

LEUCADIA NATIONAL CORPORATION
COMPENSATION COMMITTEE CHARTER

This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Leucadia National Corporation (the “Company”) on March 9, 2004, effective April 1, 2004.

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and By Laws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSE

The Compensation Committee (the “Committee”) shall (i) determine and approve the compensation level for the Company’s Chairman and President (the “Principal Executive Officers”); (ii) in consultation with the Principal Executive Officers, make recommendations to the Board with respect to (a) compensation for the Company’s other executive officers and (b) incentive compensation and equity-based plans; and (iii) produce an annual report on executive compensation for inclusion in the proxy statement.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, compensation consultants or other experts and will receive adequate funding from the Company to engage such advisors. The Committee shall have the authority to retain, compensate, terminate and oversee the executive compensation consultants.

II. COMMITTEE MEMBERSHIP

The Committee shall consist of two or more members of the Board, each of whom has been determined by the Board to be “independent” in accordance with applicable rules of the New York Stock Exchange. In addition, no director may serve unless he or she (i) is a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) satisfies the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

III. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least once per year, or more frequently as circumstances dictate.

IV. KEY RESPONSIBILITIES

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is

authorized to carry out these and such other responsibilities assigned by the Board from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

1. review and approve corporate goals and objectives relevant to the Principal Executive Officers' compensation consistent with the Company's compensation philosophy as established by the Board, including annual performance objectives;
2. evaluate the performance of the Principal Executive Officers against those corporate goals and objectives, and determine or act with independent directors as directed by the Board to determine and approve the compensation level for the Principal Executive Officers based on this evaluation;
3. review and make recommendations to the Board with respect to non-Principal Executive Officer compensation;
4. review and make recommendations to the Board for approval of any changes in incentive compensation plans and equity-based compensation plans;
5. administer and monitor compliance by executives with the rules and guidelines of the Company's equity based plans;
6. prepare a report to be included in the Company's annual proxy statement, in accordance with applicable rules and regulation of the NYSE, SEC and other applicable regulatory bodies;
7. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
8. review and reassess the adequacy of this Charter annually, and amend as the Committee deems appropriate; and
9. report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.