

**FIRST ROBINSON FINANCIAL CORPORATION**

**THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS**

**AMENDED AND RESTATED CHARTER  
AS OF JUNE 15, 2004**

The Audit Committee (the "Committee") of the First Robinson Financial Corporation (the "Company") Board of Directors (the "Board") shall oversee the Company's accounting and financial reporting processes and the audits of the Company's financial statements, and shall otherwise exercise oversight responsibility, and assist the Board in fulfilling its oversight functions, with respect to matters involving the accounting, auditing, financial reporting and internal control functions of the Company. In so doing, it shall be the goal of the Committee to maintain free and open means of communication between the members of the Board, the Company's independent public accountants who audit the Company's financial statements (the "Public Accountants") and the Company's financial management. While it is not the Committee's responsibility to certify the Company's financial statements or to guarantee the auditor's report, the Committee will facilitate discussions among the Board, the Public Accountants and the Company's management.

**COMPOSITION**

The Committee shall be comprised of three or more directors, as determined by the Board, each of whom shall be "independent," as required by applicable securities laws, rules and regulations, the rules of the NASDAQ Stock Market or of any securities exchange or market on which securities of the Company are listed, and any other applicable requirements. Each committee member shall also be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement. Though not necessarily an "audit committee financial expert" within the meaning of 17 C.F.R. § 228.401, at least one member of the Committee shall have accounting or related financial management expertise consisting of employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in the individual's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

**RESPONSIBILITIES**

The Committee will meet four times per year, or more frequently as circumstances require at the discretion of the Committee. The Chairman of the Committee will approve the agenda for each meeting in consultation with the Company's internal auditor. Minutes of each meeting shall be recorded. In certain circumstances, the Chairman of the Committee may represent or act on behalf of the entire Committee. The Committee shall, after each meeting, report its activities, findings and conclusions to the full Board of Directors and shall ensure that the full Board of Directors is fully informed of the Company's accounting policies and related issues. Attendees at Committee meetings may generally include the Public Accountants, the Chief Financial Officer, financial management, and any other member(s) of management or others who may provide pertinent information. The Committee will:

## Financial Information and Reports

- (1) Review the significant accounting principles, policies and practices followed by the Company in accounting for and reporting its financial results of operations in accordance with generally accepted accounting principles (“GAAP”).
- (2) Review and discuss with management the Company’s year-end audited financial statements and related footnotes, and the opinion rendered by the Public Accountants prior to filing or distribution.
- (3) Discuss the results of the year-end audit separately with the Public Accountants and management prior to releasing year-end earnings in accordance with the quality of accounting policies and disclosures set forth in Statement on Auditing Standards No. 61.
- (4) Prepare any audit committee reports or other audit committee related disclosure, in filings with the Securities and Exchange Commission (the “SEC”) or otherwise, required by applicable securities laws, rules and regulations or by the rules of any securities exchange or market on which securities of the Company are listed, including a report to be included in the Company’s Annual Stockholders Meeting Proxy Statement stating whether the Committee has (i) reviewed and discussed the audited financial statement with management, (ii) discussed with the Public Accountants the matters required to be discussed by Statement on Auditing Standards No. 61, (iii) received from the Public Accountants disclosures regarding their independence required by Independence Standards Board Standard No. 1 and (iv) discussed with the Public Accountants their independence. The Proxy Statement shall also contain a statement as to whether the Committee members are independent and that the Committee has adopted a charter.
- (5) Review significant financial reports to be released to the public, or filed with the SEC or other regulatory authority, prior to such distribution or filing.
- (6) Review with financial management and the Public Accountants the Company’s earnings releases prior to their dissemination and to the extent there are significant accounting matters in a quarter, discuss such matters with the Public Accountants.
- (7) Review with the Public Accountants and Management the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.

### Public Accountants

- (1) Be directly responsible for the appointment, compensation, retention and oversight of the work of the Public Accountants, including resolution of disagreements between management and the Public Accountants regarding financial reporting, for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Public Accountants shall report directly to the Audit Committee.
- (2) Pre-approve, and adopt such procedures for the pre-approval of, all audit services and permitted non-audit services to be provided to the Company by the Public Accountants, as required by Section 10A(i) of the Exchange Act and the SEC rules adopted thereunder. The Committee may delegate, subject to any rules or limitations it deems appropriate, to one or more designated members of the Committee the authority to grant such pre-approvals; provided, however, that the decisions of any member to whom authority is so delegated to pre-approve an activity shall be presented to the full Committee for ratification at its next meeting.
- (3) Review the Public Accountant's independence and objectivity at least once annually by (i) inquiring into matters such as all relationships between the Public Accountant and the Company and (ii) reviewing disclosures from the Public Accountant regarding their independence as required by Independence Standards Board Standard No. 1.
- (4) Review the effectiveness of the independent audit effort, including approval of the scope of, and fees charged in connection with, the annual audit, quarterly reviews and any non-audit services being provided. The Committee may discharge the Public Accountants when circumstances warrant.
- (5) On an annual basis, obtain and review a report from the Public Accountants concerning their internal quality control review of the firm, any inquiry or investigation by governmental or professional authorities within the preceding five (5) years respecting one or more independent audits carried out by the firm and any steps taken to address such issues.
- (6) Review the experience and qualifications of the senior members of the Public Accountants' team.
- (7) Require the rotation of the lead audit partner on a regular basis in accordance with the requirements of the Securities Exchange Act of 1934.
- (8) Review and approve or veto the Company's hiring of employees or former employees of the Public Accountants who participated in any capacity in the audits of the Company.
- (9) Following completion of the annual audit, review separately with the Company's management and the Public Accountants any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

### Risk Management and Controls

- (1) Inquire of management and the Public Accountant about significant risks or exposures and assess the steps which management has taken to minimize such risks and monitor control of these areas.
- (2) Review with the Public Accountant and the Chief Financial Officer and financial management their findings on the adequacy and effectiveness of internal controls and financial control policies and procedures, including management's controls and security procedures with respect to the Company's information systems, and their recommendations for improving the internal control environment. Particular emphasis shall be given to the adequacy of such internal controls to expose any payments, transactions or procedures that might be deemed illegal or otherwise improper.

- (3) Conduct private sessions with the Public Accountant, the Chief Financial Officer, financial management, and any other party or person so as to ensure that information is adequately flowing to the Committee.
- (4) Review with the Chief Financial Officer and financial management the annual audit plan, significant findings from specific audits and the coordination of audit coverages with the Public Accountant. The Public Accountants are required to inform the Audit Committee of any significant changes in the Public Accountant's original audit plan.
- (5) Periodically review with the Company's legal counsel any matters that could have a significant impact on the Company's financial statements, such as compliance with laws and regulation, litigation, and inquiries received from governmental agencies and regulators.
- (6) Review and approve the appointment, replacement, reassignment, or dismissal of the Chief Financial Officer.
- (7) Review and monitor compliance with the Company's Code of Ethics, which applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

#### Complaints

- (1) Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters.
- (2) Establish procedures for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

#### General

- (1) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
- (2) Retain independent counsel, accountants, or others, as it determines necessary to carry out its duties and approve fees of such advisors.
- (3) Determine appropriate funding, which the Company shall provide, for payment of: (i) compensation to the Public Accountant engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisers employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- (4) Discuss the Company's policies with respect to risk assessment and risk management.
- (5) Investigate any other matter brought to its attention within the scope of its duties that it deems appropriate for investigation.
- (6) Perform an annual evaluation of the Committee.
- (7) Perform such other functions assigned by law, the Company's charter or bylaws, and the Board of Directors, and as are provided by the SEC and the NASDAQ Stock Market, or of any securities exchange or market on which securities of the Company are listed.
- (8) The Committee will review and reassess the adequacy of the Committee Charter annually and recommend changes, if any, to the Board.

## **LIMITATIONS**

While the Committee has the functions set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate or are in accordance with generally accepted accounting principles. The Company's management is principally responsible for Company accounting policies, the preparation of the financial statements and insuring that the financial statements are prepared in accordance with generally accepted accounting principles. The Company's independent accountants are responsible for auditing and attesting to the Company's financial statements and understanding the Company's system of internal control sufficient to plan and to determine the nature, timing and extent of audit procedures to be performed. The responsibility to plan and conduct audits is that of the Company's independent accountants.

In its oversight capacity, the Committee is neither intended nor equipped to guarantee with certainty to the full Board and stockholders the accuracy and quality of the Company's financial statements and accounting practices. Nor is it the duty of the Committee to assure the Company's compliance with laws and regulations. The primary responsibility for these matters also rests with the Company's management. The Committee can do no more than rely upon information it receives, questions and assesses in fulfilling its functions.