



Examining and Audit Committee Charter

Purpose

The Examining and Audit Committee (the “Committee”) assists the Board of Directors in overseeing the operation of a comprehensive system of internal controls covering the integrity of the Company’s financial statements and 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 Corporate Audit and the independent auditor and monitoring communication with bank regulatory authorities. The Committee meets as often as it deems necessary to perform its responsibilities.

Committee Membership

The Committee will 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. 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.

Committee Authority and Responsibilities

In carrying out its oversight responsibility, the Committee will:

1. 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.

2. Have the direct responsibility for the appointment, compensation, retention, evaluation and oversight of the work of the independent auditor, and 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. 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.
3. 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, respecting 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. The Committee actively engages 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. The Committee will review with the independent auditor any audit problems or difficulties and management's response. The Committee will set policies as appropriate for the Company's employment of employees or former employees of the independent auditor.
4. Review and approve the Corporate Audit (internal audit) work program and budget, and monitor its implementation and the performance of Corporate Audit.
5. Review significant findings and recommendations of regulatory reports of examination, independent auditor management letters, any other reports required by SEC rules to be made by the independent auditor or management, and Corporate Audit reports and Company, Board and management's responses thereto. As applicable, review reports on the nature and status of projects implemented to fulfill any such responses. Receive briefings on significant changes to the changing regulatory environment and its impact on the Company's business activities.
6. Review practices designed to assure that the corporate environment provides adequate audit independence and freedom for Corporate Audit to act.
7. 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. Review and discuss major issues regarding accounting principles and financial statement presentations; 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 the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company. On a quarterly basis, meet to review and discuss in separate private 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.

8. 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.
9. Establish procedures for 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.
10. Review and discuss the following with appropriate representatives of management:
 - Material contingent liabilities and pending litigation
 - The Company's Compliance Program
 - Disaster recovery plans
 - Compliance with Federal Reserve Bank Regulation H (Bank Protection Act)
 - The Company's Standard of Conduct Whistleblower Program
 - Reports required under the Federal Deposit Insurance Corporation Improvement Act of 1991
 - The Company's Policy Statements addressing the Bank Secrecy Act, Anti-Money Laundering and the Identity Theft Red Flags and Address Discrepancies
11. 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.

12. 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, 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.
13. 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.
14. 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.
15. Approve the appointment of the General Auditor.
16. Annually (a) review and evaluate the performance and proposed incentive 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 Legal Officer.
17. 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 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.
18. 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.

19. The Committee shall have such other duties as may be delegated from time to time by the Board.
20. The Committee shall fully document and maintain records of its proceedings.

Other Matters

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 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, 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 auditors reports or to assure compliance with laws and regulations or the Company's Standard of Conduct.