

BRIDGES INVESTMENT FUND, INC.
AUDIT COMMITTEE CHARTER
As Amended August 20, 2013

1. The Audit Committee (the "Committee") shall be composed entirely of independent directors. No member shall be an "interested person" as defined in Section 2(a)(19) of the Investment Company Act. The Committee shall consist of at least three (3) members. Each member shall have a working familiarity with basic finance and accounting terminology and practices.
2. The Committee assists the Board in fulfilling its oversight responsibilities by reviewing:
 - a. the Fund's accounting and financial reporting policies and practices, its internal controls and, as appropriate, the internal controls of certain service providers;
 - b. the quality and objectivity of the Fund's financial statements and the independent audit thereof, including the qualifications and independence of the independent registered public accounting firm;
 - c. compliance with Securities and Exchange Commission ("SEC") disclosure requirements, including appropriate disclosure in the Fund's annual proxy statement, concerning engagement of the Fund's independent registered public accounting firm, the provision of audit and non-audit services by the independent registered public accounting firm and related matters; and
 - d. such other matters as directed by the Board or this Charter.

The function of the Committee is oversight; it is management's responsibility to maintain appropriate systems for accounting and internal control, and the independent registered public accounting firm's responsibility to plan and carry out an audit consistent with applicable legal and professional standards and the terms of the engagement letter.

3. To carry out its purposes, the Committee shall have the following duties and powers:
 - a. to appoint and retain and/or terminate the independent registered public accounting firm in accordance with the Investment Company Act and applicable SEC regulations;
 - b. to meet with the Fund's independent registered public accounting firm, including private meetings, as necessary (i) to review the arrangements for and scope of the annual audit and any special audits; (ii) to discuss any matters of concern relating to the Fund's financial statements, including any adjustments to such statements recommended by the auditors, or other results of said audit(s); (iii) to consider the independent registered public accounting firms' comments with respect to the Fund's financial policies, procedures and internal accounting controls and management's responses thereto; and (iv) to review the form of opinion the independent registered public accounting firm proposes to render to the Board and shareholders;

- c. to consider the effect upon the Fund of any changes in accounting principles or practices proposed by management or the independent registered public accounting firm;
 - d. to approve in advance all audit, review and attest services and all non-audit services (including, in each case, the engagement fees therefor and terms thereof) to be performed by the independent registered public accounting firm in accordance with the Investment Company Act and applicable SEC regulations;
 - e. to investigate improprieties or suspected improprieties in Fund operations; and
 - f. to report its activities to the full Board on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate.
4. The Committee shall meet on a regular basis in accordance with and is empowered to hold special meetings as circumstances require. The Committee shall periodically meet separately with management of the Fund, the Compliance Officer of the Fund and the independent registered public accounting firm to discuss any matters that the Committee or any of these persons or groups believes would be appropriate to discuss privately or should otherwise be brought to the Committee's attention.
 5. The Committee shall have the resources and authority necessary to discharge its responsibilities, including authority to hire employees and retain special counsel and other advisers, experts or consultants at the expense of the Fund.
 6. The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.

The foregoing Charter for the Audit Committee was duly amended by the independent directors of Bridges Investment Fund, Inc. on August 20, 2013.



Lead Independent Director