



NEUSTAR, INC.

AUDIT COMMITTEE

CHARTER

1. Members.

The Audit Committee (the "Committee") shall be a committee of the Board of Directors of NeuStar, Inc. (the "Company"). The Committee shall consist of at least three (3) directors appointed as members by the Board of Directors. The Board of Directors shall designate one member of the Committee as its Chairman.

All the members of the Committee, in the judgment of the Board of Directors, (a) shall meet the independence requirements of the New York Stock Exchange ("NYSE") for directors and audit committee members within the required time periods applicable to the Company following completion of its initial public offering and (b) shall meet the NYSE's "financial literacy" requirements. At least one member of the Committee, in the judgment of the Board of Directors, shall be an audit committee financial expert, as defined in Securities and Exchange Commission rules.

The Board may, at any time, remove one or more directors from membership in the Committee.

2. Purpose.

The Committee is appointed by the Board to represent and assist the Board in overseeing the following.

- The accounting and financial reporting processes of the Company and the audits of the Company's financial statements, including the integrity of the financial statements.
- The Company's compliance with legal and regulatory authority requirements.
- The independent auditors' qualifications and independence.
- The performance of the Company's internal audit function and independent auditors.
- Preparing a report of the Committee to be included in the Company's proxy statement, as required by the SEC.

3. Authority and Responsibilities.

The Committee shall:

- Directly appoint, retain, compensate, evaluate, oversee, and terminate (when appropriate) the Company's independent auditors, who shall report directly to the Committee.
- Review and pre-approve all audit and permissible non-audit services to be provided by the independent auditors, and establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the independent auditors.
- At least annually, obtain and review a report by the independent auditors describing: (a) the auditors' internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review, or peer review, 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 independent auditors, and any steps taken to deal with any such issues.
- At least annually, review the qualifications, independence and performance of the independent auditors, and discuss with the independent auditors their independence. As part of such annual review, the Committee will obtain and review a report by the independent auditors describing all relationships between the independent auditors and the Company, consistent with professional standards applicable to independent auditors, and any other relationships that may impact the independent auditors' independence.
- Upon completion of the annual audit, review with the independent auditors their experiences, any audit problems or difficulties encountered (including restrictions on their work, cooperation received or not received, and significant disagreements with corporate management) and management's response, and findings and recommendations concerning their annual audit of the Company.
- Meet to review and discuss with corporate management and the independent auditors the annual audited financial statements, and the unaudited quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the annual audited financial statements should be included in the annual report on Form 10-K.
- Review and discuss earnings press releases, and corporate practices with respect to: (a) earnings press releases, and (b) financial information and earnings guidance provided to analysts and ratings agencies.

- Review and discuss with management and the independent auditors the Company's major risk exposures and the steps management has taken to monitor and control such exposure.
- Review the adequacy and effectiveness of the Company's internal auditing procedures and internal controls over financial reporting, and any programs instituted to correct deficiencies.
- Review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.
- Oversee the Company's compliance systems with respect to legal and regulatory requirements and review the Company's codes of conduct and programs to monitor compliance with such codes.
- Establish procedures for the submission of complaints regarding accounting, internal accounting controls, or auditing matters. Such procedures will address: (a) the receipt, retention, and treatment of complaints received by the Company; and (b) the confidential, anonymous submission of employee concerns about questionable auditing or accounting matters.
- Investigate, or refer, matters brought to its attention as appropriate, with full access to all books, records, facilities and personnel of the Company. Review the application of significant regulatory, accounting and auditing initiatives, including new pronouncements.
- Establish policies for the hiring of employees and former employees of the independent auditors.
- Annually review and reassess the adequacy of this Audit Committee Charter and evaluate the performance of the Committee, and recommend changes to the Board as appropriate.
- Perform such other functions as assigned by law, the Company's certificate of incorporation or by-laws, or the Board of Directors.

4. Outside Advisors. The Audit Committee shall have the authority to retain, at the expense of the Company, such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions.

5. Meetings.

The Committee shall meet at least four (4) times per fiscal year, either in person or telephonically, and at such times and places as the Committee shall determine. Periodically, the Committee shall meet separately in executive session with each of (a) management of the Company, (b) the principal internal auditor of the Company, (c) the independent auditors, and (d) the General Counsel of the Company. The Committee shall report regularly to the full Board with respect to its activities. A majority of the members of the Committee shall constitute a quorum.