

AUDIT COMMITTEE CHARTER

As Amended February 25, 2004

The Audit Committee (the "Committee") has been constituted by the Board of Directors to oversee, or assist the Board of Directors in overseeing, the (a) integrity of the financial statements of the Corporation, (b) compliance by the Corporation with legal and regulatory requirements, (c) independence, qualifications and performance of the Corporation's internal and external auditors and (d) accounting and financial reporting processes of the Corporation and the audits of the Corporation's financial statements.

The Committee shall consist of at least three directors, each of whom shall meet the independence, qualification and experience requirements of The Nasdaq Stock Market ("Nasdaq") and applicable law and shall be financially literate. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual's financial sophistication. Each member shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with his or her individual exercise of independent judgment. The chairperson shall be appointed by the Board of Directors. The Committee shall meet on at least a quarterly basis.

The members of the Committee shall have the following powers and duties and shall report thereon to the Board of Directors:

- 1) For each fiscal year:
 - a) to be directly responsible for the appointment (subject to the approval of the shareowners), compensation and oversight of the work of the independent public accountants (including resolution of disagreements between management and the independent public accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation, which independent public accountants shall report directly to the Committee;
 - b) to review the scope of audits of the books, records, accounts and financial statements of the Corporation and its subsidiaries by the independent public accountants;
 - c) to take, or to recommend that the Board of Directors take, appropriate action to oversee the independence of the independent public accountants;

- d) to recommend to the Board of Directors whether the annual audited financial statements should be included in the Corporation's Annual Report on Form 10-K;
 - e) to submit the report required by the rules of the Securities and Exchange Commission to be included in the Corporation's annual meeting proxy statement; and
 - f) to review and reassess the adequacy of this Charter;
- 2) To review with the independent public accountants:
- a) the scope of their annual audit of the Corporation's financial statements;
 - b) the Corporation's quarterly and annual financial statements before their release;
 - c) the adequacy of the Corporation's system of internal control over financial reporting and any recommendations of the independent public accountants with respect thereto;
 - d) any comments they may have on major issues related to their audit activities, restrictions, if any, imposed on their work and the cooperation they received during the audit;
 - e) the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees); and
 - f) a formal written statement prepared by the independent public accountants delineating all relationships between the independent public accountants and the Corporation consistent with Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and to actively engage in a dialogue with the independent public accountants with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent public accountants;
- 3) To review and approve in advance the scope and extent of all audit and non-audit services performed by the independent public accountants and the fees charged therefor;
- 4) To review and approve the appointment or change of the Corporation's Director of Internal Audit (however titled, the "General Auditor") and review with the General Auditor:

- a) the scope of the annual internal audit plan and the results of completed internal audits; and
 - b) any comments the General Auditor may have on major issues related to the internal audit activities or restrictions, if any, imposed thereon;
- 5) To monitor compliance by the employees of the Corporation with the Corporation's Standards of Business Conduct;
- 6) To establish procedures and regularly review with management the results of these procedures for the:
 - a) receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters; and
 - b) confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
- 7) To receive from the independent public accountants a report at least annually regarding:
 - a) the Corporation's critical accounting policies and practices used in preparing the financial statements;
 - b) the alternative treatments of financial information according to generally accepted accounting principles ("GAAP") related to material items discussed with management and the ramifications of alternative treatments and the independent public accountants' preferred treatment; and
 - c) all written communications between the independent public accountants and management;
- 8) To review and approve all related party transactions (as defined in Nasdaq rules);
- 9) To meet with the Corporation's Chief Executive Officer, Chief Financial Officer, Chief Legal Officer and other management personnel to review any issues related to the Corporation's financial reporting, internal control over financial reporting, Standards of Business Conduct or other matters within the scope of the Committee's duties; and
- 10) To determine appropriate funding for the independent public accountants and ordinary administrative expenses of the Committee that are necessary or appropriate to carry out its duties, investigate any matter brought to its attention within the scope

of its duties, and to engage and determine funding for consultants or independent counsel as the Committee deems appropriate.

The Committee is expected to maintain free and open communication with the independent public accountants, the internal auditors and the Corporation's management. Such communication shall include, but not be limited to, private executive sessions, at least semi-annually, with each of these parties. The Committee chairperson shall report on Committee activities to the Board of Directors.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with GAAP. Those duties are the responsibility of management and the independent public accountants. Nor is it the duty of the Committee to assure compliance with laws and regulations and the Corporation's Standards of Business Conduct.