

I. PURPOSE

The Audit Committee's ("Committee") primary function is to assist the Board of Directors in fulfilling the Board's oversight responsibilities to shareholders and others relating to (a) the Company's financial statements prepared for shareholders and the investment community, (b) the Company's systems of internal accounting and financial controls, (c) the Company's internal and independent auditing, accounting, and financial reporting processes generally, and (d) the Company's compliance with legal and regulatory requirements.

The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting process and internal control system.
- Review and appraise the qualifications of the public accounting firm engaged as the Company's independent auditor to prepare or issue an audit report on the financial statements of the Company, and the performance of the Company's internal and independent auditors.
- Provide an open avenue of communication among the independent auditors, financial and senior management, the internal audit department, and the Board of Directors.

The Committee will fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

II. COMPOSITION

The Committee shall be comprised of three or more directors. Each member of the Committee shall be an independent director and have a working familiarity with basic finance and accounting practices. Each member shall, in the judgment of the Board, have the ability to read and understand fundamental financial statements. At least one member shall qualify as an "audit committee financial expert" as defined by the rules and regulations of the Securities and Exchange Commission. The Committee may also include such other members as the Board deems necessary and appropriate to ensure a balance of expertise and appropriate representation of shareholder interests. Further, the Committee shall have the authority and funding to retain special legal, accounting, or other consultants to advise the Committee.

The members of the Committee shall be elected by the Board annually or until their successors shall be duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Audit Committee.

III. MEETINGS

The Committee shall meet quarterly with management, the Company's director of internal audit, and the Company's independent auditors to discuss any matters that the Audit Committee or each of these groups believe should be discussed privately. Additional meetings may occur as the Committee or its Chair deems advisable. In addition, the Committee or its Chair shall meet with the independent auditors quarterly to review the Company's financial statements, consistent with section IV below. All meetings may exclude management, at the sole discretion of the Chair or the Committee.

The Committee will cause to be kept adequate minutes of all its proceedings, and will report on its actions and activities at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, (c) any provision of the Articles of Incorporation for the Company, or (d) the laws of the state of Indiana.

IV. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Audit Committee shall:

1. Review this Charter at least annually and update the Charter as circumstances warrant.
2. Review the Company's Annual Report on Form 10-K prior to its filing and discuss with the Company's independent auditors the quality of accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.
3. Review each of the Company's Quarterly Reports on Form 10-Q and each quarterly earnings release prior to its filing and discuss with the Company's independent auditors the quality of accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. Also, the Committee shall discuss the results of the auditor's limited quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards. The Chair of the Committee may represent the entire Committee for purposes of this review.
4. Review and approve with Company management, independent auditors, and internal auditors any off-balance sheet financing.
5. Review and approve the Company's Code of Business Conduct annually to ensure that it is adequate and up-to-date.
6. Provide a report in the annual proxy that includes the Committee's review and discussion of matters with management and the independent auditor.

7. Review annually the independence of each Director, and report to the Board the results of its review.
8. Review and approve related person transactions including how such transactions affect Director independence and report any finding and recommendations to the Board.
9. Review annually proxy disclosure to ensure accuracy in portraying related party transaction details and approval process.

Independent Auditors

9. Recommend to the Board of Directors the selection of the Company's independent auditors, considering independence and effectiveness, and review the fees and other compensation to be paid to the independent auditors.
10. Ascertain that the lead or concurring audit partner has not served in that capacity for more than five years and that other engagement partners have not served more than seven years at the partner level on the Company's audit.
11. On an annual basis, the Audit Committee shall receive a written description from the Company's independent auditors of all significant relationships the independent auditors have with the Company to determine the auditors' independence.
12. Discuss with the independent auditors the overall scope and plans for their audit including the adequacy of staffing and the coordination of audit effort with internal audit.
13. Review the performance of the Company's independent auditors and recommend to the Board of Directors any proposed discharge of the independent auditors when circumstances warrant.
14. As the Committee deems necessary, consult with the independent auditors out of the presence of management about internal controls and the organization's financial statements.
15. Following completion of the Company's annual audit, review separately with management and the independent auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information and any significant disagreements with management.
16. Monitor all auditing services, internal control related services, and non-audit services performed by the independent auditors and approve all such services in advance subject to the de minimis exceptions permitted under applicable rules.

Internal Audit

17. Review performance, organizational structure, and qualifications of the internal audit function.
18. Establish an independent reporting relationship between the director of internal audit and the Committee. This relationship will be separate and apart from the administrative reporting relationship between the internal audit staff and the C.E.O., C.F.O., and/or C.R.O. and shall be the primary to any such administrative reporting relationship.
19. Review all internal audit reports and management's responses thereto.

Financial Reporting Process

20. In consultation with the independent auditors and the director of internal audit, review the Company's financial reporting processes, both internal and external, and be made aware of any deficiencies detected therein.
21. Review with independent auditors, the internal audit department, and management the Company's and independent auditor's annual assessments of the Company's internal controls over financial reporting.
22. Consider and approve, if appropriate, major changes to the Company's auditing and accounting principles and practices as suggested by the independent auditors or management.
23. Review with the independent auditors, the internal audit department, and management the extent to which changes or improvements in financial or accounting practices, as approved by the Audit Committee, have been implemented.

Whistleblower Compliance

24. At least annually, review the procedures for the anonymous receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization.
25. Review any complaints that are received and take appropriate action based on the results of such review.