Audit Committee Charter

Purpose

The Audit Committee shall have the purpose of overseeing the accounting and financial reporting processes, audits, and financial statements of the Company.

The Audit Committee serves as the representative of the Board for the general oversight of Company affairs in the area of financial accounting and reporting and the underlying internal controls as well as the financial aspects of the Company's funded benefit plans. Through its activities, the Audit Committee will facilitate open communication among directors, the Company's independent accountants, the Company's internal auditors and corporate management.

The Audit Committee will assist the Board in discharging its fiduciary responsibilities to shareholders, providing assurance as to the independence of the Company's outside accountants and the adequacy of disclosure to shareholders and to the public.

Membership

The Audit Committee shall consist of not less than three members of the Board of Directors. Each member of the Audit Committee shall meet the independence and experience requirements of NYSE and the Securities Exchange Act of 1934 (the "Exchange Act"). No member of the Audit Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company during the past three years. All members of the Audit Committee shall be able to read and understand fundamental financial statements. At least one member of the Audit 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, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. The Board will determine whether at least one member of the Audit Committee qualifies as an "audit committee financial expert" in compliance with the criteria established by the Securities and Exchange Commission ("SEC").

Meetings

The Audit Committee shall meet as often as it determines is necessary, but will hold not less than four regularly scheduled meetings each year, for the purpose of approving the contents of the Company's draft earnings release. Special meetings of the Committee may be called from time to time upon notice issued by any two directors, whether or not such directors are members of the Committee, or as otherwise provided pursuant to the Company's Bylaws.

A majority of the members shall constitute a quorum of the Committee. A majority of those members in attendance shall decide any question brought before any meeting of the Committee.

The Audit Committee shall meet periodically in separate executive sessions with management, the internal auditors, if applicable, and the independent accountant, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request an officer or employee of the Company or the Company's outside counsel or independent accountant to attend a meeting of the Audit Committee or meet with any members of, or consultants to, the Audit Committee.

Responsibilities

The Audit Committee shall be directly responsible and have the sole authority to appoint, retain, determine funding for, and oversee the independent accountants. The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent accountant (including resolution of disagreements between management and the independent accountant regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent accountant shall report directly to the Audit Committee.

The Audit Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exception for non-audit services that are approved by the Audit Committee prior to completion of the audit. The Audit Committee may pre-approve services by establishing pre-approval policies and procedures, provided that the Committee is informed of each service pre-approved pursuant to such policies and procedures at the next regularly scheduled meeting, and that no pre-approval shall be delegated to management. Any proposed services exceeding preapproved cost levels will also require specific pre-approval by the Audit Committee. The Audit Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting. In considering whether to pre-approve any non-audit services, the Audit Committee or its delegees shall consider whether the provision of such services is compatible with maintaining the independence of the auditor.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent accountant for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors employed by the Audit Committee, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Audit 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.

Specifically, the Audit Committee will:

1. Approve the contents of the Company's draft earnings release following consideration of the financial statements, supporting schedules and discussions with management and the reviewing independent public accountants.
2. Review and discuss with management and the independent auditor any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
3. Review and discuss with management (including the senior internal audit executive, if applicable) and the independent accountant, the Company's internal controls report and the independent accountant’s audit of the Company's internal controls prior to the filing of the Company's Form 10-K.
4. Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Form 10-K and 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.
5. Review with representatives of the independent accountants
    1. Any significant changes in the plan for and scope of its annual audit of the Company's financial statements.
    2. Written disclosures and the letter from the independent accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, discussing and forming a

judgment concerning the independent accountant's independence and confirm that the independent accountants are ultimately accountable to the Board and the Audit Committee.

3. The results of the annual audit.
4. Any recommendations with respect to internal controls and other financial matters, including any perceived weaknesses in the Company's internal controls, policies, and procedures.
5. Any significant changes made by management in the basic accounting principles and reporting standards used in the preparation of the Company's financial statements.
6. Discuss any other issue, including any matters covered by PCAOB Auditing Standard No. 16, which the independent accountant may bring to the attention of the Committee.
7. Obtain from the independent accountant assurance that Section 10A(b) of the Exchange Act has not been implicated.
8. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. 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.

6. Recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K by preparing the Audit Committee Report to be included with the proxy statement relating to the annual meeting of shareholders at which directors are elected.
7. Review the work of the Company's internal audit function, ensuring they remain unbiased and objective, and specifically review the department's plans for future audit coverage. Additionally:
   - The Committee will approve the Internal Audit plan
   - The Committee will approve the Internal Audit department Charter
   - The Committee will ensure that Internal Audit's scope is not inappropriately restricted by company management.
8. Review whether management has sought a second opinion regarding a significant accounting issue, and, if so, obtain the rationale for the particular accounting treatment chosen.
9. Review compliance by officers and employees with the Company's policies on business ethics and public responsibility.
10. Review and approve relevant related party transactions associated with the Company's public disclosure obligations.
11. Make such other recommendations to the Board on such matters, within the scope of its functions, as may come to its attention and which in its discretion warrant consideration by the Board.
12. Meet privately from time to time with representatives of the independent accountants and management.
13. Oversee any aspects of the Company's enterprise risk management program as are assigned to it by the Board.
14. Oversee the Company's greenhouse gas emissions and target reduction disclosures.
15. Review applicable SEC rules and NYSE Rules and reassess the adequacy of this Audit Committee Charter on an annual basis prior to or during the February meeting of the Committee and to make prompt recommendations to the Board in the event that changes are deemed necessary or desirable.

Limitation of Audit Committee's Role

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 or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent accountant.