

Adopted April 28, 2005

COMSYS IT PARTNERS, INC.
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER

I. PURPOSE AND RESPONSIBILITIES

The primary purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors of COMSYS IT Partners, Inc. (the “Corporation”) in fulfilling its responsibilities to exercise oversight concerning the appropriateness and cost of the Corporation’s compensation and benefits programs, particularly for executives of the Corporation. The Committee’s primary responsibilities are to:

- Evaluate the performance of the Chief Executive Officer and other elected officers of the Corporation in light of established performance goals and objectives;
- Set the compensation of the Chief Executive Officer and other elected officers based upon such evaluation;
- Approve or make recommendations to the Board with respect to executive compensation and benefits programs and, where appropriate, administer such programs; and
- Assist the Board in implementing a total executive compensation philosophy that supports the Corporation’s overall strategy and objectives; attracts and retains key employees; links total compensation to financial performance, the attainment of short and long term strategic, operational and financial objectives; and provides competitive total compensation opportunities at a reasonable cost.

The responsibilities of the Committee may be delegated to a subcommittee thereof, if the Board determines that such delegation is in the best interest of the Corporation.

II. COMPOSITION

The Committee shall be comprised of three or more directors appointed by the Board in conformity with Section 5.1 of the By-Laws. Each member of the Committee shall be, in the judgment of the Board an independent director within the meaning of applicable regulations, including those of Nasdaq (or if the Corporation’s common stock is not traded on the Nasdaq National Market, the principal securities exchange or market on which the Corporation’s common stock is listed or traded), except that for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and Section 162(m) of the Internal Revenue Code, the Board or the Compensation Committee can establish a subcommittee whose members meet the requirements of Rule 16b-3 and Section 162(m) applicable to “non-employee directors” and “outside directors,” respectively.

Unless the Board appoints a Chairman of the Committee, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at the discretion of the Board of Directors or at the call of the Chairman or any two members of the Committee. The Committee may ask members of management or others to attend any meeting and provide information or advice as needed.

IV. ACTIVITIES

The following functions shall be the common recurring activities of the Committee in carrying out its primary responsibilities outlined in Section I of this Charter. These functions should serve as a guide, with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I.

To fulfill its responsibilities, the Committee shall:

1. Establish and review the overall compensation philosophy of the Corporation.
2. Conduct an annual review of the performance of the Chief Executive Officer and other elected officers relative to established goals and objectives.
3. Based on this review, review and approve the annual salary, bonus, equity compensation and other benefits, direct and indirect, of the Chief Executive Officer and other elected officers.
4. Establish new goals and objectives relevant to the compensation of the Chief Executive Officer and other elected officers, including performance goals for performance-based compensation that is intended to be deductible under Section 162(m) of the Internal Revenue Code.
5. Review and recommend to the full Board, or approve, new executive compensation and benefits programs, including equity and incentive-based programs.
6. Periodically review the Corporation's existing executive compensation and benefits programs to determine whether they are properly coordinated and achieving their intended purpose.
7. Establish and periodically review policies for the administration of executive compensation and benefits programs.

8. Take steps to modify any executive compensation or benefits program yielding payments and benefits that are not reasonably related to executive and corporate performance or are not competitive in the aggregate to programs of peer group companies.
9. Establish and periodically review policies on executive perquisites.
10. Review and approve, or make recommendations to the Board regarding, any contracts or other transactions with current or former elected officers, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made, arranged or guaranteed by the Corporation.
11. Review and recommend to the full Board director compensation.
12. Administer the Corporation's incentive- and equity-based compensation programs for executives and directors and, where appropriate, other compensation and benefits programs.
13. Provide or approve an annual report on executive compensation for inclusion in the Corporation's proxy statement for its annual meeting of stockholders, in accordance with applicable rules and regulations, including those of the Securities and Exchange Commission.
14. Prepare for the Board an annual performance evaluation of the Committee, and annually review and reassess the adequacy of this Charter (recommending any appropriate changes to the Board).

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Corporation shall provide appropriate funding to pay all such fees and for any other activities undertaken by the Committee pursuant to this Charter.