

**CHOICEPOINT INC.
AUDIT COMMITTEE OF THE
BOARD OF DIRECTORS
CHARTER**

There shall be an Audit Committee of the Board of Directors (the “Committee”), which shall serve at the pleasure of the Board of Directors (the “Board”) and be subject to its control.

Purpose

The primary purpose of the Committee is to assist the Board in its oversight of:

- the integrity of the Company’s financial statements and financial reporting;
- the integrity and effectiveness of the Company’s disclosure and internal controls;
- the Company’s compliance with legal and regulatory requirements;
- the independence, qualifications and performance of the Company’s independent accountants; and
- the independence, qualifications and performance of the Company’s internal audit function, as appropriate.

Membership

1. The Committee shall have at least three (3) members appointed by the Board. Each member of the Committee shall qualify as an independent director for purposes of serving on an Audit Committee under the listing standards and independence requirements of the New York Stock Exchange and the rules and regulations of the Securities and Exchange Commission (the “SEC”) and be otherwise free from any relationship that, in the opinion of the Board would interfere with the exercise of his or her independent judgment as a member of the Committee.
2. Each member of the Audit Committee shall be financially literate and understand financial statements, including the Company’s balance sheet, income statement, and cash flow statement, at the time of appointment to the Audit Committee.
3. No member may simultaneously serve on the audit committees of more than three (3) public companies without review and approval by the Board.
4. Director’s compensation shall be the sole remuneration paid by the Company to all members of the Committee. No Committee member shall receive fees, paid directly or indirectly, for services as a consultant or a legal or financial advisor.
5. The Committee shall review and update, if necessary, its charter periodically, on at least an annual basis, and request approval of the charter, or any changes to the charter, by the Board.

Meetings

The Committee shall meet at least four (4) times annually, and more frequently as circumstances may dictate. The Committee shall meet at least annually with management of the Company (in particular the Company's senior financial officers), the Company's internal auditors (or other personnel responsible for the internal audit function) (as appropriate) and the Company's independent accountants in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately, such as internal controls and the fullness and accuracy of the Company's financial statements. The agenda and minutes for each meeting will be prepared by the secretary of the Committee.

Responsibilities

1. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work performed by the Company's independent accountants, including resolution of disagreements between management and the independent accountants, and the independent accountants shall report directly to the Committee. The Committee shall recommend to the Board for its action the appointment or discharge of the Company's independent accountants. If approved by the Board, the Committee's recommendation to appoint the Company's independent accountants shall also be presented to the shareholders for approval at each annual meeting. If the independent accountants are replaced, the Committee shall recommend to the Board for its action the appointment of new independent accountants until the next annual meeting of shareholders.
2. All auditing and non-audit services to be performed by the independent accountants must be preapproved by the Committee.
3. The Committee shall review and approve the scope and plan of the Company's audit and shall annually review and discuss with the independent accountants the judgments about the quality of the Company's accounting principles as applied in its financial reporting.
4. The Committee shall at least annually obtain and review a report from the independent accountants describing the independent accountant's internal quality control procedures and any material issues raised by the most recent peer review of the firm or any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out and any steps taken to deal with such issues.
5. The Committee shall annually review and confirm the independence and objectivity of the independent accountants and receive a formal written statement from the independent accountants regarding the firm's independence and objectivity consistent with Independence Standards Board Standard 1.
6. The Committee shall annually evaluate the independent accountants, including the independent accountants' qualifications, performance and independence, the competence, experience and qualifications of the lead partner and senior members of the independent

accountants' team, and the quality control procedures of the independent accountants. The Committee also shall ensure the rotation of the audit partners as required by law.

7. The Committee shall approve policies for the Company's hiring of employees or former employees of the independent accountants.

8. The Committee shall review with the independent accountants and the Vice President of Internal Audit the coordination of audit efforts to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources.

9. At each regular meeting of the Committee, the Committee shall receive from Internal Audit a report of all significant deficiencies in the design or operation of internal controls, which could adversely affect the reliability of the financial data reported. The Committee also shall receive from Internal Audit disclosure of any fraud involving management or other employees having a significant role in internal controls.

10. The Committee shall meet with the Company's Vice President of Internal Audit at appropriate times to review the results of completed audits, the status of any unresolved audit recommendations, the adequacy of the Company's system of internal controls and such other matters as the Committee may deem appropriate.

11. The Committee shall review and discuss generally all proposed earnings releases, as well as financial information and earnings guidance provided to analysts and rating agencies.

12. The Committee shall review with management and the independent accountants the Company's interim financial statements and disclosures and the information set forth in Management's Discussion and Analysis in the Company's Quarterly Reports on Form 10-Q prior to filing, including a discussion with the independent accountants of the matters to be discussed by Statement of Auditing Standards No. 100, as appropriate.

13. The Committee shall review with management and the independent accountants the Company's annual audited financial statements and disclosures and the information set forth in Management's Discussion and Analysis to be included in the Company's Annual Report on Form 10-K (or the Annual Report to Shareholders if distributed prior to the filing of the Form 10-K) including (a) their judgment about the quality of the Company's accounting principles as applied in its financial reporting, (b) the reasonableness of significant judgments and (c) the clarity of the disclosures in the financial statements. The Committee shall recommend, based on its review and discussion, that the audited financial statements be included in the Company's Form 10-K for filing with the SEC.

14. The Committee shall meet with the independent accountants at appropriate times to review, among other things, the results of the audit, the Company's financial statements, any certification, report, or opinion that the independent accountants propose to render in connection with such statements and any audit problems or difficulties and management's response.

15. The Committee shall discuss with the independent accountants the matters required to be discussed by Statement of Auditing Standards No. 61 (Codification of Statement on Auditing Standards, AU §380) relating to the conduct of the audit.

16. The Committee shall receive an annual report from the independent accountants that describes (a) all critical accounting policies and practices to be used by the Company, (b) all material alternative treatments within generally accepted accounting principles suggested to management and (c) any other written communication with management.

17. The Committee shall obtain from the independent accountants assurance that Section 10A(b) of the Securities and Exchange Act of 1934 (generally relating to the independent accountants' identification of illegal acts and related party transactions) has not been implicated.

18. The Committee shall periodically review the Company's policies with respect to risk assessment and risk management. The Committee shall meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

19. The Committee shall establish procedures to receive, retain, and treat complaints regarding accounting, internal accounting controls or auditing matters (including anonymous submissions by employees regarding questionable accounting, auditing or other matters). The Committee shall retain the right to delegate administration of these procedures to Internal Audit or other appropriate members of Company management.

20. The Committee shall review the internal controls and procedures related to executive travel and entertainment, including the use of Company assets. The Committee shall have the power to direct the independent accountants and the internal audit staff to inquire into and report to it with respect to any of the Company's contracts, transactions, or procedures, or the conduct of the parent company, or any division, profit center, subsidiary, or other unit, or any other matter having to do with the Company's business and affairs. The Committee is not expected to initiate or conduct special investigations in these regards unless specifically requested to do so by the Board.

21. The Committee shall meet with the Company's General Counsel at appropriate times to review the status of material litigation and corporate compliance in general. The Committee shall annually review compliance with the Code of Conduct.

Administrative

1. The Committee shall have the authority to engage independent counsel and other advisors.

2. The Committee shall report regularly to the Board.

3. The Committee shall annually evaluate the performance of the Committee and the adequacy of this Charter.

4. The Committee shall prepare the annual Audit Committee Report for the Company's proxy statement in accordance with applicable SEC regulations.

5. The Committee shall be responsible for only those specific duties outlined within this charter unless assigned such other duties as may be lawfully delegated to it from time to time by the Board.

This Charter of the Committee was duly approved and adopted on the 26th day of February, 2004.

/s/ David W. Davis
David W. Davis
Corporate Secretary