

**BRIGHT HORIZONS FAMILY SOLUTIONS, INC.
COMPENSATION COMMITTEE CHARTER - AMENDED**

Purpose

The Board of Directors (the "Board") of Bright Horizons Family Solutions, Inc. (the "Company") delegates to the Compensation Committee (the "Committee") strategic and administrative responsibility on a broad range of issues. The Committee's basic responsibilities are (1) to attract and retain high quality leadership; (2) to assure that the Chief Executive Officer ("CEO"), other officers, and key management of the Company are compensated effectively in a manner consistent with the stated compensation strategy of the Company, internal equity considerations, competitive practice, the requirements of the appropriate regulatory bodies and to generally support organizational and stockholder interests; and (3) ensuring that the overall personnel needs of the Company are being met.

Committee Membership

The Committee shall consist of not less than three outside members of the Board, each of whom shall be a "non-employee director" for purpose of Section 16 of the Securities Exchange Act of 1934, an "outside director" for purpose of Section 162(m) of the Internal Revenue Code of 1986, as amended, and "independent" within the meaning of the listing standards set forth by the Nasdaq Stock Market and any other applicable laws, rules or regulations. The Committee and its chairperson shall be elected annually by the Board.

Committee Authority and Responsibilities

The powers and duties of the Committee are as follows:

1. Review annually and approve the Company's stated compensation strategy to ensure that management is rewarded appropriately for its contribution to Company growth and profitability and that the executive compensation strategy supports organization objectives and stockholder interests.
2. The Committee shall have the sole authority to retain and terminate a compensation consultant and other outside advisors to be used to assist in the evaluation of director, CEO, other officer and key executives' compensation and shall have sole authority to approve the consultant's and advisor's fees and other retention terms, all at the Company's expense.
3. Review and approve annually the corporate goals and objectives relevant to the CEO of the Company, evaluate the CEO's performance in light of these goals and objectives, and set the CEO's compensation based on this evaluation and communicate in its annual Compensation Committee Report

to stockholders the factors and criteria on which the CEO's compensation for the last year was based, including the relationship of the Company's performance to the CEO's compensation.

4. Review and approve salaries, bonuses and other compensation and benefits for the executive officers and key management other than the CEO and communicate in the annual Compensation Committee Report to stockholders the specific relationship of corporate performance to executive compensation. Typically, this will be accomplished based upon the recommendations of the CEO after review of comparative compensation and performance data.
5. Approve revisions to the Company's salary range structure, salary increase guidelines, and increases associated with executive promotions.
6. Assure that the annual incentive compensation plan is administered in a manner consistent with the Company's compensation strategy and the terms of the plan as to the following:
 - Participation,
 - Target annual incentive awards,
 - Basis for funding and specific performance levels related thereto,
 - Actual awards paid to senior management, and
 - Total funds reserved for payment under the plan.
7. Administer the Company's long-term incentive plans in a manner consistent with the terms of the plans as to the following:
 - Participation,
 - Grant values and awards to recipients,
 - Vesting requirements,
 - Total shares reserved for awards, and
 - Specific funding criteria and performance levels.
8. Review periodically the management succession plan of the Company and recommend formally to the Board a successor to the chief executive officer when a vacancy occurs.
9. Approve, subject, where appropriate, to submission to stockholders, all new equity-related incentive plans for executive officers.
10. Determine the need for and approve any employment contracts and/or change of control agreements.
11. Issue a report on executive compensation in accordance with applicable rules and regulations of the Securities and Exchange Commission for inclusion in the Company's annual proxy statement.

12. Review the Company's employee benefit programs and approve changes subject to legal compliance, and where appropriate, stockholder or Board of Director approval.
13. Recommend to the full Board the remuneration of outside directors including payments for: (a) special projects, (b) attendance at Board meetings, and (c) participation on board committees, as well as (d) the issuance of awards of stock and stock options in accordance with the rules in effect under Section 16 of the Securities Exchange Act of 1934.
14. Such other duties and responsibilities as may be assigned to the Committee, from time to time as documented in written minutes of the Board, by the Board of the Company and/or the Chairman of the Board, or as designated in plan documents.

Meetings and Reports

The Committee shall meet at least annually and more frequently as necessary or appropriate as determined by the Committee Chairman. The Committee Chairman, in consultation with management, will set meeting times and develop the Committee agenda. Only Committee members and invited advisors shall be present at any meeting at which the Committee determines the compensation of the CEO of the Company or other executive officers of the Company; provided that the CEO may be present during the Committee's deliberation with respect to all other executive officers, but may not vote. Special meetings of the Committee may be called on one-day notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. Attendance by the Chairman of the Board and by other members of management will be at the invitation of the Committee Chair. Any director may attend and participate in discussions of the Committee, but formal action will only be through the vote of the Committee members. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

Committee Resources

In carrying out its responsibilities, the Committee shall have access to all the Company's books, records, directors, officers, employees and accountants. The Committee shall have the authority to consult with the Company's counsel. It shall also have the authority to employ any legal counsel or other advisor, including any compensation consultant, investment banker or other independent consultant, of its selection, at the Company's expense, should the Committee deem it appropriate or desirable to do so.