

COMDISCO HOLDING COMPANY, INC.

COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee is to assure that the Authorized Representatives and employees of the Company and its wholly-owned subsidiaries are compensated effectively in a manner consistent with the stated compensation strategy of the Company in furtherance of its First Amended Plan of Reorganization and requirements of the appropriate regulatory bodies.

DUTIES AND RESPONSIBILITIES

- Review from time to time and approve the Company's stated compensation strategy to ensure that the Authorized Representatives and employees are rewarded appropriately for their contributions to Company and that the executive compensation strategy supports organization objectives and stakeholders interests.
- Reviews and approves, if appropriate, recommendations for discretionary bonuses for Authorized Representatives and employees.
- Reviews and approves the disposition of forfeited monies as a result of voluntary resignation or for-cause termination for the Management Incentive and Stay Bonus Plans.
- Reviews the employee benefit plans, including the retirement plans, of the Company and its domestic subsidiaries, and either recommends plan changes to the Board of Directors or amends such plans, provided that any plan amendment which will have a material cost increase to the Company or material effect on the Company's employees will require Board of Directors approval.

COMPOSITION

The Compensation Committee shall be composed of the Disbursing Agent, as sole director. The Committee shall meet as required and keep a record of its actions and proceedings. The Committee shall be permitted to act by written consent in a manner consistent with the Company's By-laws.

- In addition to satisfying the requirements necessary to be Independent Director, the Disbursing Agent also shall satisfy all requirements necessary from time to time to be “disinterested director” under 16b-3 and qualified “outside director” under Section 162(m) of the Internal Revenue Code and related regulations, all as amended from time to time.

Effective June 30, 2005