

PAUL MUELLER COMPANY AMENDED AUDIT COMMITTEE CHARTER

**ADOPTED BY THE BOARD OF DIRECTORS
MAY 4, 2009**

Status

The Audit Committee ("Committee") is a committee of the Board of Directors ("Board").

Membership of the Committee

The Board shall appoint an audit committee of at least three members, consisting entirely of independent directors of the Board, and shall designate one member as chairperson. The term "independent" shall mean a director who meets the National Association of Securities Dealers ("NASD") definition of "independence" as determined by the Board. Each member of the Committee shall, in the judgment of the Board, have the ability to read and understand the Company's basic financial statements and meet the financial literacy requirements, if any, of the NASD upon appointment to the Committee. At least one member of the Committee shall, in the judgment of the Board, be an audit committee financial expert in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"); and at least one member (who may also serve as the audit committee financial expert) shall, in the judgment of the Board, have accounting or related financial management expertise in accordance with NASD listing standards.

Purpose

The Committee shall represent and assist the Board with the oversight of:

- the accounting, reporting, and financial practices of the Company and its subsidiaries, including the integrity of the Company's financial statements;
- the functioning of the Company's systems of internal, accounting, and financial controls;
- the independent auditor's qualifications and independence;
- the performance of the Company's internal audit functions and the independent auditor; and
- the Company's compliance with legal and regulatory requirements and its ethics programs as established by management and the Board, including the Company's Policy Statement on Business Conduct and any separate ethics code that relates to the integrity of the Company's financial reporting or applies to the Chief Executive Officer, Chief Financial Officer, and/or other senior financial officers.

The Company's management is responsible for preparing the Company's financial statements and for their accuracy, and the Company's independent auditor is responsible for auditing those financial statements. The Committee is responsible for overseeing the conduct of these activities by the Company's management and the independent auditor. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent

auditor's work. Members of the Committee may rely, without independent verification, on the information provided to them and on the representations made by the Company's management and the Company's independent auditor.

The Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, and ethical behavior.

Committee Meetings

The Committee shall meet at least four times each year and at such other times as it deems necessary or appropriate to fulfill its responsibilities. As part of its role to foster free and open communication and to discharge its oversight role, the Committee shall periodically meet separately, in executive session, with management and the independent auditor. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate.

Powers of the Committee

In the exercise of its responsibilities hereunder, in addition to any other powers set forth or implied herein:

1. The Committee shall have the authority to retain special legal, accounting, or other consultants to advise the Committee.
2. The Company shall provide appropriate funding as determined by the Committee for payment of (a) compensation to the independent auditor for audit fees and nonaudit fees, (b) compensation to any advisors employed by the Committee, and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
3. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention and shall have full and unfettered access to all books, records, facilities, and personnel, including officers and directors, of the Company.
4. The Committee may request any officer, director, or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
5. The Committee may delegate authority to one member to grant preapprovals of permitted nonaudit services, provided that any decisions to grant preapproval shall be presented to the full Committee at its next meeting.

Key Responsibilities

Oversight of Independent Auditor: The Committee shall:

1. Have the direct responsibility for the appointment, evaluation, compensation, retention, and oversight of the work of the Company's independent auditor and, where appropriate, the dismissal of the Company's independent auditor. The Company's independent auditor shall report directly to the Committee, and the Committee's responsibility includes the resolution of disagreements between management and the independent auditor regarding financial reporting.

2. Preapprove the fees to be paid to the independent auditor for audit services.
3. Preapprove all permitted nonaudit services to be performed by the independent auditor and the fees for such service and to establish written policies and procedures for the engagement of the independent auditor to provide permitted nonaudit services.
4. Review the experience and qualifications of the senior members of the independent auditor team and the quality controls procedures of the independent auditor. Ensure the rotation of audit personnel as required by law and the rules of the SEC and any other applicable regulatory body.
5. At least annually, consider the independence of the independent auditor and obtain and review a formal written statement describing all relationships between the independent auditor and the Company.
6. Review, at least annually, a report by the independent auditor describing: (a) the firm's internal control procedures and any material issues raised by the most recent internal quality control review or peer review of the firm, or (b) 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, and any steps taken to deal with any such issues. After reviewing the foregoing report, the written statement described in paragraph 5 above, and the independent auditor's work, the Committee shall evaluate the independent auditor's qualifications, performance, and independence, including a review and evaluation of the lead partner of the independent auditor.
7. Receive and review the independent auditor's report relating to reportable conditions in the internal control structure and financial reporting practices and any other reports from the independent auditor that are required under Generally Accepted Auditing Standards or other standards governing the independent public accountants or by the federal securities laws or the NASD.
8. Set the Company's hiring policies with respect to employees or former employees of the independent auditor.
9. Review and discuss, with management and the independent auditor, the quality and adequacy of the Company's internal accounting controls.

Annual Audit and Related Matters: The Committee shall:

1. Meet with the independent auditor prior to the audit to (a) review the overall scope of the audit, the planning, and staffing thereof and (b) approve the fees therefore.
2. Review with management and the independent auditor prior to mailing the annual audited financial statements, including: (a) any material changes in accounting principles or practices used in preparing the financial statements; and (b) the items required by Statement of Auditing Standards 61 as in effect at that time.
3. Review and discuss with the independent auditor: (a) all critical accounting policies and practices, (b) all alternative treatments of financial information within GAAP that have been discussed with management; and (c) other material written communications between the

independent auditor and management. Inquire about the Company's independent auditor's views about management choices among alternative accounting principles and the quality of the Company's accounting principles as applied in its financial reporting. Discuss with management and the independent auditor the adequacy and effectiveness of the Company's financial staff, accounting and financial controls, and disclosure controls and procedures (and management reports thereon) of the Company and its subsidiaries, including the Company's systems to monitor and manage business risk.

4. Review with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures on the Company's financial statements.
5. Review periodically, with the Company's outside counsel, any legal and regulatory matters that may have a material impact on the Company's financial statements, compliance policies, and programs.
6. Discuss, with the Chief Executive Officer and/or Chief Financial Officer, if they detected any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
7. Inquire of the independent auditor in a separate executive session as to whether any director, officer, or employee of the Company has attempted to fraudulently influence, coerce, manipulate, or mislead the auditor.
8. Obtain confirmation from the independent auditor that, in the course of the audit, the firm has not detected or otherwise become aware of any information indicating that an "illegal act" [as defined in Section 10A of the Securities Exchange Act of 1934 ("Exchange Act")] has occurred.
9. Review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Company's response to that letter. Such reviews should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and any disagreements with management.
10. Based upon its reviews and discussions, shall recommend to the Board as to whether the annual audited financial statements should be included in the Company's Annual Report.
11. Review and monitor, as appropriate, significant findings of any examination in the areas of securities, accounting, or tax by regulatory authorities or agencies, such as the SEC or the Internal Revenue Service.
12. Approve the report required by the rules of the SEC to be included in the Company's annual proxy statement.
13. Prior to any public disclosure thereof, the Committee shall review and discuss (or otherwise have the opportunity to comment on the content and clarity of) earnings press releases regarding annual operating results, as well as financial information and any forward-looking earnings guidance provided to analysts and rating agencies.

Review of Quarterly Financial Statements and Related Matters: The Committee shall:

1. Review with management the Company's quarterly financial statements, including any material changes in accounting principles or practices used in preparing the financial statements.
2. Review any disclosures made to the Committee by the Chief Executive Officer regarding any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
3. Prior to any public disclosure thereof, review and discuss (or otherwise have the opportunity to comment on the content and clarity of) earnings press releases regarding interim operating results, as well as financial information and any forward-looking earnings guidance provided to analysts and rating agencies for each of the first three fiscal quarters of each year.

General Oversight Responsibilities:

1. The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter.
2. The adequacy of this Charter shall be reviewed by the Committee on an annual basis. The Committee will recommend to the Board any modifications to this Charter, which the Committee deems appropriate for approval by the Board.
3. The Committee shall establish procedures for receiving, retaining, and investigating reports of illegal acts involving the Company detected by the independent accountants or others and, in accordance with such procedures, supervise the investigation of such reports of illegal acts, review the actions taken or to be taken by the Company to remediate such illegal acts, and, if appropriate, recommend further action by the Board.
4. The Committee shall establish procedures for handling complaints regarding accounting, internal accounting controls, and auditing matters, including procedures for confidential, anonymous submission of concerns by employees regarding accounting and auditing matters.
5. The Committee shall review and approve all related party transactions (as defined in Section 404 of Regulation S-K issued by the SEC) involving the Company.
6. The Committee shall review the need to establish an internal audit department and, if so established, the organization of the internal audit department, the adequacy of its resources, and the competence and performance of the internal audit staff.