

**ATS CORPORATION  
COMPENSATION COMMITTEE CHARTER**

**Adopted February 23, 2007**

**Amended April 30, 2007**

**A. STATEMENT OF POLICY**

The Compensation Committee shall provide assistance to the Board of Directors of ATS Corporation (the "Company") in fulfilling the Board's responsibilities relating to management organization, performance, compensation and succession.

**B. ORGANIZATION**

The members of the Committee shall be appointed by the Board and may be removed only by the Board. The Committee shall meet on the call of its chairman, but no less often than annually. The Committee shall have the resources necessary to conduct its duties and the authority to retain and terminate advisors to assist in discharging its duties, including the authority to approve such advisors' fees and retention terms. The Committee shall have the sole authority to retain, terminate and approve fees of a compensation consultant. The Committee shall maintain minutes of each meeting and shall report on matters considered at Committee meetings to the Board at the next regularly scheduled Board meeting.

**C. QUALIFICATIONS**

Except as otherwise permitted on a transition basis under Nasdaq rules, the Committee shall be composed entirely of independent directors determined in accordance with applicable Nasdaq criteria.

**D. POWERS, DUTIES AND RESPONSIBILITIES**

In discharging its responsibilities, the Committee shall:

- consider and authorize the compensation philosophy for the Company's personnel;
- review and evaluate the chief executive officer's performance in light of corporate goals and objectives, or other subjective or objective criteria as determined by the Committee;
- review and evaluate the performance of senior management other than the chief executive officer in light of corporate goals and objectives, or other subjective and objective criteria as determined by the Committee. The Committee may consult with the chairman and chief executive officer with respect to the compensation of other executive officers;
- annually review and approve perquisites for the Company's executive officers;

- approve all material elements of the compensation of the Company’s executive officers (as defined in applicable rules of the Securities and Exchange Commission (“SEC”))
- consider and make recommendations to the Board on matters relating to organization and succession of the chief executive officer and other senior management;
- review and discuss with management the Compensation Discussion and Analysis required by applicable SEC rules to be included in the Company’s Annual Report on Form 10-K or proxy statement and, based on this review and discussion, determine whether to recommend to the Company’s Board of Directors that the Compensation Discussion and Analysis be included in the Form 10-K or proxy statement;
- annually review and participate in the development of the report of the Committee required to be included in the Company’s SEC filings;
- make recommendations to the Board with respect to incentive compensation plans, deferred compensation plans, executive retirement plans, and equity-based plans;
- review the administration of incentive, deferred compensation, and equity-based plans;
- research, evaluate and establish director compensation;
- annually review and update this Charter for consideration by the Board;
- annually evaluate the performance and function of the Committee and report to the Board the results of such evaluation (such report may be written or oral);
- inquire of senior management of known or potential instances of non-compliance with applicable laws, regulatory policies (including SEC reporting requirements), and the Company’s Code of Ethics as they relate to the functions and responsibilities of the Committee;
- review and approve all transactions with a value of more than \$10,000 (or more than \$25,000 in the aggregate during any calendar year) between the Company and Related Persons (as defined in applicable SEC rules); and
- such additional duties or responsibilities as the Board may determine from time to time.

In determining the long-term incentive component of the chief executive officer’s compensation, the Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the chief executive officer in past years.