

**The Hillshire Brands Company
Compensation & Employee Benefits Committee Charter**

Committee Structure and Operations

The Hillshire Brands Company Compensation & Employee Benefits Committee (the “Committee”) shall consist solely of three or more Directors, each of whom shall satisfy the independence requirements of the Sarbanes-Oxley Act of 2002 and the rules of the New York Stock Exchange, Inc. The Committee’s decisions regarding performance goals and objectives and the compensation of the CEO are reviewed and ratified by the Corporation’s Board of Directors (the “Board”). Except as otherwise required by applicable laws, regulations or listing standards, all significant decisions are considered by the full Board rather than the Committee.

The Committee may use the services of an outside executive compensation consultant and shall have the sole authority to retain and terminate such consultant and to approve such consultant’s fees and other retention terms. The Committee also has the authority, as necessary and appropriate, to consult with other outside advisors to assist in its duties to the Company.

The Committee may delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees of the Committee. The Chairman of the Committee will report regularly to the Board on the Committee’s activities, findings and recommendations.

Responsibility and Authority of the Committee

The Committee’s authority and responsibility include oversight of all aspects of executive compensation, including special benefits and perquisites and the production of an annual report on executive compensation for inclusion in the Corporation’s proxy statement.

In accomplishing these objectives, the Committee will:

- a) review and approve the total compensation philosophy covering corporate officers at or above the level of a Board-appointed Corporate Vice President (“Corporate Officers”) and other key executives in salary grades 38 and above (collectively with Corporate Officers, “Designated Key Executives”);
- b) review and approve the peer group of companies against which to benchmark the Corporation’s total compensation practices for Designated Key Executives, and periodically review an analysis of the competitiveness of the Corporation’s total compensation practices in relation to such peer group;
- c) consider the relationship between the Corporation’s financial and market performance and the Corporation’s pay levels to ensure an appropriate pay-for-performance linkage;

- d) periodically review the Corporation's compensation policies and practices applicable to employees generally to assess whether any risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Corporation;
- e) review and approve the salary ranges and the salary increase program for the Designated Key Executives pursuant to the Corporation's executive salary administration program;
- f) review and approve the annual base salaries (as recommended by the Chief Executive Officer) of all Designated Key Executives, excluding the CEO;
- g) review, approve and, when appropriate, recommend for approval by the Board, the terms and conditions of proposed incentive compensation plans applicable to Designated Key Executives;
- h) review and approve the standards of performance, including financial and other goals, to be used in the incentive compensation plans, or delegate the authority to specify such standards, applicable to Designated Key Executives;
- i) review and approve proposed stock incentive plans, other long-term incentive plans and stock purchase plans, and all proposed substantive changes thereto and, where appropriate, recommend their approval by the Board and, when deemed appropriate or required by law, approval by the stockholders of the Corporation;
- j) administer the stock incentive and stock purchase plans of the Corporation and designate from time to time the employees of the Corporation and its subsidiaries to whom the stock incentives are to be granted, the number of shares to be granted and the terms and conditions applicable to each grant, or identify the executive to whom such duties may be delegated;
- k) review and approve proposed severance plans, including any plan that provides severance benefits in connection with a change in control of the Corporation, applicable to Designated Key Executives, and all proposed substantive changes to such plans and, where appropriate, recommend their approval by the Board and, when deemed appropriate or required by law, approval by the stockholders of the Corporation;
- l) establish stock ownership guidelines applicable to Corporate Officers and, in the Committee's discretion, other Designated Key Executives and monitor compliance with such guidelines;
- m) with respect to the Chief Executive Officer, after discussion with the other independent directors in executive session:
 - review and approve corporate goals and objectives relevant to compensation
 - evaluate performance results in light of the goals and objectives
 - evaluate competitiveness of the total compensation package

- together with the other independent directors, determine and approve any changes to the total compensation package (including, but not limited to, salary, annual and long-term incentive awards, and retention programs);
- n) the Committee Chair will be responsible for the review and approval of any Designated Key Executive's compensation package (including "sign on" payments in excess of 75% of the individual's annual salary), retention agreement or severance, expatriate or relocation arrangement that deviates materially from the company's standard policies, procedures and programs and apprising the Committee of any such actions at its next meeting;
- o) review and approve proposed employee benefit plans of the Corporation and any significant changes thereto (including but not limited to pension plans, defined contribution retirement plans, group medical plans and insurance programs) and recommend their definitive approval by the Board when such approval shall be deemed appropriate by the Committee or required by law;
- p) review and approve disclosures to be made in the name of the Committee concerning the executive compensation programs of the Corporation, and review other information concerning these programs that complies with the rules and regulations of the Securities and Exchange Commission to be disclosed in the Corporation's annual proxy statement;
- q) annually review and approve scope of work performed by, and total fees paid to, the Committee's outside executive compensation consultant; and
- r) evaluate the performance of the Committee and the adequacy of the Committee's Charter on an annual basis.

Dated January 30, 2003; last amended on April 28, 2010