



Examining and Audit Committee Charter

Purpose

The Examining and Audit Committee (the “Committee”) assists the Board of Directors in overseeing:

- management’s operation of a comprehensive system of internal controls and procedures covering the integrity of the Company’s accounting and financial reporting processes;
- the preparation, audit and disclosure of consolidated financial statements and regulatory reports;
- compliance with laws, regulations and corporate policies; and
- the qualifications, performance and independence of the Company’s registered public accounting firm (the “independent auditor”).

The Committee acts on behalf of the Board in monitoring and overseeing the internal audit function (“Corporate Audit”) and the independent auditor and monitoring communication with bank regulatory authorities.

Committee Membership and Governance

The Committee shall be comprised of three or more directors as determined by the Board. The Committee will meet the independence, financial literacy, and experience requirements promulgated by the New York Stock Exchange and the Securities and Exchange Commission (SEC). At least one member of the Committee will be an “audit committee financial expert” as defined by SEC rules. A director may not serve as a member of the Committee if such director serves on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the member’s ability to serve efficiently on the Committee.

The members and Chair of the Committee shall be appointed and replaced by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Committee shall meet at least quarterly and more often as it deems necessary to perform its responsibilities. A portion of such meetings shall be held in executive

session without management present as shall be determined by the Committee Chair. The Committee Chair will approve the agenda for the Committee's meetings and any member may suggest items for consideration.

Committee Authority and Responsibilities

In carrying out its oversight responsibility, the Committee will:

Financial Statements and Controls

1. Meet to review and discuss with management and the independent auditor the annual audited financial statements and quarterly financial statements, including Management's Discussion and Analysis of Financial Condition and Results of Operations. Discuss the earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, as provided to the Committee by management.
2. Hold timely discussions with the independent auditor regarding the following:
 - a. Critical accounting policies and practices;
 - b. Alternative treatments of financial information within generally accepted accounting principles related to material items 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, including, but not limited to, the management letter and schedule of unadjusted differences;
 - d. major issues regarding accounting principles;
 - e. analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements; and
 - f. analyses of the effects of alternative GAAP methods on the financial statements; related-party transactions as set forth and defined under PCAOB standards; and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

On at least a quarterly basis, meet to review and discuss in separate executive sessions with the independent auditor, the General Auditor, and management, the accounting policies, financial controls and any other matters that the Committee or any of the foregoing parties believe should be discussed.

3. Review and discuss with management and the independent auditor management's report on internal control over financial reporting and the independent auditor's attestation of such report. The Committee will receive and review any proposed disclosure by management of, a) any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial data; and, b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

Oversight of Independent Auditors

4. Have the direct responsibility for the engagement, termination, compensation, retention, evaluation and oversight of the work of the independent auditor. In connection with the annual appointment of the independent auditor, the Committee shall evaluate and consider whether to enter into a tender process which could result in a change to the independent audit firm; although the Committee shall not be required to conclude that changing auditors at all, or with any particular frequency, is appropriate. The independent auditor will report directly to the Committee. The Committee will be responsible for resolution of disagreements between management and the independent auditor regarding financial reporting.
5. Take such actions as it deems appropriate to oversee the independence of the independent auditor. The Committee shall:
 - have the sole authority to establish pre-approval policies and procedures for audit engagements, whether provided by the principal auditor or other firms, and non-audit engagements with the independent auditor;
 - review, authorize and pre-approve the audit, tax and non-audit fees and services to be rendered by the independent auditor, which may be delegated to the Committee Chair, whose decisions will be presented to the Committee at its next regularly scheduled meeting;
 - obtain and review the required report from the independent auditor at least annually regarding its independence (including all relationships between the independent auditor and the Company), the independent auditor's 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, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues, and accounting principles and policies;

- review the lead partner rotation process of the independent auditor and participate in the selection of the proposed lead partner for the company, reviewing the experiences and qualifications of the partner;
- actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impair the objectivity and independence of the independent auditor;
- review with the independent auditor any problems or difficulties relating to an audit and management's response to these matters; and
- set policies, as appropriate, for the Company's employment of employees or former employees of the independent auditor.

Oversight of Corporate Audit

6. Review and approve the Corporate Audit risk assessment methodology and annual audit plan and receive periodic communications from the General Auditor on the audit plan status and timeliness of completion; including the rationale for any material changes in scope of the plan and coverage during the year, as appropriate. As part of the review of the annual plan, the Committee shall review the annual budget, resources and staffing, including planned significant outsourcing or c-sourcing of audit services, if applicable, and monitor the implementation and the performance of the Corporate Audit function.
7. Annually review and recommend changes to the Corporate Audit charter, and periodically review with the General Auditor any significant concerns or issues encountered in the course of the work performed by Corporate Audit. The Committee shall review the results of internal and external quality assurance reviews as appropriate.
8. Review practices designed to assure that the corporate environment provides adequate audit independence and freedom for Corporate Audit to act.
9. Approve the appointment of the General Auditor, and as needed, review and advise on the retention and/or removal of the General Auditor.

Internal Controls, Compliance and Legal Matters

10. Review significant findings and recommendations of regulatory reports of examination, findings and observations provided by the Company's independent auditor, matters required to be discussed under the standards of the PCAOB, any other reports required by SEC rules to be made by the independent

auditor or management, Corporate Audit reports (with a focus on areas rated less than satisfactory) and findings provided by management as well as the Company, Board and management's responses thereto.

11. Receive briefings on significant changes to the changing regulatory environment and its impact on the Company's business activities.
12. Establish procedures and discuss with management, as appropriate, the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by employees or others of concerns regarding questionable accounting or auditing matters.
13. Review and discuss with the Company's Chief Legal Officer, Chief Compliance Officer or other members of management, matters that may have a material impact on the Company's compliance with applicable legal and regulatory requirements.
14. Review and discuss with the Company's Chief Compliance Officer, and other members of management, at least annually, the effectiveness of the Company's Compliance Program, including any material compliance deficiencies reported to the Committee by the Company in specific business units or functional areas, business conduct matters, material changes to the compliance risk management framework, and specific compliance policies that require Board approval. The Chief Compliance Officer has the authority to communicate directly with the Committee on any issues relevant to the Compliance Program.
15. Review, evaluate, and discuss with management, at least annually, reports that assess the effectiveness of the Company's Anti-Money Laundering Compliance Program and other Company reports that summarize the suspicious activity reporting filing activity of the Company and its subsidiaries.
16. Review and discuss the following with appropriate representatives of management:
 - Material contingent liabilities and pending litigation
 - Business Continuity Plans
 - Compliance with Federal Reserve Bank Regulation H on Physical Security (Bank Protection Act)

- Reports required under the Federal Deposit Insurance Corporation Improvement Act of 1991 related to the annual independent audit of the Company's financial statements
- The Company's Policy Statement addressing the Bank Secrecy Act, Anti-Money Laundering and the Identity Theft Red Flags and Address Discrepancies

Risk Management

17. Discuss guidelines and policies that govern the process by which risk assessment and risk management are handled by the Company. The Committee's oversight responsibility in this regard shall recognize the role of the Risk Committee concerning the Company's risk assessment and risk management. Therefore, this oversight responsibility shall consist of a general review, at least annually, of the activities of the Risk Committee regarding the risk assessment and risk management framework, guidelines and policies, including the Company's internal controls relating to risk assessment and risk management.

Management Oversight

18. Annually (a) review and evaluate the performance evaluation and proposed compensation of the General Auditor and the Chief Compliance Officer and (b) review and evaluate, and as appropriate, provide input to the Executive Compensation Committee regarding, the performance and proposed incentive compensation of the Chief Financial Officer and Chief Legal Officer.

Committee Governance

19. The Committee shall report directly and provide appropriate regular reports of its activities to the Board. The Committee shall report or cause management to report periodically to the Risk Committee any activities undertaken by the Committee involving the oversight of any Company risks and related policies that support the Risk Committee's overall oversight of the Company's global risk management framework. The Committee may meet in joint sessions with other committees of the Board from time to time to discuss areas of common interest and significant matters.
20. The Committee shall have such other duties as may be delegated from time to time by the Board.
21. The Committee shall fully document and maintain records of its proceedings.

22. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Nominating and Corporate Governance Committee for consideration and recommendation to the Board for approval, and perform an annual evaluation of the Committee's performance.

Other Matters

The Committee may investigate other matters that are brought to the attention of the Committee within the scope of its mission. In performing its duties, the Committee may independently retain and receive advice and assistance from outside legal, accounting, or other advisors, and the Company will provide appropriate funding, as determined by the Committee, for the payment of (i) compensation of the independent auditors, (ii) compensation of any adviser employed by the Committee, and (iii) ordinary administrative expenses of the Committee necessary or appropriate in carrying out its duties.

The Committee will also prepare a report each year consistent with the requirements of the Securities and Exchange Commission for inclusion in the Company's proxy statement. In this report, the Committee will provide information on its review of the Company's audited financial statements and its related discussions with management. The report will also provide information on the Committee's review of disclosures received from the Company's independent auditors relative to the independence of the auditors, and on whether the Committee recommends to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K.

While the Committee has the responsibilities and powers set forth in this Charter, the Committee's principal responsibility is one of oversight. It is not the duty of the 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, or to certify that the Company's internal controls over financial reporting are effective. This is the responsibility of management and the independent auditor. Nor is it the duty of the Committee to guarantee the independent auditor's reports or to assure compliance with laws and regulations or the Company's Standard of Conduct.