

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
OVERHILL FARMS, INC.**

Purpose

The purpose of the Compensation Committee of Overhill Farms, Inc. (the “Company”) established pursuant to this charter is to (i) act as administrator of the Company’s various stock option plans and stock plans (collectively, the “Plans”) as described in each of the Plans, (ii) review forms of compensation to be provided to the officers and employees of the Company, including stock compensation, (iii) grant options to purchase common stock of the Company to employees and executive officers of the Company and (iv) review and make recommendations to the Board of Directors regarding all forms of compensation to be provided to the directors of the Company, including stock compensation. The Compensation Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board of Directors from time to time prescribes.

Membership

The Compensation Committee shall consist of a minimum of two (2) “non-employee directors” of the Company as such term is defined in Rule 16b-3(b)(3)(i) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The members of the Compensation Committee will be outside directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and will meet the independence requirements of the American Stock Exchange or such other principal exchange or system on which the Company’s common stock then trades. The members of the Compensation Committee are appointed by and serve at the discretion of the Board of Directors.

Responsibilities

The responsibilities of the Compensation Committee are set forth below:

- The Compensation Committee shall review and make recommendations to the Board of Directors regarding the compensation policy for executive officers and directors of the Company, and such other officers of the Company as directed by the Board of Directors.
- The Compensation Committee shall review and approve the Company’s compensation policy regarding all forms of compensation (including, to the extent relevant, all “plan” compensation, as such term is defined in Item 402(a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission, and all non-plan compensation) to be provided to the officers and employees of the Company.
- The Compensation Committee shall review recommendations from the Chief Executive Officer of the Company regarding all forms of compensation (including, to

the extent relevant, all “plan” compensation, as such term is defined in Item 402(a)(7) of Regulation S-K promulgated by the Securities and Exchange Commission, and all non-plan compensation) to be provided to the non-employee directors of the Company.

- The Compensation Committee shall review and make recommendations to the Board of Directors regarding general compensation goals and guidelines for the Company’s employees and officers and the criteria by which bonuses to the Company’s employees and officers are determined.
- The Compensation Committee shall review recommendations from the Chief Executive Officer of the Company regarding all bonus and stock compensation to all employees of the Company.
- The Compensation Committee shall act as administrator (as described in each of the Plans) of the Plans within the authority delegated by the Board of Directors. In its administration of the Plans, the Compensation Committee may, (i) grant stock options or stock purchase rights to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) in compliance with Rule 16b-3 thereunder) and (ii) amend such stock options or stock purchase rights in accordance with the terms of the Plans.
- The Compensation Committee shall review and make recommendations to the Board of Directors with respect to amendments to the Plans and changes in the number of shares reserved for issuance thereunder.
- The Compensation Committee shall review and make recommendations to the Board of Directors regarding other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company.
- The Compensation Committee shall prepare a report (to be included in the Company’s proxy statement) that describes: (a) the criteria on which compensation paid to the Chief Executive Officer for the last completed fiscal year is based; (b) the relationship of such compensation to the Company’s performance; and (c) the Compensation Committee’s executive compensation policies applicable to executive officers.
- The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.

Meetings

It is anticipated that the Compensation Committee will meet at least twice each year. However, the Compensation Committee may establish its own schedule, which it will provide to the Board of Directors in advance. At a minimum of one of such meetings annually, the

Compensation Committee will consider stock plans, performance goals and incentive awards, and the overall coverage and composition of the compensation package.

Minutes

The Compensation Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

Reports

The Compensation Committee will provide written reports to the Board of Directors of the Company regarding recommendations of the Compensation Committee submitted to the Board of Directors for action, and copies of the written minutes of its meetings.