

STANDARD PARKING CORPORATION

Compensation Committee Charter

Organization

The Board of Directors (the “**Board**”) shall appoint annually a compensation committee (the “**Compensation Committee**”) and a chairperson thereof.

The Compensation Committee shall serve at the pleasure of the Board and the Board shall have the power at any time to change the membership of the Compensation Committee and to fill vacancies. The composition of the Compensation Committee shall at all times conform to applicable regulations promulgated by the Securities and Exchange Commission (the “**SEC**”) and the applicable listing standards of The NASDAQ Stock Market, Inc. (“**NASDAQ**”).

The Compensation Committee shall meet at least once annually.

Purpose

The Compensation Committee shall provide assistance to the corporate directors in fulfilling their responsibility to the shareholders to ensure that the Company’s executive officers and Board members are compensated in accordance with the Company’s total compensation objectives and executive compensation policy. The Compensation Committee shall (i) review and determine compensation policies, strategies, pay levels and forms of compensation necessary to support organizational objectives; (ii) review and determine bonuses for officers and other employees, (iii) review and determine stock-based compensation, and (iv) produce an annual report on executive compensation for inclusion in the Corporation’s proxy statement, or, if the Corporation does not file a proxy statement, in its annual report filed on Form 10-K with the SEC, in accordance with applicable rules and regulations.

The Compensation Committee shall maintain free and open means of communication among the Board, any independent consultants, the internal human resources professionals, and the chief executive officer of the Company.

Except as expressly provided in this Charter or the by-laws of the Company, or as otherwise provided by law or the requirements of NASDAQ, the Compensation Committee shall fix its own rules of procedure.

Committee Authority and Responsibilities

The Compensation Committee’s policies should remain flexible to react to changing conditions and to ensure the Board and shareholders that: (1) the achievement of the overall goals and objectives of the Company can be supported by adopting an appropriate executive compensation policy and implementing it through an effective total compensation program, and

(2) the total compensation program and practices of the Company are designed with full consideration of all accounting, tax, securities law, and regulatory requirements.

The Compensation Committee shall:

- Have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate.
- Assist the Company in defining a total compensation policy for its executives that (1) supports the Company's overall business strategy and objectives, (2) attracts and retains key executives, (3) links total compensation with business objectives and organizational performance in good and bad times, and (4) provides competitive total compensation opportunities at a reasonable cost while enhancing shareholder value creation.
- Act on behalf of the Board in setting executive compensation policy, administering compensation plans approved by the Board and shareholders, and making decisions or developing recommendations for the Board with respect to the compensation of key executives.
- Review and determine the annual base salary levels, annual incentive opportunity levels, long-term incentive opportunity levels, executive perquisites, employment agreements (if and when appropriate), change in control and severance provisions/agreements (if and when appropriate), benefits, and supplemental benefits of the chief executive officer ("CEO"), named executive officers as required under securities law, and other key executives of the Company.
- Review and approve corporate goals and objectives relevant to the CEO's compensation, evaluating the CEO's performance in light of those goals and objectives, and have the sole authority to determine the CEO's compensation level based on this evaluation.
- Evaluate annually the CEO's and other key executives' compensation levels and payouts (including long-term incentives) against (i) pre-established performance goals and objectives, including relative shareholder return, (ii) an appropriate peer group, and (iii) the awards given to the CEO or other executive in past years.
- Review and assess performance target goals established before the start of the year and determine when performance goals have been achieved at the end of the year.
- Administer the compensation program for the CEO, named executive officers, and other key executives and ensure consistency with executive compensation policy.
- Review and determine incentive plans and equity-based plans that are consistent with the organization's executive compensation policy.

- Review the retirement plans of the Company and determine any differences between plan objectives, needs, and current benefit levels, and approve any amendments.
- Review the group health care benefits provided against benefits provided by other organizations in the same industry, and evaluate the sharing of risk and funding for any self-administered benefits plans as well as the cost and effectiveness of plan administration.
- Select and retain independent compensation consultants or legal counsel to advise the Compensation Committee, when appropriate, in evaluating directors, CEO or senior executive compensation, approve the consultants' fees and other retention terms and determine if and when to terminate any such retention.
- Review the management succession program. If succession responsibility is delegated to another committee, the Compensation Committee should coordinate closely with that committee.
- Form and delegate authority to subcommittees when appropriate.
- Keep abreast of current developments in executive compensation outside the Company.
- Review the performance of the Compensation Committee annually, which review should compare its performance with the requirements of this Charter.

Adopted by the Board the 30th day of June, 2004.