

INTERNET BRANDS, INC.
AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER
(as of May 6, 2008)

Purpose

The Compensation Committee (the “Committee”) of Internet Brands, Inc. (the “Company”) discharges the responsibilities of the Board of Directors (the “Board”) relating to the compensation of the Company’s directors, executives and employees, oversees the Company’s overall compensation programs, reviews and discusses with management the Company’s executive compensation disclosure (including the Company’s disclosure under “Compensation Discussion and Analysis”) included in reports and registration statements filed with the Securities and Exchange Commission, and produces an annual report on executive compensation for inclusion in the Company’s proxy statement relating to its annual meeting of stockholders or annual report on Form 10-K, in accordance with applicable rules and regulations.

Organization

The members of the Committee shall be appointed annually by the Board and each shall be:

- independent as determined by the Board within the meaning of the listing standards of the NASDAQ Global Market and any independence standards adopted by the Board;
- a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended; and
- an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The Committee shall be comprised of at least three members. Committee members may be removed by the Board at any time with or without cause.

The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate the Committee’s own performance. The Committee shall conduct such evaluations and reviews in the manner it deems appropriate. The Committee shall make regular reports to the Board.

The Committee has the power to determine the level and cost of ordinary administrative expenses necessary or appropriate in carrying out its duties, with such costs are to be borne by the Company.

Meetings

The Committee shall meet at least quarterly and shall meet periodically in separate executive sessions. The Committee may request any Company officer or employee or outside

counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee will maintain written minutes of its meetings.

Advisors

In discharging its duties and responsibilities, the Committee shall have the resources and sole authority to engage or terminate any outside consultant to be used to assist in the evaluation of director or senior executive compensation and to approve the terms and fees of any such engagement. In addition, the Committee has the power, in its sole discretion, to obtain advice and assistance from, and to retain at the Company's expense, or terminate the engagement of, such independent or outside legal counsel, accounting or other advisors and experts as it determines necessary or appropriate to carry out its duties, and in connection therewith to receive appropriate funding, determined by it, from the Company. The Committee may seek the assistance of the Company's Human Resources Department.

Delegation

The Committee may delegate any of its responsibilities that do not, under applicable law, rules, regulations or stock exchange listing standards, require approval of the Committee as a whole, to a subcommittee comprised of one or more members of the Committee or to one or more members of management.

Duties and Responsibilities

The Committee, to the extent it deems necessary or appropriate, shall perform the duties and responsibilities set forth below. The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

1. *Compensation Structure.* The Committee shall oversee and evaluate the Company's overall compensation structure, policies and programs, and assess whether these establish appropriate incentives for management and other employees.
2. *Chief Executive Officer and Other Executive Officer Compensation.* The Committee shall review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer ("CEO") and its other executive officers who are required to file reports under Section 16 of the Securities Exchange Act of 1934 (collectively, the "executive officers") in accordance with its compensation philosophy (the "Philosophy"), evaluate the performance of the CEO and other executive officers in light of those goals, objectives and Philosophy, and have the sole authority to determine and approve the compensation of the CEO and the other executive officers, including salaries, bonuses, stock options, other stock incentive awards and long-term cash incentive awards based on this evaluation.

In determining long-term incentive compensation of the CEO and executive officers, the Committee shall consider, among other factors, the Company's performance, the individual's performance, relative stockholder return, the value of similar incentive awards to individuals at these positions at comparable companies and the awards

- given to the CEO and executive officers in past years. The CEO may not be present during voting or deliberation concerning his or her compensation.
3. *Succession Planning.* The Committee shall annually review and recommend to the Board executive succession plans.
 4. *Employment Agreements & Supplemental Compensation.* The Committee shall review and approve the terms and conditions of any employment agreement, change-in-control agreement, indemnification agreement, severance arrangement or any other material agreement between the Company and any executive officer of the Company, including any amendments to said agreements or arrangements, and any special supplemental benefits.
 5. *Equity Plans.* The Committee shall oversee the administration of the Company's stock equity plans including, but not limited to, recommending grants of stock options and restricted stock to non-employee directors, officers and employees of the Company and its subsidiaries for approval by the full Board of Directors. The Committee shall also review and recommend that the Board approve any such plans, including any amendments to those plans, which are subject to required stockholder approval.
 6. *Non-Equity Based Benefit Plans.* The Committee shall oversee the Company's non-equity based benefit plan offerings, in particular benefit plans and perquisites made available to executives.
 7. *Administrative/Investment Decisions.* The Committee shall appoint or remove individuals authorized to make administrative and investment decisions on behalf of the Company with respect to employee benefit plans, including, but not limited to, the Company's 401(k) and pension plans and monitor their performance.
 8. *Director Compensation.* The Committee shall review the compensation of directors for service on the Company's Board and its various committees and recommend to the Board the (i) annual retainer and Chair fees and (ii) board and committee meeting fees.
 9. *Investigations.* The Committee has the power to investigate any matter brought to its attention, with full access to all Company books, records, facilities and employees. The Committee also has the power to retain independent counsel or other experts and advisors, and the Committee will have funding sufficient for this purpose and the power to use such funding to compensate its counsel, experts and advisors.