

POINT BLANK SOLUTIONS, INC.

COMPENSATION COMMITTEE CHARTER

I. Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Point Blank Solutions, Inc. (the "Company"). The Committee has overall responsibility for determining the compensation of the Company's **directors** and executive officers, and for approving and evaluating the director and officer compensation plans, policies and programs of the Company.

The Committee shall review, comment and approve the compensation discussion and analysis prepared by management to be included in the Company's proxy statement and shall generate the compensation committee report required under the proxy rules.

II. Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall at all times meet the independence requirements of any securities exchange or trading system on which the Company's stock may be listed and shall qualify as (1) a "non-employee director" within the meaning of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended, and (2) an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code.

The members of the Committee shall be appointed by the Board. Committee members may be replaced by the Board, as the Board shall determine from time to time. There shall be a Chairman of the Committee, who shall be appointed by the Board.

III. Committee Duties and Responsibilities

- 1. Compensation Determinations.** The Committee shall annually review compensation for the Chief Executive Officer and other senior executive officers. Subject to the terms of any employment agreement with the Chief Executive Officer, the Committee may establish performance goals and objectives relevant to Chief Executive Officer's compensation and evaluate the Chief Executive Officer's performance in light of those established goals and objectives. In determining the annual compensation, bonuses and long-term incentive component, if any, of the Chief Executive Officer's compensation, the Committee may consider the Company's performance and relative stockholder return, benchmarking information relative to executives in similar positions at comparable companies and the awards given to the Chief Executive Officer in past years, as well as such other factors as the Committee determines to be appropriate. The Compensation Committee shall additionally review and approve compensation for all other senior executive officers, including annual salary, bonus and long-term incentive compensation, if any, subject to any applicable employment agreements and consistent with the Committee's compensation philosophy. The Committee, .

2. **Retention of Consultants and Advisors.** The Committee shall have the authority to retain and terminate from time to time compensation consultants to be used to assist in the evaluation of CEO or other executive compensation and shall have authority to approve consultant's fees and other retention terms for any such consultants. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The fees and expenses of all of the foregoing consultants and advisors, if any, shall be paid by the Company.
3. **Annual Review of Compensation Policies and Programs.** In consultation with the Board and management, the Committee shall develop and articulate an overall compensation philosophy of the Company with respect to executive officers and directors. On at least an annual basis, the Committee will review, approve and make recommendations to the Board with respect to the compensation programs and policies applicable to all officers and other key executives, including incentive-compensation plans and equity-based plans, to ensure consistency with the compensation philosophy of the Company. The Committee shall have responsibility for periodic review of compensation payable or awarded to outside directors and shall make recommendations to the Board from time to time. The Committee may base such recommendations on benchmarking information relative to directors at comparable companies and such other factors as the Committee determines to be appropriate.
4. **Stock Option Committee Function.** The Committee shall administer and exercise all authority granted to the administering committee under the Company's 2005 Omnibus Equity Incentive Plan, and shall be granted similar authority under any additional stock option, stock purchase or similar incentive plans that may be established and approved by the Board.
5. **Delegation and Referral.** The Committee may form and delegate authority to subcommittees when appropriate and also may refer any matter to the Board for consideration.
6. **Regular Reporting.** The Committee shall make regular reports to the Board and provide to the Board minutes of its meetings, as appropriate.
7. **Periodic Evaluation.** The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.