

INCEPTION TOPCO, INC. AUDIT COMMITTEE CHARTER

Purpose

An Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Inception Topco, Inc. (together with its direct and indirect subsidiaries, the “Company”) is appointed by the Board to exercise the power of the Board and to assist the Board in fulfilling its oversight responsibilities by overseeing and monitoring:

- the accounting, financial, and external reporting policies and practices of the Company;
- the integrity of the Company’s financial statements;
- the independence, qualifications and performance of the Company’s independent public accountants;
- the operational policies and practices that affect internal controls; and
- the Company’s compliance with legal and regulatory requirements.

It is not the role or responsibility of the Committee to (i) determine that the Company’s financial statements are complete and accurate or prepared in accordance with generally accepted accounting principles (“GAAP”) or (ii) ensure compliance with applicable laws and regulations. The primary responsibility for these matters rests with the Company’s management. Further, it is not the duty of the Committee to plan or conduct audits. The independent public accountants are responsible for planning and conducting audits of the financial statements. Therefore, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom information is received and on the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board).

Composition

The Committee shall consist of two (2) members designated by the Board to serve until their successors are duly designated or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board upon written notice to the removed member.

Financial Expertise

All members of the Committee must be financially literate, as such qualification is interpreted by the Board in its business judgment; or must become financially literate within a reasonable period of time after his or her appointment to the Committee.

Chair

The Board shall designate a chairman by majority vote. The chairman will chair all regular sessions of the Committee and set the agendas for Committee meetings.

Meetings

The Committee shall meet as frequently as it deems necessary, but in no event less than annually. A majority of the members of the Committee shall constitute a quorum. Any member of the Committee or the Board may call a meeting of the Committee. Unless the Committee or the Board adopts other procedures, the provisions of Inception Topco, Inc.'s Amended and Restated Bylaws (as may be further amended from time to time) applicable to meetings of Board committees (or if no such provisions exist, applicable to meetings of the Board) will govern meetings of the Committee.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests or as the Committee deems appropriate in order to carry out its duties and responsibilities.

All actions and decisions of the Committee shall be by the affirmative vote of a majority of the members appointed to serve on the Committee. Minutes of each meeting will be kept with the regular corporate records. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Committee. The chairman of the Committee or his or her designee will report on each meeting of the Committee as well as any actions taken by the Committee to the Board at the next meeting of the Board following the meeting of the Committee or any such actions taken by the Committee.

Duties and Responsibilities

Subject in all respects to any limitations contained in the Company's Management Authorization Limits, the Committee's duties and responsibilities shall include the matters enumerated below, as well as such other matters as may be delegated to the Committee by the Board from time to time. In discharging its responsibilities, the Committee will act in reliance on management, the Committee's independent public accountants and other advisors and experts, as the Committee deems necessary or appropriate. The Committee has the power, in its discretion, to conduct any investigation it deems necessary or appropriate to enable it to carry out its duties. The Committee shall have unrestricted access to the Company's independent public accountants, internal and outside legal counsel, and anyone else in the Company, and may require any officer or employee of the Company or representative of the Company's outside counsel or independent public accountants to attend any meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

Financial Reporting and Disclosure Responsibilities

- Review any significant additions or changes to the Company's existing policies or practices as they apply to accounting, financial reporting, external reporting, and asset-safeguarding.
- Review and discuss with management quarterly unaudited financial statements, including disclosures made in management's discussion and analysis, major

underlying issues and the results of the independent public accountants' review prior to distributing to bondholders or lenders.

- Review and discuss with management annual audited financial statements, including disclosures made in management's discussion and analysis, and major underlying issues, including any unusual or non-recurring items, the nature and substance of significant reserves, the adequacy of internal controls and other matters that the Committee deems material prior to distributing to bondholders and lenders.
- Receive information from management about any significant deficiencies or material weaknesses in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
- Review and discuss quarterly reports from the independent public accountants on all critical accounting policies and practices to be used; all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent public accountants; a description of any transaction as to which management obtained a SAS 50 letter; and other material written communications between the independent public accountants and management, such as any management letter or schedule of unadjusted differences.
- Discuss with management and the independent public accountants significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
- Discuss with management and the independent public accountants the effect of regulatory and accounting initiatives as well as off-balance sheet structures (if any) on the Company's financial statements.
- As applicable, discuss financial information and earnings guidance provided to analysts and rating agencies (if any).
- In consultation with the independent public accountants and the Company's financial and accounting personnel, review the integrity, adequacy and effectiveness of the Company's accounting and financial controls, both internal and external, and elicit any recommendations for the improvement of such internal control procedures or particular areas where new or more detailed controls or procedures are desirable.

Responsibilities for Oversight of Independent Public Accountants

- Possess sole responsibility for the appointment, retention, termination, compensation, evaluation and oversight of the work of the independent public accountants, including the resolution of any disagreement between management and the independent public accountants regarding financial reporting. The independent public accountants shall report directly to the Committee.
- Review, evaluate and approve the annual engagement proposal of the independent public accountants (including the proposed scope and approach of the annual audit).
- Review the experience and qualifications of the senior members of the independent public accountants' team. Discuss the planning and staffing of the audit prior to the commencement of the audit.
- Review and evaluate the lead partner of the independent public accountant team conducting the audit, and ensure proper rotation of audit partner, lead partner and concurring partner. Consider whether it is appropriate to adopt a policy of rotating the independent accounting firm.
- Review the conduct and results of the audit of the consolidated financial statements and solicit concerns from the independent public accountants, including any audit problems, difficulties, restrictions on the scope of activities or access to requested information, or disagreements with management and management's response.
- Review the independent public accountants' letter reporting the status of internal controls and other matters the independent public accountants considers appropriate. Obtain management's response and corrective action plan.
- Obtain and review a report from the independent public accountants at least annually detailing: (i) the independent public accountants' internal quality-control review, or peer review; (ii) 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; (iii) all relationships between the independent public accountants and the Company, consistent with Independence Standards Board Standard No. 1 (to assess the independent accountants' independence); and (iv) the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the accountants' independence.
- Actively engage in a dialogue with the independent public accountants regarding any disclosed relationships or services that may impact the objectivity and independence of the independent public accountants. Evaluate the qualifications, performance and independence of the independent public accountants, including considering whether the accountants' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the accountants' independence, taking into account the opinions of management. The

Committee shall present its conclusions with respect to the independent public accountants to the Board.

- Review periodic reports from management and the independent public accountants regarding the accountants' independence (including the fees billed for audit services, audit-related fees, tax fees, and all other non-audit services, respectively, for each fiscal year), discuss such reports with the independent public accountants, and if so determined by the Committee, take appropriate action regarding the independence of the accounting firm.
- Approve or disapprove all engagement fees and terms of the independent public accountants, with the cost of all engagements to be borne by the Company, and review all payments made to such firm, regardless of nature, on an annual basis.
- Confirm that none of the audit partners earn or receive compensation based on procuring engagements with the Company for providing products or services, other than audit review or attest services.
- As appropriate, discuss with the national office of the independent public accountants issues on which they were consulted by the Company's audit team and matters of audit quality and consistency.
- Review with management and the independent public accountants any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.
- At least annually, discuss with the independent auditor, out of the presence of management if deemed appropriate, the matters required to be discussed by Statement on Auditing Standards No. 61, as it may be modified or supplemented, relating to the conduct of the audit.

Other Responsibilities

- Conduct any investigation that the Committee deems appropriate, with full access to all of the Company's records, facilities, personnel and outside advisors. As it deems appropriate, retain outside counsel, auditors and other consultants to advise the Committee for that purpose or others.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Obtain such reports from management, auditors, the general counsel, tax advisors or any regulatory agency as the Committee deems necessary regarding regulatory compliance, transactions with affiliates, and other legal matters that may have a material effect on the Company's financial statements. Consider whether the

reported matters were properly taken into consideration in the preparation of the financial statements.

- Regularly review, if applicable, reports on litigation, any material reports or inquiries received by the Company from regulators or governmental agencies, and other matters.
- Review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

The Committee shall have the power to delegate its authority and duties to subcommittees of the Committee.

Advisors

Subject in all respects to any limitations contained in the Company's Management Authorization Limits, the Committee shall have the authority to retain and compensate consultants, independent legal counsel, accountants, or other advisors as the Committee may deem appropriate in its sole discretion. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee, and payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Any accounting, legal or other advisor retained by the Committee may, but need not be, in the case of an outside accountant, the same accounting firm employed by the Company for the purpose of rendering or issuing an audit report on the Company's annual financial statements (to the extent consistent with applicable law), or in the case of an outside legal or other advisor, otherwise engaged by the Company for any other purpose.

Amending the Charter

This Charter shall not be amended without the express consent of the Board.

*Adopted by Resolution of the Board of Directors
[DATE]*