

FEDERATED DEPARTMENT STORES, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

COMMITTEE CHARTER

A. Statement of Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Federated Department Stores, Inc. (the "Company") is to identify and recommend to the Board for election at the annual meeting of shareholders (the "Annual Meeting") and/or appointment qualified candidates for membership on the Board and its committees, consistent with criteria approved by the Board, and to oversee the evaluation of the Board and the Company's corporate governance practices.

B. Organization

1. All of the members of the Committee shall qualify as "independent" in accordance with the applicable listing standards of the New York Stock Exchange ("NYSE"), as amended from time to time and in accordance with any other law or regulation that may be applicable from time to time.
2. The members of the Committee, including the Chairperson, shall be appointed by the Board. The Board may, at any time and in its complete discretion, add or remove any member of the Committee and may fill any vacancy in the Committee.
3. The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Company's certificate of incorporation or By-laws. The Board believes that the Committee should always have at least three members.
4. The Committee shall meet as frequently as it deems necessary to carry out its responsibilities under this Charter. The timing of the meetings will be determined by the Chairperson in consultation with the other members of the Committee. Any action required or permitted to be taken at a meeting may be taken without a meeting in accordance with the Company's By-laws and applicable law.
5. A majority of the total number of members constitutes a quorum of the Committee. A majority of the members of the Committee is empowered to act on behalf of the Committee. The Committee may delegate any of its responsibilities, as it deems appropriate, to a subcommittee composed of

one or more members. Minutes will be kept of each meeting of the Committee.

6. The Committee may request any officer or employee of the Company or the Company's outside legal counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
7. The Committee shall have the resources and authority appropriate to discharge its responsibilities as required by law, including the authority to engage (at the Company's expense) independent counsel and other advisors as the Committee deems necessary to carry out its duties.

The Company will provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to independent counsel or any other advisors employed by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

C. Responsibilities

The primary responsibilities of the Committee are as follows:

1. Periodically review the appropriate skills and qualifications required of directors and develop criteria for selecting new directors.
2. Retain, oversee, compensate (at Company's expense) and, if the Committee deems appropriate, terminate any search firm engaged to assist in identifying new directors. Seek the assistance and counsel of any other independent advisors, at the Company's expense, as the Committee or its Chairperson deems necessary to carry out the Committee's duties. The Committee will determine related fees and retention terms for such search firm and any other advisors.
3. Identify and screen candidates for future Board membership. Propose to the Board candidates to fill Board vacancies as they occur and candidates for election by the shareholders at the Annual Meeting.
4. Establish and periodically review policies and procedures for receipt and consideration of director nominations by shareholders, as required by applicable laws and regulations.
5. Recommend to the Board whether a director should continue to serve following a material change in job circumstances.

6. Review and recommend to the Board the appointment of directors to Board committees and the selection of the chairpersons of each of the Board committees.
7. At least annually, review the Company's Corporate Governance Principles and Practices and recommend to the Board any modifications that the Committee deems appropriate.
8. Annually oversee the evaluation of and report to the Board on the performance and effectiveness of the Board and its committees, and other issues of corporate governance. Based on the results of such assessment, make recommendations to the Board concerning the composition, size, structure and activities of the Board and the committees of the Board as the Committee deems appropriate.
9. Periodically review and report to the Board with respect to director compensation and benefits and make recommendations to the Board as the Committee deems appropriate.
10. Consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest.
11. Report to shareholders in the Company's annual proxy statement on those Committee matters required by the Securities and Exchange Commission rules.
12. Annually evaluate the performance and effectiveness of the Committee, including with respect to its discharge of the responsibilities set forth in this Charter. Periodically review this Charter, update it as the Committee deems appropriate, and submit it to the Board for approval when updated.
13. Regularly report Committee actions to the Board, with such recommendations as the Committee deems appropriate.

Undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.