PARSONS CORPORATION

BOARD OF DIRECTORS

COMPENSATION COMMITTEE

CHARTER

I. RESPONSIBILITIES OF THE COMMITTEE

The Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Parsons Corporation (the "Corporation") shall have the following responsibilities:

1. Review the executive benefit, retirement and incentive plans of the Corporation and subsidiary companies, and, if changes in any of the plans are determined to be desirable or necessary, report any such findings together with appropriate recommendations to the Board.

2. Review and recommend to the Board at least annually the salary, bonus and other direct and indirect benefits for the Chief Executive Officer, Chief Financial Officer and each other officer of the Company that is designated by the Board of Directors, and establish and periodically review policies respecting executive prerequisites.

3. Review and approve annually the target budgets for incentive plans for the Corporation for the ensuing year.

4. Review and approve the amount of the incentive pools proposed for awards for each completed performance year or performance cycle.

5. Review and approve the management incentive awards for participants in the corporate level plan. Provide direction to the Parsons Corporate Salary Committee with regard to the funding and administration of incentive plans.

6. Review the compensation for Outside Directors and recommend changes to the Board as appropriate.

7. Conduct periodic reviews of the Committee's performance and periodically assess the adequacy of its charter, recommending changes to the Board as needed.

The Board shall at all times have the power to dissolve the Committee, or to amend, repeal, or limit the responsibilities of the Committee, as well as any act of the Committee, subject to the intervening rights of third parties.

II. COMMITTEE ORGANIZATION

1. Number of Members. The authorized number of members of the Committee (the "Members") shall be three (3) or more until changed by a resolution of the Board amending this Charter (the "Charter"). Each member shall be an independent non-management director of the Corporation.

2. Election and Term of Office. The Members shall be elected annually at each organizational meeting of the Board; but, if any such organizational meeting is not held or the Members are not elected thereat, the Members may be elected at any other meeting of the Board. All Members shall hold office until their respective successors are elected and the Board shall at all times have the power to remove any or all Members without prior notice and without cause.

3. Vacancies. Vacancies in the membership of the Committee shall only be filled by a resolution of the Board and each Member so elected shall hold office until his or her death, resignation or removal, or until his or her successor is elected at any meeting of the Board.

A vacancy or vacancies in the membership of the Committee shall be deemed to exist in case of the death, resignation or removal of any Member, or if the authorized number of Members be increased by the Board, or if the Board fails at any organizational or any other meeting at which Members are elected to elect the full authorized number of Members to be voted for at that meeting.

If the Board accepts the resignation of a Member tendered to take effect at a future time, the Board shall have the power to elect a successor to take office when the resignation is to become effective.

4. Chair of the Committee. The Chair of the Committee (the "Chair") shall be appointed by the Board and, if present, shall preside at all meetings of the Committee and shall exercise and perform such powers and duties as may from time to time be assigned to the Chair by this Charter.

III. MEETINGS OF THE COMMITTEE

1. Regular Meetings. Regular meetings of the Committee shall be held without call at such time as the Committee may from time to time designate; provided, however, that the Committee shall have at least two (2) regular meetings per year. Should any meeting fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is not a legal holiday. Notice of all such regular meetings of the Committee is hereby dispensed with.

2. Special Meetings. Special meetings of the Committee for any purpose or purposes within the powers of the Committee shall be called at any time by the Chair.

3. Place of Meetings. Regular meetings of the Committee shall be held at any place within or without the States of Delaware or California which has been designated from time to time by resolution of the Committee or by consent of all Members. In the absence of such designation, regular meetings shall be held at the executive offices of the Corporation in California. Special meetings of the Committee may be held either at any place so designated or at the executive offices of the Corporation in California, or they may be held through the medium of a scheduled conference call.

4. Quorum. A majority of Members shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by the Committee at a meeting duly held at which a quorum is present shall be regarded as the act of the Committee.

5. Action Without Meeting. Any action required or permitted to be taken by the Committee may be taken without a meeting, if all Members shall individually or collectively consent in writing to such action. Such written consent or consents may be signed in counterparts and shall be filed with the minutes of the proceedings of the Committee. Such action by written consent shall have the same force and effect as a unanimous vote of such Members.

6. Other Attendees. All outside Directors not members of the Committee shall be given notice and are privileged to attend regular and special meetings of the Committee.

7. No Outside Fees or Payments. No member of the Committee shall be paid or receive a fee from the Corporation, other than the Director and Board Committee fees approved by the Board and paid to a Director in connection with his or her service on the board and its committees.

IV. AMENDMENT OF THE CHARTER

Amendment of the Charter. The Charter may be amended or repealed only by action of the Board and not by action of the Committee.