

**AMENDED AND RESTATED CHARTER
OF THE
COMPENSATION & ORGANIZATION COMMITTEE
OF THE BOARD OF DIRECTORS**

PURPOSES: The Compensation and Organization Committee (the "Committee") of the Board of Directors (the "Board") of Church & Dwight Co., Inc. (the "Company") is appointed by, and generally acts on behalf of, the Board. The Committee's purposes shall be:

1. To adopt and implement an effective total compensation program that supports the achievement of the overall goals of the Company by attracting, retaining and motivating talented executive management; and
2. To produce the annual report on executive compensation for inclusion in the Company's proxy statement in accordance with the applicable rules and regulations.

MEMBERSHIP: The Committee shall consist of three or more members appointed by the Board, and shall be composed entirely of "independent directors". For purposes of this Charter, a director shall be deemed "independent" if he or she qualifies both as (1) independent in accordance with the rules of the New York Stock Exchange; and (2) an "outside director" in accordance with Section 162(m) of the Internal Revenue Code. The Chairperson of the Committee shall be appointed by the Board. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

MEETINGS AND PROCEDURES: The Committee shall hold no less than four regularly scheduled meetings each year, and such other meetings from time to time as the Committee may deem necessary or appropriate. A majority of the Committee members shall be present to constitute a quorum of the Committee. Where a quorum is present, a majority of the members in attendance shall decide any question brought before any meeting of the Committee. The Chairperson of the Committee or a majority of Committee members may call a special meeting of the Committee. The Committee will maintain minutes of meetings and report regularly to the Board of Directors on the Committee's activities.

The Committee may delegate specific tasks to its Chairperson or a sub-committee consisting of at least two Committee members, provided that no such delegation shall be permitted if the authority is required by law, rule, regulation or listing standard to be exercised by the Committee as a whole. The Committee shall have the authority, at the Company's expense, to retain and terminate compensation consultants, legal, accounting or other experts that the Committee deems necessary in the performance of its duties, including sole authority to approve the fees and other retention terms of any such advisors.

DUTIES AND RESPONSIBILITIES: The Committee is expected to carry out the following duties and responsibilities:

1. Oversee the design of executive compensation programs giving full consideration to all human resources, accounting, tax, securities law, and regulatory requirements.
2. Administer and make recommendations to the Board regarding the Company's incentive compensation and stock option plans. Appoint the members of and monitor the Retirement and Administrative Committee, which generally supervises the Company's employee pension and other benefit plans. The Committee shall consult generally with management on matters concerning executive compensation and on retirement, savings and welfare benefit plans, including where Board or stockholder action is contemplated with respect to the adoption of or amendments to such plans.
3. Recommend the specific salary, supplemental compensation, bonuses and stock awards for the Chief Executive Officer for approval by majority vote of the independent directors of the full Board then in office. The Committee shall review and approve corporate goals and objectives as they relate to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and establish the CEO's compensation level based on this evaluation. In determining the long-term incentive compensation for the Chief Executive Officer, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.
4. Oversee the internal human resources department with respect to development of the executive management organizational structure.
5. Recommend the specific salaries, supplemental compensation, bonuses and stock awards for each of the elected Vice Presidents of the Company for approval by the Board. The Committee shall review and approve corporate goals and objectives as they relate to the compensation of these executive officers of the Company. The Committee shall confer with the Chief Executive Officer concerning the performance and compensation of these executive officers of the Company.
6. Make recommendations to the Board regarding the selection, retention and dismissal of the executive officers of the Company, and shall advise the Board with respect to the terms of any agreements with such officers.
7. Participate in the deliberations of the Governance and Nominating Committee with respect to succession planning for the Chief Executive Officer of the Company.
8. Review annually the compensation of the Company's independent directors and any other non-employee directors and the principles upon which such compensation is

- determined. In this regard, Company management should report annually as to how the Company's director compensation practices compare with those of other similarly situated public corporations.
9. Produce an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.
 10. Report regularly to the Board of Directors. The Committee shall encourage free and open communication with the Board, any professional advisors it retains, the internal human resources professionals of the Company and the Chief Executive Officer, and other key officers as may be necessary in the normal course of business.
 11. Review the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
 12. Assess, at least once a year, its own performance and deliver a report to the Board setting forth the results of the evaluation.

LAST AMENDED: JANUARY 26, 2005