

FIRST CHARTER CORP /NC/
Form 8-K
March 31, 2004

As filed with the Securities and Exchange Commission on March 31, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8 - K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
March 31, 2004

FIRST CHARTER CORPORATION

(Exact name of registrant as specified in its charter)

<u>North Carolina</u>	<u>0-15829</u>	<u>56-1355866</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

10200 David Taylor Drive, Charlotte, North Carolina 28262-2373
(Address, including zip code, of principal executive offices)

(704) 688-4300
(Registrant's telephone number, including area code)

Item 5 **Other Events**

Institutional Shareholder Services ("ISS") requested that First Charter provide ISS with additional information about tax fees that First Charter reported in its proxy statement for its 2004

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Annual Meeting of Shareholders. ISS further requested that First Charter publish this information either in a Form 8-K filing or in a press release. The following is the information we provided to ISS:

FEES PAID TO INDEPENDENT AUDITORS

The following table sets forth fees billed by KPMG LLP for services rendered for the fiscal year ended December 31, 2003:

Audit Fees	\$282,480
Audit-Related Fees	76,491
Tax Fees-Preparation and Compliance	<u>110,000</u>
Total Audit, Audit Related And Tax Preparation and Compliance Fees	<u>468,971</u>
Other Non-audit Fees:	
Tax Fees-Other (1)	272,395
All Other Fees	<u>1,350</u>
Total-Other Fees	<u>273,745</u>
Total-Fees	<u>\$742,716</u>

(1) Tax Fees-Other includes tax advice on return filing matters of \$90,250, tax planning of \$125,000, tax advice on implications of mergers and acquisitions of \$22,145, and other tax advice of \$35,000.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FIRST CHARTER CORPORATION

By: /s/ Robert O. Bratton
Robert O. Bratton
Executive Vice President and Chief Financial
Officer

Dated: March 31, 2004