

## AUDIT COMMITTEE CHARTER

### I. Purpose

The primary functions of the Audit Committee are to assist the Board of Directors in fulfilling its oversight responsibilities with respect to: (i) the Company's systems of internal controls regarding finance, accounting, legal and regulatory compliance; (ii) the Company's auditing, accounting and financial reporting processes generally; (iii) the Company's financial statements and other financial information provided by the Company to its stockholders and the public; (iv) the Company's compliance with legal and regulatory requirements as further described in this Charter; and (v) the performance of the Company's Internal Audit Department and independent auditors. Consistent with these functions, the Committee will encourage continuous improvement of, and foster adherence to, the Company's policies, procedures and practices at all levels.

Although the Committee has the powers and responsibilities set forth in this Charter, the role of the Committee is oversight. The members of the Committee are not employees of the Company and may or may not be accountants or auditors by profession or experts in the fields of accounting or auditing and, in any event, do not serve in such capacity. Consequently, it is not the duty of the Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of Management and the independent auditors.

### II. Organization

The Audit Committee shall be comprised of three or more Directors as determined by the Board of Directors, each of whom shall satisfy the independence, financial literacy and experience requirements of Section 10A of the Securities Exchange Act of 1934, the Nasdaq Stock Market and any other applicable regulatory requirement. At least one Committee member shall be a designated "audit committee financial expert" as defined by the Securities and Exchange Commission. No committee member shall serve on the audit committees of more than three public companies (including the Company).

Committee members shall be appointed by the Board at the annual organizational meeting of the Board of Directors on the recommendation of the Corporate Governance Committee; members shall serve until their successors shall be duly appointed and qualified. Notwithstanding the foregoing, if a member ceases to be "independent", such person shall immediately resign as a Committee member. The Committee's Chairperson shall be designated by the full Board.

The Committee may form and delegate authority to subcommittees when appropriate.

### III. Meetings

The Audit Committee shall meet four times per year on a quarterly basis or more frequently as circumstances require. Meetings may be in person or by telephone. The Committee may require members of Management, the Internal Audit Department, the independent auditors and others to attend meetings and to provide pertinent information, at the Committee meeting. As part of its job to foster open communications, when practicable, but no less frequently than once in any 12-month period, the Committee shall meet in separate executive sessions with Management, the head of the Internal Audit Department and the Company's independent auditors to discuss any matters that the Committee (or any of these groups) believes should be discussed privately.

#### IV. Responsibilities and Duties

The Audit Committee shall be responsible for the appointment, compensation, retention and oversight of the work any accounting firm engaged for the purpose of preparing and issuing an audit report or performing other audit, review or attestation services for the Company (which responsibilities shall include resolution of any disagreements between Management and the independent auditors regarding financial reporting); such accounting firms shall report directly to the Committee. The Committee may consult with Management but shall not delegate these responsibilities.

To fulfill its responsibilities and duties, the Audit Committee shall:

With respect to the independent auditors:

1. Be directly responsible for the appointment, retention, compensation and oversight of the work of the independent auditors (including resolution of disagreements between Management and the independent auditors) for the purpose of preparing its audit report or other work performed. Among other things, prior to initially engaging an independent audit firm, the Committee shall receive a written statement consistent with the applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding independent accountants' communications with the audit committee concerning independence.
2. Have the sole authority to review in advance, and grant any appropriate pre-approvals of, (i) all auditing services to be provided by the independent auditors and (ii) all non-audit services to be provided by the independent auditors as permitted by Section 10A of the Securities Exchange Act of 1934, and in connection therewith to approve all fees and other terms of engagement. The Committee Chairman has the authority to approve these services between meetings of the Committee and will review any such approvals with the Committee at the Committee meeting immediately following such approvals. The Committee shall also review and approve disclosures required to be included in Securities and Exchange Commission periodic reports filed under Section 13(a) of the Securities Exchange Act of 1934 with respect to non-audit services.
3. Review the performance of the Company's independent auditors on at least an annual basis.
4. On an annual basis, review and discuss with the independent auditors all relationships the independent auditors have with the Company in order to evaluate the independent auditors' continued independence. The Committee: (i) shall review the Firm's internal procedures to monitor their independence (ii) shall ensure that the independent auditors submit to the Committee on an annual basis a written statement (consistent with the applicable requirements of the PCAOB regarding independent accountants' communications with the audit committee concerning independence) delineating all relationships and services that may impact the objectivity and independence of the independent auditors; (iii) shall discuss with the independent auditors any disclosed relationship or services that may impact the objectivity and independence of the independent auditors; and (iv) shall satisfy itself as to the independent auditors' independence.
5. At least annually, obtain and review an annual report from the independent auditors describing (i) the independent auditors' internal quality control procedures and (ii) any material issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review, of the independent auditors, 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 independent auditors, and any steps taken to deal with any such issues.

6. Confirm that the lead audit partner or the lead audit partner responsible for reviewing the audit, for the Company's independent auditors has not performed audit services for the Company for each of the five previous fiscal years. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditors on a regular basis.

7. Review all reports required to be submitted by the independent auditors to the Committee under Section 10A of the Securities Exchange Act of 1934.

8. Review the scope and plan of work to be done by the independent auditors for each fiscal year.

With respect to financial statements:

9. Review and discuss with Management, the Internal Audit Department and the independent auditors the Company's quarterly financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the independent auditors' review of the quarterly financial statements) prior to submission to stockholders, any governmental body, any stock exchange or the public.

10. Review and discuss with Management, the Internal Audit Department and the independent auditors the Company's annual audited financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations").

11. Discuss with the independent auditors all matters required to be discussed by the Statement on Auditing Standards relating to the conduct of the audit.

12. Recommend to the Board of Directors, if appropriate, that the Company's annual audited financial statements be included in the Company's annual report on Form 10-K for filing with the Securities and Exchange Commission.

13. Prepare the report required by the Securities and Exchange Commission to be included in the Company's annual proxy statement and any other Committee reports required by applicable securities laws or stock exchange listing requirements or rules.

Periodic and Annual Reviews:

14. Periodically review separately with each of Management, the independent auditors and the Internal Audit Department (i) any significant disagreement between Management and the independent auditors or the Internal Audit Department in connection with the preparation of the financial statements, (ii) any difficulties encountered during the course of the audit (including any restrictions on the scope of work or access to required information), and (iii) Management's response to each.

15. Periodically discuss with the independent auditors, without Management being present, (i) their judgments about the quality, appropriateness, and acceptability of the Company's accounting principles and financial disclosure practices, as applied in its financial reporting, and (ii) the completeness and accuracy of the Company's financial statements.

16. Consider and approve, if appropriate, significant changes to the Company's accounting principles and financial disclosure practices as suggested by the independent auditors, Management or the Internal Audit Department. Review with the independent auditors, Management and the Internal Audit

Department, at appropriate intervals, the extent to which any changes or improvements in accounting or financial practices, as approved by the Committee, have been implemented.

17. Together with the Governance and Nominating Committee, assist the Board in its oversight of legal and regulatory compliance. Review with the Governance and Nominating Committee, Management, the independent auditors, the Internal Audit Department and the Company's counsel, as appropriate, any legal, regulatory or compliance matters that could have a significant impact on the Company's financial statements, including significant changes in accounting standards or rules as promulgated by the Financial Accounting Standards Board, the Securities and Exchange Commission or other regulatory authorities with relevant jurisdiction. The Committee shall have sole oversight over matters of financial compliance (accounting, auditing, financial reporting and investor disclosures). As to all other areas of compliance ("non-financial compliance"), the Governance and Nominating Committee shall have oversight responsibilities in the first instance; however, the two committees shall meet jointly at least annually to review the major non-financial compliance matters, including: overall state of compliance, significant legal or regulatory compliance exposure, and material reports or inquiries from regulators. In the event the Governance and Nominating Committee becomes aware of matters which in its judgment may affect the Company's financial statements, it shall promptly report such matters to the Committee in order to assist the Committee in its oversight of legal and regulatory matters pertaining to financial compliance.

18. Obtain and review an annual report from Management relating to the accounting principles used in preparation of the Company's financial statements (including those policies for which Management is required to exercise discretion or judgments regarding the implementation thereof).

Discussions with Management:

19. Review and discuss with Management the Company's earnings press releases (including the use of "pro forma" or "adjusted" non-GAAP information) as well as financial information and earnings guidance provided to analysts and rating agencies.

20. Review and discuss with Management all material off-balance sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of the Company with unconsolidated entities or other persons that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses.

21. Inquire about the application of the Company's accounting policies and its consistency from period to period, and the compatibility of these accounting policies with generally accepted accounting principles, and (where appropriate) the Company's provisions for future occurrences which may have a material impact on the financial statements of the Company.

22. Review and discuss with Management the Company's major financial risk exposures and the steps Management has taken to monitor and control such exposures (including Management's risk assessment and risk management policies).

23. Review and discuss with Management all disclosures made by the Company concerning any material changes in the financial condition or operations of the Company.

24. Obtain explanations from Management for unusual variances in the Company's annual financial statements from year to year, and review annually the independent auditors' letter of the recommendations to Management and Management's response.

With respect to the internal audit function and internal controls:

25. Review, based upon the recommendation of the independent auditors and the head of the Internal Audit Department, the scope and plan of the work to be done by the Internal Audit Department.

26. Review and approve the appointment, performance, compensation and replacement of the head of the Internal Audit Department, and review on an annual basis the performance of the Internal Audit Department.

27. In consultation with the independent auditors and the Internal Audit Department, (a) review the Independent Auditors' and the Internal Audit Department's assessment of the adequacy of the Company's internal control structure and system, and the procedures designed to insure compliance with laws and regulations, and (b) discuss the responsibilities, budget and staffing needs of the Internal Audit Department.

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

29. Review (i) the internal control report prepared by Management, including Management's assessment of the effectiveness of the Company's internal control over financial reporting and (ii) the independent auditors' attestation and report, on their assessment of the effectiveness of the Company's internal control over financial reporting, in each case, as and when required by Section 404 of the Sarbanes-Oxley Act of 2002.

30. Review with Management and the independent auditors any reports or disclosure submitted by management to the Committee as contemplated by the Certifications required under Section 302 of the Sarbanes-Oxley Act of 2002.

Other:

31. Review and approve all related-party transactions that require disclosure pursuant to item 404 of regulation SK of the Securities and Exchange Commission rules.

32. Together with the Governance and Nominating Committee, review and approve (i) any change or waiver in the Company's code of business conduct and ethics for Directors or Executive Officers, and (ii) any disclosure made on Form 8-K regarding such change or waiver.

33. The Committee shall be required to pre-approve the hiring of any employee or former employee of the independent auditors who was a member of the Company's audit engagement team within the preceding two fiscal years. The Committee shall not approve the hiring of any individual for a financial reporting oversight role if such person is or was an employee of the independent auditor and was a member of the Company's audit engagement team within the preceding two fiscal years unless: (A) (i) such individual is to be employed for a limited period of time due to an emergency or unusual situation and (ii) the Committee determines that the hiring of such individual is in the best interests of the Company's shareholders; or (B) such individual becomes employed by the Company as a result of a business combination and the Committee was made aware of such individual's prior relationship with the Company as a member of its audit engagement team.

34. Review any Management decision to seek a second opinion from independent auditors other than the Company's regular independent auditors with respect to any significant accounting issue.
35. Review with Management and the independent auditors the sufficiency and quality of the Internal Audit Department staff and other financial and accounting personnel of the Company.
36. Review and reassess the adequacy of this Charter annually and recommend to the Board any changes the Committee deems appropriate.
37. The Committee shall conduct an annual performance evaluation of itself.
38. Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems necessary or appropriate.
39. This Charter will be made available on the Company's Web site at [www.Singletouch.net](http://www.Singletouch.net).

#### V. Resources

The Audit Committee shall have the authority to retain independent legal, accounting and other consultants to advise the Committee. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall determine, and the Company shall provide, the extent of funding necessary for payment of compensation to the independent auditors for purpose of rendering or issuing the annual audit report and to any independent legal, accounting and other consultants retained to advise the Committee.