

**Jarden Corporation
Board of Directors
Audit Committee Charter**

I. PURPOSE

This charter governs the operations of the audit committee. The charter will be reviewed and reassessed by the committee and will be approved by the Board of Directors (the “Board”), at least annually.

II. FUNCTION

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities to the stockholders, potential stockholders, the investment community and others relating to the Company’s financial statements and the financial reporting process, the systems of internal accounting and financial controls, the annual independent audit of the company’s financial statements, corporate governance and the legal compliance and the ethics programs, as established by management and the Board of Directors. Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the corporation’s policies, procedures and practices at all levels. The Audit Committee has the authority to conduct or authorize investigations into any matters within the committee’s scope of responsibilities. The committee is empowered to retain independent counsel and other professionals or to consult with the Company’s counsel or professional advisors to assist it in the conduct of any investigation or to advise it with regard to any of its functions, duties, responsibilities and processes.

Management is responsible for preparing the Company’s financial statements and the independent auditors are responsible for auditing those financial statements. While the audit committee has the responsibilities and powers set forth in this Charter, it is not the duty of the audit committee to plan or conduct audits to determine that the Company’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Furthermore, it is not the duty of the audit committee to conduct investigations or to assure compliance with laws and regulations.

III. COMPOSITION

The Audit Committee shall be comprised of at least three directors as determined by the Board, each of who are independent of management and the Company. The members of the Audit Committee shall meet the independence and experience requirements of the New York Stock Exchange, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Commission. Each member of the Audit Committee must be financially literate, as such qualification is interpreted by the Company’s Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. In addition, at least one member of the Audit Committee must have accounting or related financial management expertise, as the Company’s Board interprets such qualification in its business judgment.

**Jarden Corporation
Board of Directors
Audit Committee Charter**

The members of the Committee shall be elected by the Board until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair shall have accounting or related financial management expertise.

Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee.

IV. FREQUENCY OF MEETINGS

The committee shall meet in person or telephonically at least quarterly with management and the independent auditors and report on such meetings to the Board. For the meeting to approve the annual report and Form 10-K, all members shall attend the meeting. For all other meetings, the Chair or the other 2 members together may represent the committee.

V. RESPONSIBILITIES AND PROCESSES

The primary responsibility of the Audit Committee is to oversee the Company's financial reporting process on behalf of the Board and report the results of their activities to the Board. Management is responsible for preparing the Company's consolidated financial statements, and the independent auditors are responsible for auditing those consolidated financial statements. The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take the appropriate action to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

The Audit Committee shall 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. The Audit Committee or Board shall have the sole authority to approve all audit engagement fees and terms, as well as non-audit engagements with the independent auditors. The Audit Committee shall be directly responsible for the oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor.

The Audit Committee shall preapprove all auditing services and permitted non-audit services to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. Either the Chairman of the Audit Committee acting alone or the other two members acting jointly may grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee or the Board of Directors at its next scheduled meeting.

**Jarden Corporation
Board of Directors
Audit Committee Charter**

The following shall be the principal recurring processes of the audit committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the committee may supplement as appropriate.

- The committee shall have a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Board and the audit committee, as representatives of the Company's stockholders. The committee shall have the ultimate authority and responsibility to evaluate and, where appropriate, replace the independent auditors.
- The committee shall review and approve the scope of the annual audit.
- The committee shall review and approve the independent auditor's audit fees on an annual basis, based upon recommendations from management.
- The committee shall review all non-audit related work provided by the company's independent auditors and the fees associated with such work to ensure that they are reasonable and proper and do not jeopardize the auditors' independence.
- The committee shall review the interim financial statements and information with management and the independent auditors prior to the disclosure of such to the stockholders and the public and prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the committee will discuss the results of the quarterly review and any other matters required to be communicated to the committee by the independent auditors under generally accepted auditing standards.
- The committee shall review with management and the independent auditors the financial statements to be included in the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgments about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosure in the financial statements. Also, the committee will discuss the results of the annual audit and any other matters required to be communicated to the committee by the independent auditors under generally accepted auditing standards.
- The committee shall review and assess any management letter(s) received from the independent auditors addressing matters relating to internal controls and procedures. The committee shall ensure that management addresses any reportable conditions or material weaknesses.
- The committee shall oversee the Company's policies and procedures with respect to risk assessment and risk management.

Jarden Corporation
Board of Directors
Audit Committee Charter

- The committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- The committee shall obtain and review a report from the independent auditor at least annually regarding:
 - (a) All critical accounting practices to be used.
 - (b) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - (c) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
 - (d) The independent auditor's internal quality-control procedures.
 - (e) 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.
 - (f) All relationships between the independent auditor and the Company.
 - (g) Whether in the course of conducting the audit, the independent auditor detected or otherwise became aware of information indicating that an illegal act (whether or not perceived to have a material effect on the Company's financial statements) has or may have occurred.
- The committee shall discuss with, the independent auditors and/or management:
 - (a) All critical accounting policies and practices to be used any significant financial reporting issues.
 - (b) All alternative treatments of financial information within generally accepted accounting principles including the ramifications of the use of such alternative disclosures and treatments.
 - (c) The effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
 - (d) The type and presentation of information to be included in earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.

Jarden Corporation
Board of Directors
Audit Committee Charter

- The committee shall discuss with the independent auditors any difficulties encountered by the auditor in the course of the audit work, including any restrictions on the scope of activities or access to requested information, any significant disagreements with management, accounting adjustments that were noted or proposed by the auditor but were passed, any “management” or “internal control” letter issued, or proposed to be issued, by the audit firm to the Company.
- The committee shall review disclosures made to the Audit Committee by the Company’s CEO and CFO during their certification process for the Annual Report on Form 10-K and Quarterly Report on Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company’s internal controls.
- The committee shall oversee the Company’s internal audit function, review any significant reports to management arising from the function and report to the full board any related issues.
- The committee shall ensure the rotation of the audit partners as required by law and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
- The committee shall review on a case by case basis the Company’s hiring of employees or former employees of the independent auditor to ensure there is no issue with auditor independence resulting from such hire.