

BERLINER COMMUNICATIONS, INC.

COMPENSATION COMMITTEE CHARTER

(As amended May 21, 2009)

PURPOSE

The primary functions of the Committee are to assist the board of directors in fulfilling its oversight responsibilities for:

- compensation of executive officers;
- compensation of any other employees that receive severance arrangements outside of the ordinary course of the Company's standard practices; and
- review and approval of the Company's executive compensation and equity incentive plans, profit sharing plans, and any other plans that require or provide for approval or administration by the Company's board of directors.

AUTHORITY

The Committee has authority to conduct or authorize investigations into any matters within its scope of responsibilities. It is also empowered to:

1. Engage, or authorize management to engage, such outside legal, accounting or other advisors and consultants to provide such advice and assistance as the Committee deems necessary to carry out its duties, with the Company to provide appropriate funding, as determined by management of the Company in consultation with the Committee.
2. Seek any information it requires from management of the Company or other parties.
3. Meet with the Company's officers, external auditors, general counsel and outside counsel, as necessary to fulfill its responsibilities.

COMPOSITION

The Committee shall consist of at least three (3) members of the board of directors elected by the board of directors. A Chair of the Committee shall be appointed by the board of directors.

MEETINGS

The Committee shall meet periodically as provided below, and more frequently as the Committee in its discretion deems desirable or advisable. All Committee members are expected to attend each meeting, in person or via teleconference or videoconference. The Committee may invite members of management and others to attend meetings and provide pertinent information,

as deemed necessary and appropriate. Meeting agendas will be prepared and provided in advance to Committee members, along with appropriate briefing materials. Minutes will be kept of each meeting of the Committee and will be provided to each member of the board of directors upon request.

1. Prior to the start of each fiscal year, the Committee shall meet with the Chief Executive Officer to discuss and approve the total incentive compensation program envisioned for such fiscal year.
2. Prior to the start of each fiscal year, the Committee shall:
 - review the performance of Company’s executive officers (as defined by the rules and regulations under the Exchange Act, the “Executive Officers”) during such fiscal year;
 - consider adjustments in and determine or recommend to the full board of directors for determination the overall compensation of the Chief Executive Officer (provided that the Chief Executive Officer shall not be present for any deliberations or voting with respect to such compensation)
 - consult with the Chief Executive Officer and determine or recommend to the full board of directors for determination the overall compensation of other Executive Officers; and
3. At least annually, the Committee shall review the overall performance of the Company’s executive compensation and equity plans.

RESPONSIBILITIES

Although the Committee may wish to consider other duties from time to time, the general recurring activities of the Committee in carrying out its oversight role are described below. The Committee shall:

1. Review and recommend action by the full board of directors on the following:
 - the institution of, revisions in, terminations of and actions under Company’s stock option plans that are required to be approved by the full board of directors;
 - the reservation of authorized and unissued Company common stock for issuance under the Plans, for use in payments of grants or awards under the Plans, or as contributions or sales to any trustee of Company employee benefit plans; and

- the purchase of Company common stock for transfer pursuant to awards under any Plan, for use in payments of awards under any Plan, and for transfer as contributions or sales to any trustee of any Plan.
2. Review and determine, or recommend to the board of directors for determination:
 - the non-equity compensation payable to (a) the Chief Executive Officer (provided that the Chief Executive Officer shall not be present for any deliberations or voting with respect to the determination of the Chief Executive Officer's compensation) and (b) the other Executive Officers (provided that the Committee may consider the recommendation of the Chief Executive Officer with respect to the non-equity compensation payable to such other Executive Officers), including the adjustment of base salary each year, the implementation and administration of cash incentive compensation programs for such individuals and the authorization of all awards to such individuals under these cash incentive programs; and
 - all perquisites or special cash payments made or paid to Executive Officers.
[NOTE: loans are not permitted under Sarbanes Oxley]
 3. Review with the Chief Executive Officer and may make recommendations to the full board of directors regarding the compensation paid to any employees with severance arrangements outside of the ordinary course of the Company's standard practices.
 4. Consult with the Chief Executive Officer regarding a succession plan for the Executive Officers, which shall be reviewed periodically by the Committee and subsequently by the full board of directors.
 5. Report to the full board of directors following meetings of the Committee, and as otherwise requested by the board of directors, regarding the Committee's actions and recommendations, if any.
 6. Prepare, as may be required by SEC rule, the report of the compensation committee and review and approve the Compensation Discussion and Analysis disclosure required by the proxy rules of the SEC, to be included in the Company's annual proxy statement, or, if the Company does not file such a proxy statement, in the Company's annual report filed on Form 10-K with the SEC.
 7. Review any other reports the Company issues related to Committee responsibilities.
 8. Review and assess the adequacy of this Committee charter annually, request full board of director approval for proposed changes, and ensure appropriate disclosure as may be required by applicable law or regulation.
 9. Confirm annually that all responsibilities outlined in this charter have been carried out.

10. Perform any other activities consistent with this charter, the Company's bylaws and governing law as the Committee or the board of directors deems necessary or appropriate.
11. The Committee shall have no authority to grant stock options or equity compensation, with such authority expressly reserved by the Board of Directors. The Committee may recommend awards to the Board of Directors for consideration as part of executive or other employee compensation programs.