

**EXHIBIT 5
AUDIT COMMITTEE RESPONSIBILITIES, NASDAQ 100
(98 U.S. COMPANIES)**

Oversee Financial Reporting Process:		Select and replace external auditors:	
Review annual financial statements.	100%	Solely audit committee.	10
Discuss annual financial statement with management and auditors.	95	With full board of directors.	87
Review quarterly statements.	84	Preapprove audit or nonaudit fees.	9
Discuss quarterly statements with management and auditors.	68	Approve audit fees.	38
Review Management Discussion and Analysis (MD&A).	8	External auditor is accountable to the board and audit committee.	80
Discuss MD&A with management and auditors.	1	Oversee auditor independence.	100
Review earnings press releases.	14	Ensure auditor qualifications.	2
Review earnings guidance provided to rating agencies.	0	Discuss and resolve disagreements between external auditors and management.	1
Monitor Choice of Accounting Policies and Principles: 63		Discuss only.	35
Discuss quality of accounting principles with the auditors.	59	Discuss matters required by GAAS.	100
Monitor System of Internal Control: 98		Review audit scope, audit plan, and results.	90
Monitor system for compliance with legal and regulatory requirements.	60	Composition of the Audit Committee:	
Monitor system of risk assessment and risk management.	39	One member has accounting or financial management expertise.	89
Oversee system for compliance with codes of ethics.	40	All other members must be financially literate.	89
Establish procedures for receiving and investigating whistle-blower complaints.	0	All members must be independent.	99
Oversee the internal audit function.	58	At least three members.	94
Approve all related-party transactions.	4	Other:	
Ensure Open Communication with Management, Internal Auditors, and External Auditors:		Scope, structure, and process of committee included in charter.	100
With management.	61	Charter reviewed annually.	81
With internal auditors.	46	Authority to use outside experts.	66
With external auditors.	82	Authority to investigate any matter.	69
Oversee Hiring and Performance of External Auditors: 98		Prepare report required by the SEC in the annual proxy.	54
		Perform an annual evaluation of the committee.	2
		Report annually whether the committee has fulfilled its responsibilities under the audit committee charter.	0