

Internal Audit Subcommittee Charter **(as approved December 15, 2008)**

Purpose.

The Internal Audit Subcommittee (the “IA Subcommittee”) is appointed by the Audit Committee of the Board of Directors to assist in the oversight of the Company’s internal audit department, including receiving reports from the internal audit department and exercising the Audit Committee’s powers and authority with respect to matters raised by such reports.

Membership.

1. The membership of the IA Subcommittee shall be determined by, and shall be comprised of members of, the Audit Committee.
2. The Audit Committee shall designate one IA Subcommittee member as the IA Subcommittee’s chair. The IA Subcommittee may designate another member of the subcommittee to act as chair in the absence of the IA Subcommittee’s chair.

Operations.

1. The IA Subcommittee shall hold periodic meetings (typically quarterly) and report to the Audit Committee and the Board of Directors, as appropriate.
2. Meetings shall include any participants that the IA Subcommittee deems appropriate and shall be of sufficient duration and scheduled at such times as the IA Subcommittee deems appropriate to discharge properly its responsibilities.
3. The IA Subcommittee may establish such rules as it deems necessary or appropriate to conduct the IA Subcommittee’s business.
4. The IA Subcommittee shall have direct access to, and complete and open communication with, the Company’s management and internal auditors and may obtain advice and assistance from internal legal, accounting or other advisors. The Subcommittee may retain independent legal, accounting or other advisors.
5. The IA Subcommittee shall review and assess periodically the adequacy of its charter and, if appropriate, recommend changes to the charter to the Audit Committee.
6. The Company shall provide for appropriate funding, as determined by the IA Subcommittee, for the payment of ordinary administrative expenses of the IA Subcommittee that are necessary or appropriate in carrying out its duties and responsibilities and compensation to independent legal, accounting or other advisors retained by the IA Subcommittee.

Authority, Duties and Responsibilities

The IA Subcommittee shall:

1. Review the activities of the internal audit department, including (a) the annual plan and scope of work of the internal audit department (including responsibilities, budget and staffing) and (b) the

significant reports to management, or summaries thereof, prepared by the internal audit department and management's responses.

2. Review the charter of the internal audit department.
3. Review and discuss, as appropriate, ongoing and/or resolved investigations of the internal audit department.
4. Present its findings to the Audit Committee and/or the Board of Directors and make such recommendations with respect to any of the above and other matters as the IA Subcommittee deems necessary or appropriate and shall have such other authority, duties and responsibilities as may be delegated to the IA Subcommittee by the Audit Committee.

The IA Subcommittee's authority, duties and responsibilities are discharged through evaluating reports given to the IA Subcommittee, presentations made to the IA Subcommittee and other significant financial reporting decisions reported to the IA Subcommittee by management, the internal audit department and independent auditor and by other persons or organizations the IA Subcommittee deems appropriate.