

WESTWOOD ONE, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

(Adopted April 12, 2004)

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's certificate of incorporation and by-laws, it is not intended to establish by its own force any legally binding obligations on members of the Committee, other directors or the Board.

Purpose

The Committee is established by the Board for the following purposes: (i) identifying and recommending to the Board for approval individuals qualified to become Board Members for election by the stockholders or by the Board to fill a vacancy on the Board, (ii) monitoring significant developments in the practice of corporate governance and of the duties and responsibilities of directors of public companies, (iii) leading the Board and each committee of the Board in its annual performance self-evaluation, and (iv) reviewing and evaluating the Company's Corporate Governance Guidelines.

Composition

1. Members. The Committee shall consist of as many members as the Board, in consultation with the Committee, shall determine, but in no event fewer than three members. The members of the Committee shall be appointed annually by the Board, taking into account the recommendations of the independent directors.
2. Qualifications. Each member of the Committee shall meet the criteria for independence established by the New York Stock Exchange.
3. Chair. The Chair of the Committee shall be elected by the Board, taking into account the recommendations of the independent directors.
4. Removal and Replacement. The members of the Committee may be removed (regardless of cause), and any vacancies on the Committee shall be filled, by the Board, taking into account the recommendations of the independent directors.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, will determine the frequency and schedule of the Committee meetings, provided that the Committee will meet at least two (2) times per year.
2. Agenda. The Chair of the Committee will develop and set the Committee's agenda, in consultation with the other members of the Committee. Each member of the Board and members of management are free to suggest the inclusion of

items on the agenda. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be distributed to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

3. Minutes; Reports to the Board. Minutes of meetings of the Committee and a record of any actions of the Committee shall be kept and shall be available to any director. The Committee shall report periodically, but not less than once annually, to the entire Board on its activities. The Committee shall make such other reports to the Board as it considers appropriate or as the Board may direct.
4. Self-Evaluation; Assessment. The Committee shall conduct an annual performance self-evaluation and shall report to the entire Board the results of such self-evaluation. The Committee shall assess the adequacy of this Charter annually and recommend any changes to the Board.

Duties and Responsibilities

1. The Committee shall recommend to the Board for approval and oversee the implementation of the policies and procedures to be used for identifying and reviewing Board nominee candidates, including those relating to candidates recommended by shareholders, and shall review the Company's disclosures concerning such policies and procedures.
2. The Committee shall review with the Board, on an annual basis, the current composition of the Board and the need to recruit director candidates for future Board membership in light of the appropriate skills and characteristics required of Board members. As part of its review, the Committee shall consider the Company's director compensation and benefit policies as established by the Compensation Committee. The Committee shall also review and address, when necessary, any conflict of interest that may arise in respect of the performance by a director of his role and responsibilities as a director and the manner in which any on-going conflict of interest is to be monitored.
3. The Committee shall, upon a significant change in a director's personal circumstances (including a change in principal occupation) or in the event of a significant ongoing time commitment arises that may be inconsistent with a director's service to the Board, review, as appropriate and in light of the then current Board policies as reflected in the Corporate Governance Guidelines, the continued Board membership of such director.
4. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines and this Charter. The Committee shall review candidates for the Board recommended by stockholders. The Chair of the Committee, in conjunction with the Chair and Chief Executive Officer and on behalf of the entire Board, shall extend invitations to join the Board to the selected candidates.

5. The Committee shall advise the Board periodically with respect to significant developments in the practice of corporate governance and make recommendations to the Board on matters of corporate governance and on any changes in practice to be made, as the Committee may deem appropriate.
6. The Committee shall review the Company's Corporate Governance Guidelines on a periodic basis and propose modifications for the Board's consideration as appropriate.
7. The Committee shall review on an annual basis the Board of Directors' committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall recommend members to fill vacancies on committees as needed.
8. The Committee shall establish criteria and processes for, and lead the Board and each other committee of the Board in, its annual performance self-evaluation. Each performance self-evaluation will be discussed with the full Board following the end of each fiscal year.
9. Perform any other duties or responsibilities consistent with this Charter and the Company's certificate of incorporation and by-laws as the Board may deem necessary, advisable or appropriate for the Committee to perform.

Resources and Authority of the Committee

The Committee shall have authority to act as necessary or appropriate to perform each of the duties enumerated in this Charter, including the power to delegate authority to subcommittees or individuals when appropriate. The Committee is empowered to select and retain director search firms or other consultants to assist the Committee in identifying and evaluating candidates for selection as a director and shall have authority to review and approve such consultants' fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or other external advisors as it deems appropriate to assist the Committee in fulfilling its responsibilities. The Committee may require any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.