

AUDIT COMMITTEE RESPONSIBILITIES CALENDAR

RESPONSIBILITY	WHEN PERFORMED Audit Committee Meetings				
	Winter	Spring	Summer	Fall	As Needed
1. The Committee will perform such other functions as assigned by law, the Company's charter or bylaws, or the Board of Directors.					X
2. The Committee will have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee will have the authority, as it deems necessary or appropriate, to retain independent legal, accounting or other advisors.					X
3. The Committee will meet quarterly or more frequently as circumstances require. The Committee may ask members of management or others to attend the meeting and provide pertinent information as necessary.					X
4. The agenda for Committee meetings will be prepared in consultation between the Committee chair (with input from the Committee members), Finance management, the Internal Auditor and the independent auditor.	X	X	X	X	X
5. Provide an open avenue of communication between the Internal Auditor, the independent auditor, Finance management and the Board of Directors. Report Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate.					X
6. Review and update the Audit Committee Charter and Responsibilities Calendar annually.				X	
7. Provide a report in the annual proxy that includes the Committee's review and discussion of matters with management and the independent auditor.			X		
8. Include a copy of the Committee charter as an appendix to the proxy statement at least once every three years.					X
9. Appoint and replace the independent auditor and approve the terms on which the independent auditor is engaged.	X				
10. Provide oversight of the independent auditor and resolve any disagreements between management and the independent auditor about financial reporting.	X	X	X	X	
11. Establish and oversee a policy designating permissible services that the independent auditor may perform for the Company and providing pre-approval of those services by the Committee, subject to the de minimis exceptions permitted under applicable rules.	X	X	X	X	X
12. Review and approve the appointment of, or change in, the Internal Auditor.					X

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13. Confirm annually the independence of the independent auditor and quarterly review the firm's non-audit services and related fees.			X		
14. Verify the Committee consists of a minimum of three members who are financially literate, including at least one member who has financial sophistication.				X	
15. Review the independence of each Committee member based on NYSE and SEC rules.				X	
16. Inquire of Finance management, the Internal Auditor, and the independent auditor about significant risks or exposures and assess the steps Management has taken to minimize such risk to the Company.					X
17. Review with the Internal Auditor, the independent auditor and Finance management the audit scope and plan, and coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, the effective use of audit resources, and the use of independent public accountants other than the appointed auditors of the Company.	X				X
18. Consider and review with Finance management, the independent auditor and the Internal Auditor:					
(a) The Company's annual assessment of the effectiveness of its internal controls and the independent auditor's attestation and report about the Company's assessment.*			X		
(b) The adequacy of the Company's internal controls including computerized information system controls and security.			X		
(c) Any related significant findings and recommendations of the independent public accountants and internal audit, together with management's responses thereto.					
19. Review with Finance management any significant changes to GAAP and/or other policies or standards.	X	X	X	X	
20. Review with Finance management and the independent auditor at the completion of the annual audit:			X		X
(a) The Company's annual financial statements and related footnotes.					
(b) The independent auditor's audit of the financial statements and its report thereon.					

*Effective beginning fiscal year 2004.

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(c) Any significant changes required in the independent auditor's audit plan.					
(d) Any serious difficulties or disputes with management encountered during the course of the audit.					
(e) Other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards.					
21. Review with Finance management and the independent auditor at least annually the Company's critical accounting policies.			X		X
22. Review policies and procedures with respect to transactions between the Company and officers and directors, or affiliates or officers or directors, or transactions that are not a normal part of the Company's business.				X	
23. Consider and review with Finance management and the Internal Auditor:					X
(a) Significant findings during the year and management's responses thereto.					
(b) Any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information.					
(c) Any changes required in planned scope of their audit plan.					
24. The Chairman of the Audit Committee will participate in a telephonic meeting among Finance management, the Internal Auditor and the independent auditor prior to earnings release.	X	X	X	X	
25. Review the periodic reports of the Company with Finance management, the Internal Auditor and the independent auditor prior to filing of the reports with the SEC.	X	X	X	X	
26. In connection with each periodic report of the Company, review	X	X	X	X	
(a) Management's disclosure to the Committee and the independent auditor under Section 302 of the Sarbanes-Oxley Act.					
(b) The contents of the Principal Executive Officer and the Chief Financial Officer certificates to be filed under Sections 302 and 906 of the Act.					
27. Monitor the appropriate standards adopted as a code of conduct for the Company. Review with Finance management and the legal department or counsel the results of the review of the Company's monitoring compliance				X	X

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with such standards and its compliance policies.					
28. Review with the compliance officer legal and regulatory matters that may have a material impact on the financial statements, related Company compliance policies, and programs and reports received from regulators.	X	X	X	X	
29. Develop and oversee procedures for (i) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and (ii) the confidential, anonymous submission of employee concerns regarding accounting or auditing matters.				X	X
30. Meet with the independent auditor in executive session to discuss any matters that the Committee or the independent auditor believes should be discussed privately with the Audit Committee.	X	X	X	X	
31. Meet with the Internal Auditor in executive session to discuss any matters that the Committee or the Internal Auditor believes should be discussed privately with the Audit Committee.	X	X	X	X	
32. Meet with Finance management in executive session to discuss any matters that the Committee or Finance management believes should be discussed privately with the Audit Committee.					X