

**AUDIT COMMITTEE CHARTER
FOR
INTERSECTIONS INC.**

Purpose of Committee

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Intersections Inc. (the "Company") is to oversee the accounting and financial reporting processes and audits of the financial statements of the Company, by reviewing (i) the Company's compliance with legal and regulatory requirements, (ii) the Company's independent auditor's qualifications and independence, (iii) the performance of the Company's internal control and audit functions and independent auditors, (iv) the Company's accounting and financial reporting processes and (v) the quality and integrity of the financial statements and the effectiveness of the internal control over financial reporting of the Company. The Committee shall also prepare the report that the Securities and Exchange Commission (the "SEC") rules require be included in the Company's annual proxy statement.

The function of the Committee is oversight. It is not the Committee's responsibility to certify the Company's financial statements or to guarantee the report of the independent auditor. The Company's management is responsible for the (i) preparation, presentation and integrity of the Company's financial statements, (ii) maintenance of appropriate accounting and financial reporting principles and policies, and (iii) maintenance of internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditor is responsible for planning and carrying out a proper audit and reviews. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company. As such, it is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures, except to the extent described below. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information and (ii) the accuracy of the financial and other information provided to the Committee by such persons and organizations absent actual knowledge to the contrary (which shall be promptly reported to the Company's Board). In addition, the evaluation of the Company's financial statements by the Committee is not of the same scope as, and does not involve the extent of detail as, audits performed by the independent auditor, nor does the Committee's evaluation substitute for the responsibilities of the Company's management for preparing, or the independent auditor for auditing, the financial statements.

Committee Duties and Responsibilities

The duties and responsibilities of the Committee are to:

Independent Auditors

1. Have sole power and direct responsibility to appoint (subject, if applicable, to stockholder ratification), retain, fix the compensation of, evaluate and oversee the work of and terminate, if necessary, the independent registered public accounting firm (including resolution of disagreements between management and such firm regarding financial reporting), for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditor shall report directly to the Committee.
2. The Committee shall have the sole authority to approve and/or pre-approve all audit, audit-related and permissible non-audit services to be provided by the independent registered public accounting firm or other firm, subject to the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934 (the "Exchange Act") that are approved by the Committee prior to the completion of the audit. The Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Committee may delegate its authority to pre-approve services to one or more Committee members, provided that such designees present any such approvals to the full Committee at the next regularly scheduled Committee meeting.
3. At least annually, evaluate the independent auditors' qualifications, performance (including that of the lead audit partner) and independence. As part of such evaluation, the Committee shall (a) obtain and review a report from the independent auditor describing: (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by (A) the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board inspection of the independent auditor, or (B) any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor; (iii) any steps taken to deal with any such issues; and (iv) all relationships between the independent auditors and the Company consistent with applicable requirements of the Public Company Accounting Oversight Board; (b) actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors; and (c) present its conclusions with respect to the independent auditor to the full Board.
4. Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as

required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditor on a regular basis.

Internal Auditors

5. At least annually, review the performance, responsibilities, budget and staffing of the Company's internal audit function, the internal audit plan and results of internal audit activities.

Financial Statements; Internal Control over Financial Reporting; Disclosure and Other Compliance Matters

6. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
7. Review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of using alternative methods under generally accepted accounting principles ("GAAP") on the financial statements.
8. Review with management, the internal auditors and the independent auditors: (a) the annual audited financial statements, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Form 10-K. As part of such review, the Committee shall obtain a report from the Company's independent auditors on those matters required pursuant to SEC Regulation S-X Rule 2-07; (b) the annual management assessment and audit of the effectiveness of internal control over financial reporting, including the disclosures under "Management's Report on Internal Control Over Financial Reporting," prior to the filing of the Company's Form 10-K; (c) the quarterly financial statements, including the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," prior to the filing of the Company's Form 10-Q; and (d) the earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP information), as well as financial information and earnings guidance provided to analysts and rating agencies. This discussion may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee is not required to discuss in advance each earnings press release or each instance in which the Company provides earnings guidance.

9. Recommend to the Board that the annual audited financial statements be included in the Company's Form 10-K for filing with the SEC.
10. Monitor, in conjunction with the principal executive, principal financial and principal accounting officers of the Company, the Company's internal control over financial reporting (including compliance with applicable laws and regulations) and disclosure controls and procedures. Items monitored with respect to each of these matters include any significant deficiencies or material weaknesses in the design or operation of such controls and procedures, any corrective actions taken with regard to such deficiencies and weaknesses, and any fraud involving management or other employees with a significant role in such controls and procedures.
11. Review and discuss with the independent auditors those matters required to be discussed with the Committee by *Public Company Accounting Oversight Board Standard No. 16, Communications with Audit Committees* (or any analogous statement or standard).
12. As appropriate, obtain advice and assistance from outside legal, accounting or other advisors.
13. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
14. Coordinate with the Risk Management Committee regarding the Company's policies with respect to risk assessment and risk management.
15. Periodically meet separately with management, with internal auditors (or other personnel responsible for the internal audit function), and with independent auditors.
16. Review with the independent auditor any audit problems or difficulties and management's response. The Committee must regularly review with the independent auditor any difficulties the auditor encountered in the course of the audit work, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant problems, difficulties or disagreements with management and management's response thereto. The review should also include discussion of the responsibilities, budget and staffing of the Company's internal audit function.
17. Set clear hiring policies for the hiring by the Company of employees or former employees of the independent auditors.
18. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company, regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

19. Review (and approve if appropriate) all “related party” transactions (as defined by the SEC) for potential conflicts of interest situations on an ongoing basis, and develop policies and procedures for the Committee’s approval of such transactions.

Reporting to the Board

20. Report periodically to the Board. The Committee should review with the full Board any issues that arise with respect to the quality or integrity of the Company’s financial statements, the Company’s compliance with legal or regulatory requirements, the performance and independence of the Company’s independent auditors, or the performance of the internal audit function.
21. Prepare an audit committee report satisfying the requirements of the Exchange Act to be included in the Company’s annual proxy statement.

Committee Membership

The Committee shall consist of at least three members of the Board determined by the Board to meet the independence, financial literacy and other applicable requirements of The NASDAQ Stock Market and applicable federal law. No member of the Committee can have participated in the preparation of the Company’s or its subsidiaries’ financial statements at any time during the past three years. Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee shall qualify as an “audit committee financial expert” as defined in Item 407(d)(5) of Regulation S-K.

The members of the Committee shall be appointed by the Board, and shall serve at the pleasure of the Board for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Committee Structure and Operations

A majority of the Committee shall constitute a quorum. The Board shall designate a member of the Committee as its chairperson. The Committee may act by a majority of the members present at a meeting of the Committee. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Committee chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its chairperson. The Committee may delegate some or all of its duties to a subcommittee comprising one or more members of the Committee.

The Committee shall meet separately, and periodically, with management, members of the Company’s internal audit department and representatives of the Company’s independent auditors, and shall invite such members to its meetings as it deems appropriate, to assist in

carrying out its duties and responsibilities. However, the Committee shall meet periodically without such persons present.

Annual Review

The Committee shall review the adequacy of this charter and evaluate its performance hereunder at least annually and present such report to the full Board. Such report shall include any recommended changes to this charter. The Board shall also review and approve this charter at least annually.

Resources and Authority of the Committee

In discharging its oversight responsibilities, the Committee shall have unrestricted access to the Company's management, books and records and the authority to retain, at the Company's expense, outside counsel, accountants or other consultants in the Committee's sole discretion. The Company shall provide appropriate funding to the Committee, as determined by the Committee, for payment of (a) compensation to the independent auditors for services approved by the Committee, (b) compensation to any outside advisers retained by the Committee, and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may direct any officer of the Company, the independent auditor and/or the Company's internal audit staff to inquire into and report to the Committee on any matter.

Nothing contained in this charter is intended to, or should be construed as, creating any responsibility or liability of the members of the Committee except to the extent otherwise provided under applicable Delaware law which shall continue to set the legal standard for the conduct of the members of the Committee.

Effective May 15, 2013