

**THE HARTFORD FINANCIAL SERVICES GROUP, INC.
AUDIT COMMITTEE CHARTER**

PURPOSE

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to assist the Board in overseeing (1) the integrity of the financial statements of the Company and the Company’s accounting and financial reporting processes and financial statement audits, (2) the independent registered public accounting firm’s qualifications and independence, (3) the performance of the Company’s internal audit function and independent registered public accounting firm, (4) the Company’s systems of disclosure and procedures; (5) the Company’s internal controls over financial reporting, and (6) the compliance by the Company with legal and regulatory requirements and the Company’s Code of Ethics and Business Conduct. The Committee’s principal responsibility is one of oversight. The fundamental responsibility for the Company’s financial statements and disclosures rests with management and the independent auditor.

The Committee shall prepare the report required by the U.S. Securities and Exchange Commission (the “Commission”) to be included in the Company’s annual proxy statement.

RESPONSIBILITIES AND AUTHORITY

The Committee shall:

1. Have the sole authority to appoint or replace the independent registered public accounting firm and to approve all audit engagement fees and terms.
2. Be directly responsible for the compensation and oversight of the work of the independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report, performing other audit, review or attest services, or related work. The independent registered public accounting firm shall report directly to the Committee.
3. Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent registered public accounting firm, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934 and the rules and regulations of the Commission all as may be amended from time to time (the “Exchange Act”) which are approved by the Committee prior to the completion of the audit. The Committee may form and delegate to subcommittees consisting of one or more members the authority to grant pre-approvals of permitted non-audit services, provided that decisions of such subcommittees to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

4. Have the authority to investigate any activity of the Company.
5. Discuss with management policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process, as well as the Company's major financial risk exposures and the steps management has undertaken to control them (recognizing that the Committee is not the only Committee receiving reports from management on risk issues).
6. To the extent it deems necessary or appropriate to assist in its duties, select, retain, oversee and terminate independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent registered public accounting firm for the purpose of preparing or issuing an audit report or performing other audit, review or attest services, (ii) compensation to any advisors employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
7. Make regular reports to the Board including on matters regarding the execution of the Committee's duties and responsibilities, any issues encountered, and related recommendations.
8. Annually review the Committee's own performance relative to the Committee's purpose, duties and responsibilities.
9. Annually review and reassess the adequacy of this Charter and present any proposed changes to the Nominating and Corporate Governance Committee for consideration and recommendation to the full Board for approval.

Financial Statement and Disclosure Matters

10. Review the integrity of the Company's financial reporting processes (both internal and external), in consultation with the independent auditor and the internal audit function.
11. Meet to review and discuss with management and the independent registered public accounting firm the annual audited financial statements, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
12. Meet to review and discuss with management and the independent registered public accounting firm the Company's quarterly financial statements prior to the filing of its Form 10-Q, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and the results of the independent registered public accounting firm's review of the quarterly financial statements.

13. Review and discuss with management and the independent registered public accounting firm major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
14. Review with management updates regarding significant deficiencies, material weaknesses or significant solvency concerns, if any, identified at the group level for Property & Casualty, First State Group and Life insurance companies.
15. Review and discuss reports from the independent registered public accounting firm on:
 - a. All critical accounting policies and practices to be used.
 - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm.
 - c. Other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.
16. Review and discuss analyses prepared by management and/or the independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements of the Company.
17. 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. Such discussion may be done generally (i.e., discussing the types of information to be disclosed and the types of presentations to be made). The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
18. Review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
19. Discuss with the independent registered public accounting firm the matters required to be discussed by the applicable standards of the Public Accounting Oversight Board (PCAOB) or applicable law or listing standards, including but not limited to, matters concerning communications with audit committees relating to the conduct of the audit, including any difficulties encountered in the

course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

20. Review disclosures, if any, made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Oversight of the Company's Relationship with the Independent Registered Public Accounting Firm

21. Review and evaluate the lead partner of the independent registered public accounting firm team, including the lead partner's experience and qualifications.
22. Obtain and review from the independent registered public accounting firm at least annually (i) a report regarding (a) the independent registered public accounting firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, 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 firm, (c) any steps taken to deal with any such issues, and (d) (to assess the auditor's independence) all relationships between the independent registered public accounting firm and the Company; and (ii) any other reports, and at such frequency, as required by applicable law or the standards of the PCAOB. Evaluate annually the qualifications, performance and independence of the independent registered public accounting firm, including considering any disclosed relationships or services that may affect the independence and objectivity of the firm and whether the auditor's quality controls are adequate, and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent registered public accounting firm to the Board.
23. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent registered public accounting firm on a regular basis.
24. Set clear hiring policies for the Company's hiring of employees or former employees of the independent registered public accounting firm who participated in any capacity in the audit of the Company.

25. Meet with the independent registered public accounting firm prior to the audit to discuss the scope, planning and staffing of the audit, including the independent auditors' review of internal control over financial reporting.

Oversight of the Company's Internal Audit Function

26. Review and concur in the appointment and replacement of the senior internal auditing executive.
27. Review the activities, scope and effectiveness of the internal auditing function, including its organizational structure and the qualifications of its personnel.
28. Review the significant reports to management prepared by the internal auditing function and management's responses.
29. Discuss with the independent registered public accounting firm and management the internal audit function responsibilities, budget and staffing and recommended changes in the planned scope of the internal audit.
30. Periodically review, with the senior internal audit executive, any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the function's work.

Compliance Oversight Responsibilities and Relationship with Senior Compliance Officer

31. Obtain from the independent registered public accounting firm assurance that Section 10A(b) of the Exchange Act has not been implicated.
32. Periodically review and consider compliance issues of concern to the Company. Obtain reports from management that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Ethics and Business Conduct, including compliance with the Foreign Corrupt Practices Act. Advise the Board with respect to the Company's compliance with applicable laws and regulations and the Company's Code of Ethics and Business Conduct.
33. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
34. Discuss with management and the independent registered public accounting firm any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting or auditing policies.

35. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies.
36. Review significant policy violations related to officers' expense accounts and perquisites, including their use of corporate assets.
37. Perform such other functions as assigned by law, the Company's by-laws or the Board of Directors.
38. Obtain and review, at least annually, reports from the Company's senior compliance officer regarding the effectiveness of the Company's compliance and ethics program. The senior compliance officer is hereby authorized to communicate personally and promptly with the Committee on any matter involving criminal conduct, potential criminal conduct or any other significant compliance matter.

MEMBERSHIP

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence and experience requirements of the New York Stock Exchange and Section 10A(m)(3) of the Exchange Act. At least one member of the Committee shall be an audit committee financial expert as defined by the Commission or else the Company shall explain why that is not the case in disclosures made pursuant to the Commission's rules. No director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies (or one other public company if the director is also a CEO), unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee. Committee members shall also meet such other criteria as are adopted from time to time by the Board. The members of the Committee shall be appointed by the Board annually on the recommendation of the Nominating and Corporate Governance Committee, or as required upon the resignation, death, incapacity or removal of a member of the Committee. Committee members may be replaced by the Board at any time. The Committee shall have a chairman who is elected by the Board annually or upon the resignation, death, incapacity or removal of the current chairman.

MEETINGS

The Committee shall meet as often as it determines, but at least once every fiscal quarter. The agenda of each meeting generally will be prepared by the senior internal auditing executive with input from the Committee chairman and Committee members, and it shall be circulated to each member of the Committee prior to the meeting date. The Committee shall meet periodically with management, including the senior compliance officer, the internal auditors and the independent registered public accounting firm in separate executive sessions. The Committee also may meet periodically in executive session without anyone else present. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

One-third of the members of the Committee, but not less than two, will constitute a quorum. The act of a majority of the members present at any meeting at which a quorum is present (or where only two members are present and constitute a quorum, the unanimous vote) shall be the act of the Committee. The Committee will meet at the call of its chairman or any two of its members. The chairman will preside, when present, at all meetings of the Committee. The Committee shall keep a record of its meetings and report on them to the Board.

Members of the Committee may participate in a meeting of the Committee by conference call or similar communications arrangements that enable all persons participating in the meeting to hear each other. The Committee may also take action by subcommittee and unanimous written consent.