

**JACK IN THE BOX INC.
COMPENSATION COMMITTEE CHARTER
Amended and Adopted August 4, 2006**

A. Authority

The Board of Directors (“the Board”) of Jack in the Box Inc., by resolution dated April 29, 1994, established the Compensation Committee (the “Committee”).

B. Purpose

The Committee, is appointed by the Board in order to assist the Board in discharge of the Board’s responsibilities relating to oversight of evaluation of management and compensation of the directors, officers and executives of the Corporation. The Committee will produce an annual report on executive compensation for inclusion in the Corporation’s proxy statement or Form 10K to be filed with Securities and Exchange Commission.

C. Committee Membership

1. The Committee will have a minimum of three directors.
2. All Committee members will meet the definitions of (i) a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended and (iii) an “independent director” as required by the New York Stock Exchange (“NYSE”). Definitions are attached to this Charter.
3. The members and the Chair of the Committee will be appointed by the Board after considering the recommendations of the Nominating and Governance Committee and will serve until their successors are duly elected and qualified or until their earlier resignation or removal. If a Chair is not appointed by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee.
4. The Board may fill vacancies on the Committee after considering the recommendations of the Nominating and Governance Committee.
5. The Board may remove a Committee member from the Committee at any time with or without cause.

D. Committee Authority And Responsibilities

1. Executive Compensation

The Committee will:

- (a) Periodically review and recommend approval of the Corporation's philosophy regarding executive compensation. The Committee will also discuss with the CEO different compensation approaches;
- (b) Periodically review market data to assess the Corporation's competitive position for the four components of executive compensation (base salary; annual incentives; long-term incentives; and benefits) by reviewing (i) executive compensation surveys, compiled by third-party consultants focused on the food service industry, and (ii) general industry compensation information. Make recommendations to the Board regarding the compensation plans and policies of the Corporation applicable to directors;
- (c) For any "Section 16 executive officer" of the Corporation (as such officers are designated by the Board from time to time) annually confirm the occurrence of performance evaluations and review and approve (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements, in each case as, when and if appropriate, and (e) any special or supplemental benefits;
- (d) Approve the adoption, amendment or rescission and administration of incentive compensation plans and stock-related plans (including specific provisions) in which the CEO and other senior executives and key employees may be participants, including:
 - (1) approving option guidelines and general size of overall grants
 - (2) making grants
 - (3) interpreting the Plans
 - (4) determining rules and regulations relating to the Plans
 - (5) modifying or canceling existing grants
 - (6) designating classes of employees eligible to participate in the long-term incentive plans
 - (7) imposing limitations, restrictions and conditions upon any award as the Committee deems appropriate

- (8) Assure that any payments under the long-term incentive plans are in conformance with any restrictions placed thereon by the Board and shareholders
- (e) Issue an annual report on executive compensation in accordance with applicable rules and regulations of the Securities and Exchange Commission for inclusion in the Corporation's proxy statement.

2. **CEO Compensation**

- (a) **Short-Term Compensation**. Annually, the Committee will:
 - (1) review and approve corporate goals and objectives for the next year, which are then discussed with the entire Board;
 - (2) evaluate the performance of the CEO in meeting those goals and objectives, with input from the full Board, at year end;
 - (3) review and approve the appropriate compensation level of the CEO based upon this evaluation and comparative data.
- (b) **Long-Term Compensation**. Annually, the Committee will:
 - (1) consider the performance of the Corporation and relative total shareholder return;
 - (2) consider the value of such awards granted to other CEOs in, the food service industry and industry in general;
 - (3) consider the number of stock options, common stock units and similar awards granted to the CEO in prior years;
 - (4) review and approve the long-term incentive award for the CEO.

3. **Review and Approve the General Employee Retirement and Employee Welfare Benefit Plans**

Except to the extent delegated to another Committee, the Committee will assist the Board in the discharge of their fiduciary duties for retirement and employee welfare plans as defined by the Employee Retirement Income Security Act of 1974 ("ERISA") sponsored by the Corporation and all majority owned domestic subsidiaries and render appropriate reports to the Board.

4. **Director Compensation**

The Committee will make annual recommendations to the Board regarding compensation of Directors in connection with service on the Board or any Committee thereof.

5. **Executive Succession**

The Committee will review with management and the Board long range plans for management development and executive succession and make appropriate recommendations with respect thereto.

6. **Consultants**

The Committee will obtain information and recommendations from external compensation consultants from time to time to assist in setting executive compensation. The Committee will have the sole authority to retain and to terminate any compensation consultants to be used to assist in the evaluation of director, CEO, or executive compensation and will have sole authority to approve the consultants' fees and other retention terms. The Compensation Committee will have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

7. **Annual Review of Charter and Committee Performance**

The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Compensation Committee will annually review its own performance.

E. Committee Meetings and Action

1. A majority of the Committee members will be a quorum.
2. The action of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.
3. Any action required to be taken at a meeting of the Committee will nonetheless be deemed the action of the Committee if all of the Committee members executed, either before or after the action is taken, a written consent and the consent is filed with the Corporate Secretary.

4. The Chair will make regular reports to the Board.
5. The Chief Executive Officer of the Corporation will be the management liaison to the Committee.
6. The Committee may form and delegate authority to subcommittees when appropriate.
7. The Committee Secretary (who will be the Corporate Secretary, or his designee) will give notice and keep minutes of all Committee meetings.
8. The Committee will meet at least two times per year and at such other times as may be requested by its Chair.
9. The Committee Secretary and the management liaison will prepare a preliminary agenda. The Chair will make the final decision regarding the agenda.
10. The agenda and all materials to be reviewed at the meetings should be received by the Committee members as far in advance of the meeting day as practicable.
11. The Committee Secretary should coordinate all mailings to the Committee members, to the extent practicable.
12. The Committee may perform any other activities consistent with this Charter, the Corporation's Bylaws and governing law as the Board deems necessary or appropriate.
13. Any actions taken by the Committee during any period in which one or more members fail for any reason to meet the membership requirements set for the above shall be nonetheless duly authorized actions of the Committee for all corporate purposes.

ATTACHMENT "A"

1. Rule 16b-3 of the Exchange Act defines a "non-employee director" as a person who is not currently an officer or otherwise employed by the Corporation (or a parent or subsidiary of the Corporation); does not receive significant direct or indirect compensation from the Corporation for any services performed other than services as a director; and has no interest in any significant transactions or business relationships with the Corporation.
2. Section 162(m) of the Internal Revenue Code defines a director as an "outside director" if the director is not a current employee of the Corporation, has not been an officer of the Corporation, is not a former employee of the Corporation currently receiving compensation for prior services, and does not receive direct or indirect compensation in any capacity other than as director.
3. The New York Stock Exchange ("NYSE") defines a director as "independent" when the Board of Directors has affirmatively determined that the director has no material relationship with the Corporation (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation) after considering the NYSE's currently effective standards.

The standards specify that the following relationships preclude a finding of independence:

A. Director

Is a current partner or employee of the Corporation's auditing firm.

Within the last three years

- Has been an employee of the Corporation or its affiliate.
- Has received during any 12-month period, more than \$100,000 in direct compensation from the Corporation (other than fees related to service on the Board.) (Need not consider compensation for former service as interim Chairman, CEO or other executive officer.)
- Has been a partner of or employed by the Corporation's auditing firm and personally worked on the Corporation's audit.
- Has been employed at another company where any of the Corporation's present executive officers at the same time serve or served on that company's compensation committee.
- Is employed by a company that has made payments to or received payments from the Corporation for property or services in an amount which exceeded the greater of \$1million or 2% of such other company's consolidated gross revenues. (Applies to current employment only.)

B. Director's Immediate Family Members.

(A Director's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law and anyone who shares such Director's home are defined as "Immediate Family Members.")

Is a current partner of the Corporation's auditing firm.

Within the last three years

- Has been an executive officer of the Corporation.
- Has been an employee of the Corporation's auditing firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice.
- Has been a partner or employee of the Corporation's auditing firm and personally worked on the Corporation's audit.
- Has been employed at another company where any of the Corporation's present executive officers at the same time serve or served on that company's compensation committee.