

2007 AUDIT COMMITTEE CHARTER
(As Amended 7/23/07)

PREFACE

The Audit Committee of the Board of Directors shall assist the Board in fulfilling its responsibilities with respect to accounting and management controls, and financial reporting.

Specifically, the Audit Committee is responsible for overseeing that:

- a system of internal controls is maintained throughout the Company which protects the assets of the Company on a reasonable and economic basis, provides for proper authorization and recording of transactions, ensures financial information is reliable and accurate and monitors compliance with laws and regulations; and
- financial statements fairly present in all material respects the financial condition and results of operations of the Company in accordance with generally accepted accounting principles.

MEMBERSHIP

The Board of Directors shall appoint the Audit Committee members, all of whom shall be Directors. The Audit committee shall be comprised of at least three members. The Board may also appoint an individual, who need not be a Director, to serve as Secretary to the Committee. Each member of the Audit Committee, including the Chairman, shall be independent, in accordance with the criteria for independence set forth in Section 10A(m)(1) of the Securities Exchange Act of 1934, as amended, and rules and regulations promulgated thereunder, and the Corporate Governance Standards of the New York Stock Exchange. Each member of the Audit Committee shall, by reason of education or experience and in light of all factors which the Board of Directors is aware, possess such degree of financial literacy as required to select and oversee the performance of the independent and internal auditors, to monitor the integrity of the Company's financial statements; and otherwise to faithfully execute the Charter of the Audit Committee.

TERM

Each member of the Audit Committee shall hold office until the earliest of the following shall occur: his or her successor member is elected, or he or she dies, resigns or is removed, or until he or she ceases to be a Director.

DUTIES

The Audit Committee shall meet formally at least four times a year, with authority to convene additional meetings as deemed appropriate. The Audit Committee will meet with representatives from the external audit firm, and the Company's General Counsel,

Secretary, Controller, Chief Internal Auditor, Chief Financial Officer, and Chief Executive Officer as the Committee determines appropriate. Its duties are to:

***FINANCIAL STATEMENTS
AND FILINGS***

1. Review with management and the external auditor:
 - the annual financial statements and results of the external audit;
 - the interim financial statements and results of the external auditors' review of such statements;
 - the periodic reports of the Company required by the Securities Exchange Act of 1934, as amended, including officer certificates filed therewith and management discussion and analysis presented in such filings;
 - the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies; and
 - other significant financial filings as necessary.

The Committee shall review such statements and reports prior to filing with the SEC. This review should include:

- significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas; and accounting alternatives; and
 - the external auditor's judgment on the quality, consistent application of accounting principles and completeness of disclosures.
2. Review recent professional and regulatory pronouncements and their impact on the financial statements.

INTERNAL CONTROLS

1. Review with management and the Chief Internal Auditor the effectiveness of the Company's internal controls, including significant deficiencies identified within the Company;
2. Review the reports of the external auditor relating to financial reporting practices and reportable conditions in the internal control structure;
3. Review Company policies on internal controls, and ethical and responsible business conduct, and review the results and adequacy of programs and procedures for determining compliance with such policies;
4. Review information concerning environmental, legal, regulatory and other matters which may represent material financial exposure.

EXTERNAL AUDIT

1. Review the audit scopes and plans, and the associated fees, of the external auditors;
2. Review the scope and fees of non-audit services and other relationships of the external auditor, and consider the possible effect of the performance of those services on the independence of the external auditor and approve performance of non-audit services in advance;
3. Review with external auditors any booked or waived audit adjustments, audit problems or difficulties and management's response thereto;
4. Review and conclude as to the quality and independence of the external auditor firm. At least annually, the Committee shall obtain and review a report by the external auditor firm describing the firm's internal quality-control procedures, 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, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with such issues. The Committee shall also obtain a report from the external auditor firm as to all relationships between the external auditor firm and the Company;
5. Meet privately with the external auditors on a periodic basis.

INTERNAL AUDIT

1. Review the organization and costs of the internal auditing department, the adequacy of its resources, and the quality of the audit staff, and provide general oversight of hiring, compensation and termination decisions, and annual performance review, of the Chief Internal Auditor;
2. Review the annual audit risk assessment and the proposed audit plans of internal auditing with management and the external auditors;
3. Review the coverage and results of the internal audits, including review of significant deficiencies in internal controls and/or management improprieties identified in such audit, together with management's response thereto;
4. Meet privately with the Chief Internal Auditor on a periodic basis.

COMMITTEE REPORTING

1. Report to the Board of Directors significant issues and activities of the Committee;

2. Comply with Committee reporting obligations under the Securities Exchange Act of 1934, as amended, and rules and regulations promulgated thereunder, and the Corporate Governance Standards of the New York Stock Exchange;
3. Review and assess, at least annually, the adequacy of this charter and submit the charter for approval to the full Board at least every three years.

OTHER

1. Consider any other matters related to the oversight responsibilities of the Audit Committee, as deemed advisable or necessary by Company management, the Board of Directors or the Audit Committee;
2. Consider guidelines and policies to govern the process by which risk assessment and management of risk is undertaken by the Company;
3. Review policies and procedures with respect to transactions between the Company and officers and directors, or their affiliates;
4. Review policies and procedures with respect to the presentation of non-GAAP financial measures;
5. Monitor established procedures and results of programs for confidential anonymous employee report program;
6. Oversee special investigations as needed, and set clear hiring policies for employees or former employees of the external auditor firm;
7. Prepare an audit committee report as required by the Securities and Exchange Commission to be included in the Company's annual Proxy Statement;
8. Perform an annual evaluation of the Committee's own effectiveness. The results of the evaluation should be discussed with the full Board. The purpose of such evaluation is to increase the effectiveness of the Committee as a whole, not to focus on individual Committee members.

QUORUM

A majority of the members of the Audit Committee shall constitute a quorum for all purposes and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee.