

C.H. ROBINSON WORLDWIDE, INC.
BOARD OF DIRECTORS
COMPENSATION COMMITTEE CHARTER
(revised May 2007)

Organization

There shall be a committee of the Board of Directors to be known as the Compensation Committee (the "Committee"). The Committee shall consist of at least three members as determined by the Board, each of whom shall meet the independence requirements of the Securities Exchange Commission, The Nasdaq Stock Market, Inc. ("Nasdaq"), and the Internal Revenue Code (as such requirements may be modified or supplemented from time to time). The members of the Committee shall be appointed and replaced by the Board, upon recommendation of the Governance Committee.

The Committee shall meet at least two times annually, or more frequently as circumstances dictate, and report to the Board and propose any necessary action to the Board following each Committee meeting. The Vice President Human Resources will be the management liaison to the Committee. The Committee Secretary will keep minutes of all Committee meetings.

Statement of Policy

The Committee is appointed by the Board to carry out the Board's responsibilities relating to executive compensation, succession planning and evaluation of the Chief Executive Officer (CEO). The Committee is also appointed to oversee the development and evaluation of, and to approve, incentive compensation, equity-based and other employee benefit plans, and to oversee the Company's human capital policies and programs.

RESPONSIBILITIES

The Compensation Committee is responsible for review and approval of the company's compensation philosophy and ensuring that the following plans represent the company's human capital philosophy and are appropriately designed and administered:

- Long term incentives, stock option and restricted stock plans (including equity grant recommendations to the Board)
- The Employee Stock Purchase Plan
- Profit Sharing Plan/401(k) (including contributions or match)
- Non-qualified Deferred Compensation Plan
- Employee benefit plans

The Committee will review and approve executive compensation philosophy and determine Chief Executive Officer compensation, and other executive officer compensation, including:

- Review the relationship between executive officer compensation and corporate performance and returns to shareholders.
- Review and approve the qualitative and quantitative measures of corporate performance to be used in the determination of executive compensation.
- Review market data of appropriate peer group companies to assess the Company's competitive position for three principal components of executive compensation – base salary, annual incentives and long-term incentives.
- Determine Chief Executive Officer employment arrangements, annual performance and compensation review and approval.
- Regularly review succession planning with the Chief Executive Officer.
- Employment arrangements, severance arrangements, change in control agreements and other similar arrangements for the Company's Section 16 officers, and other appointed executive officers.
- Review and approve stock ownership guidelines for the Company's Section 16 officers, and other appointed executive officers.
- Review and recommend perquisites and supplemental benefits granted to the Company's Section 16 officers, and other appointed executive officers.
- Review and approve the Committee's annual report, compensation discussion and analysis and related disclosures in accordance with SEC regulations for inclusion in the Company's proxy statement.

The Committee will make recommendations to the Board regarding the adoption, amendment or termination of the Company's incentive compensation plans and stock-related plans (including specific provisions) in which the Chief Executive Officer and the Company's other executive officers may participate.

The Committee oversees human capital, specifically policies and practices related to total compensation for employees including base pay, incentive and bonus pay and benefits.