsel and other advisers as it determines necessary to carry out its duties and to determine appropriate funding for the payment of compensation to the independent auditor employed by the Company for the purpose of rendering or issuing an audit report and to any independent counsel and other advisers engaged by the Committee;
- b) the direct authority for the appointment, termination, compensation and oversight of the work of the independent auditor employed by the Company (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work, and the independent auditor shall report directly to the Committee;
- c) the sole authority to approve the scope of engagement of the independent auditor [such approval constituting approval of each audit service within such scope of engagement) and to approve all audit engagement fees and terms;
- d) the authority to approve, in advance, all auditing services (which, if applicable, may include providing comfort letters in connection with securities underwritings), and non-audit services that are otherwise permitted by law (including tax services, if any) that are provided to the Company by the independent auditor; and
- e) the authority to delegate to one or more of its members the authority to preapprove auditing services and non-audit services that are otherwise permitted by law, provided that each such preapproval decision is presented to the full Committee at a scheduled meeting.

DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible, so that it may be in a position to best address, react or respond to changing circumstances or conditions. The following duties and responsibilities are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the SEC, NASDAQ or any other applicable regulatory authority:

- a) Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such registered public accounting firm must report directly to the Committee (the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's Annual Report on Form 10-K is referred to herein as the "independent auditors");
- b) Review and, in its sole discretion, approve in advance the Company's independent auditors' annual engagement letter, including the proposed fees contained therein, as well as all audit and, as provided in the Act and the SEC rules and regulations promulgated thereunder, all permitted non-audit engagements and relationships between the Company and such independent auditors (which

approval should be made after receiving input from the Company's management, if desired): Approval of audit and permitted non-audit services will be made by the Committee or by one or more members of the Committee as shall be designated by the Committee/the chairperson of the Committee and the person[s] granting such approval shall report such approval to the Committee at the next scheduled meeting;

- c) Review the performance of the Company's independent auditors, including the lead partner of the independent auditors;
- d) Evaluate the independence of the Company's independent auditors by, among other things:
 - i. obtaining and reviewing from the Company's independent auditors a formal written statement delineating all relationships between the independent auditors and the Company;
 - ii. actively engaging in a dialogue with the Company's independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors;
 - iii. taking, or recommending that the full Board take, appropriate action to oversee the independence of the Company's independent auditors;
 - iv. monitoring compliance by the Company's independent auditors with the audit partner rotation requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder;
 - v. monitoring compliance by the Company of the employee conflict of interest requirements contained in the Act and the rules and regulations promulgated by the SEC thereunder; and
 - vi. engaging in a dialogue with the independent auditors to confirm that audit partner compensation is consistent with applicable SEC rules;

Oversight of Annual Audit and Quarterly Reviews

- e) Review and discuss with the independent auditors their annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year;
- f) Review with management, the Company's independent auditors and the director of the Company's internal auditing department, the following information which is required to be reported by the independent auditor:
 - i. all critical accounting policies and practices to be used;
 - ii. all alternative treatments of financial information that have been discussed by the independent auditors and management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors;
 - iii. all other material written communications between the independent auditors and management, such as any management letter and any schedule of unadjusted differences; and
 - iv. any material financial arrangements of the Company which do not appear on the financial statements of the Company;

- g) Resolve all disagreements between the Company's independent auditors and management regarding financial reporting;

Oversight of Financial Reporting Process and Internal Controls

- h) Review:
 - i. the adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Company's internal audit function, through inquiry and discussions with the Company's independent auditors and management;
 - ii. the yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's Internal Control over Financial Reporting and stating management's responsibility for establishing and maintaining adequate internal control over financial reporting prior to its inclusion in the Company's Annual Report on Form 10-K; and
 - iii. the Committee's level of involvement and interaction with the Company's internal audit function, including the Committee's line of authority and role in appointing and compensating employees in the internal audit function;
- i) Review with the chief executive officer, chief financial officer and independent auditors, periodically, the following:
 - i. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - ii. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting;
- j) Discuss guidelines and policies governing the process by which senior management of the corporation and the relevant departments of the Company, including the internal auditing department, assess and manage the Company's exposure to risk, as well as the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;
- k) Review with management the progress and results of all internal audit projects, and, when deemed necessary or appropriate by the Committee, assign, or direct
- l) the Company's chief executive officer to assign, additional internal audit projects to the director of the Company's internal auditing department;
 - i. Receive periodic reports from the Company's independent auditors, management and director of the Company's internal auditing department to assess the impact on the Company of significant accounting or financial reporting developments that may have a bearing on the Company;
- m) Review and discuss with the independent auditors the results of the year-end audit of the Company, including any comments or recommendations of the Company's independent auditors and, based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in the Annual Report on Form 10-K;

- n) Establish and maintain free and open means of communication between and among the Committee, the Company's independent auditors, the Company's internal auditing department and management, including providing such parties with appropriate opportunities to meet separately and privately with the Committee on a periodic basis;
- o) Review the type and presentation of information to be included in the Company's earnings press releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies (which review may be done generally (i.e., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance);

Miscellaneous

- p) Establish and implement policies and procedures for the Committee's review and approval or disapproval of proposed transactions or courses of dealings with respect to which executive officers or directors or members of their immediate families have an interest (including all transactions required to be disclosed by Item 404(a) of Regulation S-K);
- q) Meet periodically with management, and outside counsel when appropriate, to review legal and regulatory matters, including (i) any matters that may have a material impact on the financial statements of the Company and (ii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees, or agents or breaches of fiduciary duty to the Company;
- r) Prepare the report required by the rules of the SEC to be included in the Company's annual proxy statement;
- s) Review the Company's policies relating to the ethical handling of conflicts of interest and review past or proposed transactions between the Company and members of management as well as policies and procedures with respect to officers' expense accounts and perquisites, including the use of corporate assets. The Committee shall consider the results of any review of these policies and procedures by the Company's independent auditors;
- t) Review and approve in advance any services provided by the Company's independent auditors to the Company's executive officers or members of their immediate family;
- u) Review the Company's program to monitor compliance with the Company's code of business conduct and ethics, and meet periodically with management to discuss compliance with the code of business conduct and ethics;
- v) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- w) Establish procedures for the receipt, retention and treatment of reports of evidence of a material violation made by attorneys appearing and practicing before the SEC in the representation of the Company or any of its subsidiaries, or reports made by the Company's chief executive officer or general counsel in relation thereto;
- x) Secure independent expert advice to the extent the Committee determines it to be appropriate, including retaining, with or without Board approval, independent counsel, accountants,

consultants or others, to assist the Committee in fulfilling its duties and responsibilities, the cost of such independent expert advisors to be borne by the Company;

- y) Review and assess the adequacy of this Charter on an annual basis; and
- z) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.

INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary to carry out its duties.

LIMITATION OF RESPONSIBILITIES AND POWERS

While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit, or for determining whether the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable federal or state law.