

**CHARTER FOR THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS
OF ENABLE HOLDINGS, INC.**



I. PURPOSE

The primary function of the Audit Committee of Enable Holdings, Inc. (the “Company”) is to provide oversight responsibilities by reviewing: the financial reports and other financial information provided by the Company to any governmental body or the public; the Company’s systems of internal controls regarding finance, accounting, legal compliance and ethics that management and the Board have established; and the Company’s auditing, accounting and financial reporting processes generally. Consistent with this function, the Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels. 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.
- Coordinate, review and appraise the audit efforts of the Company’s independent accountants and management and, to the extent the Company has an internal auditing or similar department or persons performing the functions of such department (“internal auditing department” or “internal auditors”), the internal auditing department.
- Communicate directly with the independent accountants, the financial and senior management, the internal auditing department, and the Board of Directors regarding the matters related to the Committee’s responsibilities and duties.

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

In carrying out its responsibilities, the Committee shall have the authority to consult with the Company’s outside legal counsel and other advisors or to engage independent advisors, including legal and financial advisors. The Company shall provide appropriate funding to pay for any independent advisors engaged by the Committee.

All actions taken by the Committee shall be in its capacity as a committee of the Board, and no member of the Committee shall be deemed to have assumed any liability beyond that of a member of the Board by virtue of becoming a member of the Committee. The Committee shall seek to maintain free and open communication among directors, independent auditors, internal auditors and management of the Corporation in carrying out its responsibilities pursuant to this Charter. All expenses of the Committee that are necessary or appropriate in carrying out its duties shall be borne by the Corporation.

II. MEMBERSHIP

The Committee shall be comprised of three or more directors elected by the Board, each of whom shall be independent as such standard is set forth under the federal securities laws, rules and regulations, as amended from time to time. Committee members shall serve until the next annual organizational meeting of the Board, or until their successors are duly elected and qualified. The Chair of the Committee shall be elected by the Board. In the absence of the election of a Chair by the Board, the members of the Committee shall elect a Chair by majority vote of the Committee membership.

All Committee members shall have a working familiarity with basic finance and accounting practices and shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement, at the time of their appointment to the Committee. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant. At least one member of the Committee shall be an "audit committee financial expert," as such term is defined under the federal securities laws, rules and regulations as may be amended from time to time.

III. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee is expected to:

- (1) Provide an open avenue of communication between the Corporation, the independent accountants and the Board.
- (2) Review the Committee's Charter and Responsibilities Calendar at least annually and recommend to the Board any necessary or desirable amendments as conditions may dictate.
- (3) Maintain sole authority and responsibility for hiring and firing the independent accountants, and maintain direct responsibility for the appointment, compensation, and oversight of the independent accountant's work (including resolution of disagreements between management and the independent accountant regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent accountants shall report directly to the Committee.
- (4) Confirm and assure the independence of the internal audit function (if any) and the independent accountant, including considering whether the independent accountant's performance of permissible non-audit services and the compensations received for such services is compatible with the independent accountant's independence.
- (5) Review and pre-approve the performance of all audit and non-audit accounting services to be performed by the independent accountant (other than with respect to de minimus exceptions permitted by the Sarbanes-Oxley Act of 2002), to the

- (6) Consider, in consultation with the independent accountant, the audit scope and plan of the independent accountant.
- (7) Review the following items with management and the independent accountant at the completion of the annual examination and recommend to the Board whether the financial statements should be included in the Annual Report on Form 10-K:
 - (a) The Corporation's annual financial statement and related footnotes.
 - (b) The independent accountant's audit of the financial statements and its report thereof.
 - (c) Any significant changes required in the independent accountant's audit plan.
 - (d) Any serious difficulties or disputes with management encountered during the course of the audit.
 - (e) Other matters related to the conduct of the audit which are to be communicated to the Committee under SAS numbers 61 and 90.
- (8) Review the periodic reports of the Corporation with management and the independent accountant prior to filing of the reports with the SEC, including those disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".
- (9) In connection with each periodic report of the Company, review Management's disclosure to the Committee and the independent auditor under Section 302 of the Sarbanes-Oxley Act including identified changes in internal control over financial reporting, and the contents of the Chief Executive Officer and the Chief Financial Officer certificates to be filed under Sections 302 and 906 of the Sarbanes-Oxley Act.
- (10) Participate in a telephonic meeting among the CFO, the CEO and the independent accountant before each earnings release to discuss the earnings release, financial information and earnings guidance.
- (11) Provide a report in the annual proxy that includes the Committee's review and discussion of matters with management and the independent accountants.
- (12) Inquire of the CFO, the CEO and the independent accountant about significant risks or exposures, and any significant accounts that require management judgment. Review the Corporation's policies for risk assessment and risk management, and assess the steps taken to control such risk by the Corporation.

- (13) Assess the effectiveness of the Corporation's internal control environment, and evaluate the need for an internal audit function. Discuss with management any significant deficiencies in internal controls that have been identified by the Chief Executive Officer or Chief Financial Officer which could adversely affect the Corporation's ability to record, process, summarize or report financial data.
- (14) Consider and review with the independent accountant:
 - (a) The adequacy of the Corporation's internal controls, including computerized information system controls and security.
 - (b) Any related significant findings and recommendations of the independent accountant together with management's responses thereto.
 - (c) Any significant changes to GAAP and/or Company policies or standards.
- (15) Review the internal controls report prepared by management for insertion into the annual report and the independent accountant's attestation on the assertions of management that are contained in the internal controls report.
- (16) Maintain sole authority and responsibility for hiring and firing tax consultants, and maintain direct responsibility for the oversight of such tax consultants' work, which oversight shall include a review of the summary of results of such work on an annual basis. Tax consultant engaged by the Corporation shall report directly to the Committee.
- (17) Review with management legal and regulatory matters that may have a material impact on the financial statements, related company compliance policies, and programs and reports received from regulators.
- (18) Review the Corporation's critical accounting policies and practices, all alternative treatments of financial information within GAAP discussed between the independent accountants and management, and all other material written communications between the independent accountants and management.
- (19) Ensure there is a process for the confidential, anonymous submissions by the Corporation's employee of concerns regarding questionable accounting and auditing matters.
- (20) Ensure procedures are established for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, auditing, and internal accounting controls.
- (21) Review policies and procedures with respect to transactions between the Corporation and officers and directors, or affiliates of officers or directors, or transactions that are not a normal part of the Corporation's business, and review and approve those related-party transactions that would be disclosed pursuant to SEC Regulation S-K, Item 404.
- (22) Report Committee actions to the Board with such recommendations as the Committee may deem appropriate.
- (23) The Committee shall have the power to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

- (24) The Committee has the authority to engage and determine funding for outside legal, accounting or other advisors and to obtain advice and assistance from such outside advisors as deemed appropriate to perform its duties and responsibilities.
- (25) Complete an annual evaluation of the Committee's performance.
- (26) The Committee will perform other activities consistent with the Charter, the Company's articles of incorporation or bylaws or applicable law, as the Committee or the Board deems necessary or appropriate.

IV. AUTHORITY

The Audit Committee shall have the authority as and when it shall determine to be necessary or appropriate to the functions of the Audit Committee, to:

- (1) Appoint, discharge and authorize compensation of the Company's independent auditors;
- (2) At the expense of the Company, to retain and compensate such consultants and advisors, as it deems necessary, to assist it with its functions;
- (3) To request from the Chief Executive Officer, the Chief Financial Officer and such other members of Company management as the Committee shall deem appropriate advice and information, orally or in writing, concerning the Company's business operations and financial condition relevant to the functions of the Committee.

V. MEETINGS AND MINUTES

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee should meet at least annually with management and the director of the internal auditing department in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately. In addition, the Committee should meet with the independent accountants and management quarterly to review the Company's financials consistent with Section III of this Charter.

The Audit Committee will maintain written minutes of its meeting. Such minutes will be provided to the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

VI. MANAGEMENT COOPERATION

Management of the Company is requested to cooperate with the Audit Committee, and to render assistance to the Audit Committee as it shall request in carrying out its functions.

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