

**CHOICEPOINT INC.**  
**MANAGEMENT COMPENSATION AND BENEFITS COMMITTEE**  
**CHARTER**

The Management Compensation and Benefits Committee of the Board of Directors (the “Compensation Committee”) has overall responsibility with respect to approving and evaluating the executive compensation plans, policies, and programs of ChoicePoint Inc. and its wholly or majority owned subsidiaries (“ChoicePoint” or the “Company”).

**PURPOSE**

The primary purpose of the Compensation Committee is to discharge the Board’s responsibility relating to compensation of the Company’s executives and to produce an annual report on executive compensation for inclusion in the Company’s proxy statement or annual report on Form 10-K, in accordance with applicable rules and regulations.

**ORGANIZATION**

The Compensation Committee should consist of no less than three (3) members and no more than five (5) members appointed by the Board. Each member of the Compensation Committee shall: (1) qualify as an independent director under the listing standards of the New York Stock Exchange, (2) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (3) be independent as defined by Internal Revenue Service Code Section 162(m) and (4) 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 Compensation Committee. The Board shall affirmatively conclude that each member of the Compensation Committee is independent, under such standards.

The Chairman and each member shall be appointed by the Board and serve at the pleasure of the Board for such term or terms as the Board shall determine.

The Compensation Committee shall have the authority to delegate any responsibility herein to a sub-committee of the Compensation Committee and to delegate responsibility for the day-to-day management of executive compensation to the officers of the Company.

The Compensation Committee may retain and terminate an outside consulting firm with expertise in executive compensation matters and have the sole authority to approve the firm’s fees and other retention terms.

## **MEETINGS**

The Compensation Committee shall hold such meetings as may be called by the Chairman of the Compensation Committee or at the request of the Board. The Compensation Committee will meet at least twice a year. The agenda and minutes for each meeting will be prepared by the secretary of the Compensation Committee.

## **DUTIES AND RESPONSIBILITY**

The Compensation Committee has direct responsibility to:

Produce, review and approve a report to shareholders as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K. The report of the Compensation Committee will address all issues required by the applicable rules and regulations.

Review and approve a compensation strategy and policy that links pay levels and corporate performance and returns to shareholders and approve overall executive compensation plan objectives. The Compensation Committee shall monitor the results of such policy and programs to assure that compensation to ChoicePoint's executives provides overall competitive pay levels, creates proper incentives to enhance shareholder value, meets corporate goals and objections, rewards superior performance, and is reflective of the returns available to shareholders.

Determine the Company's compensation policy with respect to the application of Section 162(m) of the Internal Revenue Code of 1986, as amended, and when compensation may be paid by the Company that is not deductible for Federal income tax purposes.

Annually review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer (the "CEO"), the President and Chief Operating Officer (the "COO") and the other senior executives, evaluate the performance of the CEO, the COO and other senior executives in light of these goals and objectives, and approve the annual compensation, incentive compensation, equity-based compensation and participation in other executive compensation plans for the CEO, the COO and the other senior executives based on this evaluation. In performing such duties, the Compensation Committee shall review the recommendations of the CEO with respect to compensation for senior executives other than the CEO and the COO.

Approve, administer and grant awards under the Company's cash incentive, deferred compensation, incentive compensation, equity-based and other employee benefit plans, including approving modifications to such plans as the Compensation Committee deems appropriate (to the extent permitted by such plans), and provide annual oversight and approval of performance objectives, performance targets and funding of such plans.

Approve participation in the stock bonus and stock option plans, and grants to the CEO, the COO and all other participants in such plans.

Approve contractual arrangements, employment agreements, severance agreements, change-in-control agreements and similar employment-related agreements for the CEO, the COO or any other senior executive that is a member of the Board of Directors.

Annually evaluate the performance of the Compensation Committee and the adequacy of this Charter.

Report periodically to the Board regarding (a) the Compensation Committee's activities, (b) the results of the Compensation Committee's annual review of its performance and the adequacy of this Charter and (c) any concerns or significant issues that the Compensation Committee has identified relating to executive compensation.

This Charter of the Compensation Committee was duly approved and adopted by the Board on the 29th day of April, 2004.

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