

Comdisco Holding Company, Inc

Disclosure Controls Committee Charter

June 30, 2011

Whereas the Board of Directors (the “Board”) of Comdisco Holding Company, Inc. and subsidiaries (collectively “Comdisco”), the Audit Committee of the Board of Directors (the “Audit Committee”) and, the Chairman, President, and Chief Executive Officer (the “CEO”), of Comdisco each have some level of responsibility for the accuracy, completeness, and review of Comdisco’s financial statements and other documents filed with the United States Securities and Exchange Commission (the “SEC”);

Whereas the Sarbanes-Oxley Act of 2002 requires the certification of various items included in periodic and other filings with the SEC by the CEO and the Principal Accounting Officer, of Comdisco (the “certifying officers”);

Whereas the Board, Audit Committee and the certifying officers have determined that it is in the best interest of Comdisco to reaffirm the establishment of the Disclosure Controls Committee (the “Committee”); and

Whereas the certifying officers have delegated the position of Secretary of the Committee to the Authorized Representative with responsibility for the financial department.

Therefore, be it resolved that this Charter reaffirms and establishes the composition, responsibilities, authority, and rules of operation of that Committee.

**Composition of the Committee**

The Committee shall consist of the following members selected from Comdisco’s management team:

1. President, Chief Executive Officer, Principal Accounting Officer
2. Authorized Representatives

**Rules of the Committee**

The CEO will serve as Chairman of the Committee. The Chairman and majority of the Committee Members may change the members of the Committee at any time. Temporary Committee Members may be appointed from time to time with the agreement of the Chairman and a majority of the Committee Members.

All actions taken by the Committee shall be determined by a majority of Committee Members, present at the meeting.

**Committee Responsibility and Authority**

The Committee responsibilities are as follows:

- The Committee as a whole shall:
  - On an annual basis the Committee will review this Charter and recommend changes as appropriate to the Board of Directors.
  - Review and approve all Committee reports and meeting Minutes.
  - Document Comdisco's existing disclosure controls, evaluate their adequacy and recommend improvements in a report to the CEO. The review and report shall be completed not less than semi-annually and cover all required reporting to the SEC, including all Forms 10-Q and 10-K.
  - Evaluate Comdisco's internal controls relating to Forms 10-Q and 10-K and report on their adequacy to Comdisco's CEO. Such reviews shall be completed at least semi-annually.
  - Review periodic filings with the SEC (Forms 10-Q and 10-K) to ensure the adequacy of disclosures, and summarize such review in the Minutes of the Committee.
  - Perform other activities related to this Charter as requested by the Board, the Audit Committee or the CEO.
  - Confirm annually to the Audit Committee that all duties related to this Charter have been carried out.
  
- The Chairman of the Committee shall:
  - Establish initial Committee membership and approve all changes to Committee membership.
  - Schedule regular meetings of the Committee, as required, to complete Committee responsibilities.
  - Meet quarterly with the CEO and Audit Committee to present Committee reports and review periodic filings with the SEC on Forms 10-Q and 10-K.
  - Meet periodically with the CEO, and Audit Committee, as required by business needs, and to discuss changes to statutory requirements regarding Comdisco's filings with the SEC, and other matters which may require such a meeting.
  - Establish processes to ensure the timely completion of Committee responsibilities.
  - Establish processes to ensure appropriate documentation of all activities completed by the Committee.
  - Act as the Chairman at each meeting of the Committee.
  
- The Secretary of the Committee shall:
  - Produce and distribute Minutes of each Committee meeting.

**Confidentiality of proceedings**

From time to time, Committee Members will be made aware of confidential matters in order to perform their duties. Such matters might include (but are not limited to):

- Pending acquisition or divestiture transactions
- Pending sales agreements with customers of Comdisco
- Legal matters
- Tax matters
- Confidential Employee information
- Other confidential information regarding Comdisco, its associates, suppliers or customers

In order to ensure that Committee Members are able to maintain unrestricted access to such information, Committee Members will hold such information in the strictest confidence. This

restriction prohibits the sharing of all confidential information outside the Committee except that Committee Members may share confidential information with:

- The CEO
- The Audit Committee
- The Board of Directors
- Comdisco's outside auditors
- Comdisco's legal and financial advisers
- Any governmental agency with authority to request such information, provided any required notices are given timely of such disclosure and in response to any lawful subpoena or discovery request.

In addition, each Committee Member may have unrestricted access to any executive officer of Comdisco and any member, or committee, of the Board to

- Advise the executive officer, Board member, or Board committee of any matter that the Committee Member is of the opinion requires disclosure and which the Committee Member is of the opinion will not be properly and timely disclosed in the ordinary course of Committee business.
- Consult with the executive officer, Board Member, or Board committee regarding any matter that the Committee Member needs such consultation.