

**ADC TELECOMMUNICATIONS, INC.
BOARD OF DIRECTORS**

COMPENSATION COMMITTEE CHARTER

(as of July 18, 2006)

The purpose of the Compensation Committee (the "Committee") is to assist the board in the discharge of its responsibilities relating to (a) fair, reasonable and competitive compensation practices for executive officers (as defined below) and other key employees of the Company which are consistent with company objectives; (b) oversight of broad-based employee compensation policies and programs (c) oversight of the Company's retirement and employee benefit plans; and (d) fair, reasonable and competitive compensation and benefit programs for the Company's Directors who are not employees of the Company (the "nonemployee directors").

1. Membership

The Committee shall have a minimum of three members of the board, each of whom shall meet the definition of (i) an "independent director" as defined in the Company's Principles of Corporate Governance; (ii) a "nonemployee director" within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended; and (iii) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended. The members of the Committee are appointed by the Board.

2. Compensation Philosophy

The Committee shall:

- Periodically review and approve the Company's overall philosophy and strategy regarding compensation of executive officers and other employees and nonemployee directors.
- Periodically assess the competitiveness of the Company's compensation programs for executive officers and nonemployee directors and ensure that total compensation paid to the Company's executive officers and nonemployee directors is fair, reasonable and consistent with the Company's objectives.

3. Compensation of CEO and Other Executive Officers

The Committee shall:

- Review and approve annually appropriate incentive compensation goals and objectives for the Chief Executive Officer ("CEO") and other executive officers (for purposes of this Charter, "executive officer" shall be the company's "officers" within the meaning of Section 16 of the Securities Exchange Act of 1934 and such other officers who report directly to the Company's CEO).
- Determine the base salary, incentive and equity-based compensation and other compensation actions for the CEO based upon an evaluation of the CEO's performance, effectiveness and other relevant considerations.

- Review and approve base salaries, incentive and equity-based compensation awards and other compensation actions for all other executive officers, based upon an evaluation of the such officer's performance, effectiveness and other relevant considerations.
- Oversee the administration of all of the Company's incentive, equity-based compensation and severance pay plans, each with respect to executive officers. Approve the design and establish performance measurements, targets and compensation under the Company's incentive compensation programs for executive officers.
- Establish material terms and conditions of and approve any employment-related contracts with the CEO and other executive officers of the Company.
- Issue an annual report on executive compensation in accordance with applicable rules and regulations of the Securities and Exchange Commission for inclusion in the Company's proxy statement for its annual meeting of shareowners.

4. General Employee Compensation, Benefit and Retirement Plans

The Committee shall:

- Review, advise and counsel management concerning strategies for compensation and benefit plans for employees below executive level.
- Oversee the administration of and make recommendations to the Board regarding proposed changes to the terms of the Company's equity-based compensation plans.
- Approve program design for all management incentive programs.
- Make recommendations to the Board regarding the adoption, material amendment or rescission of retirement and deferred compensation plans sponsored by the Company and all majority owned domestic subsidiaries.
- Periodically review the strategy of retirement and deferred compensation plans sponsored by any and all wholly owned foreign subsidiaries.
- Assist the Board of Directors in the discharge of its fiduciary responsibilities with respect to employee retirement plans (as defined in the Employee Retirement Income Security Act of 1974) sponsored by the Company and all majority owned domestic subsidiaries.
- Monitor the actions of the Company's Retirement Committee with respect to the Company's 401(k) retirement plan investments, trustees, investment advisors and administrative matters.

5. Non-Employee Director Compensation and Benefits

The Committee shall:

- Review and approve the overall compensation and benefit programs for nonemployee directors, including:

- a. Cash compensation;
 - b. Equity-based compensation;
 - c. Deferred compensation; and
 - d. Such other compensation or benefit programs, as the Committee deems appropriate.
- Ensure that compensation and benefit plans for nonemployee directors are reasonable and are competitive with similar programs for nonemployee directors at peer companies.

6. Independent Advisors; Support of Committee

The Committee is authorized to retain independent attorneys, consultants or other independent persons to advise and assist the Committee, as it deems appropriate. Management of the Company will also assist the Committee with its functions by providing information, recommendations or other support as needed or requested.

7. Meetings

- The Committee shall meet at least three times per year. The Committee Chair shall determine whether additional meetings are necessary or desirable in response to the needs of the Company or any issues that may arise.
- At the request of the Committee, the Company's Chief Executive Officer and other selected executives shall meet regularly with the Committee to provide information to and to support the activities of the Committee as requested.
- The Committee shall meet in executive session on a regular basis to provide an opportunity for private discussion of matters independent of any members of management. The Committee may invite outside advisors to such executive sessions, as it deems appropriate.

8. General

- The Committee shall report all significant Committee activities and findings to the Board with recommendations for action when appropriate.
- The Committee shall perform such other functions that may be delegated by the Board from time to time.
- The Committee shall review this charter periodically and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance.