

**Tom Brown, Inc.**  
**Corporate Governance and**  
**Nominating Committee Charter**

**Purpose**

The purposes of the Corporate Governance and Nominating Committee (the “*Committee*”) are to assist the Board of Directors (the “*Board*”) of Tom Brown, Inc. (the “*Company*”) in recruiting and retaining qualified members and to oversee the corporate governance of the Company.

**Organization**

The Committee shall be appointed by the Board and consist of three or more directors all of whom in the judgment of the Board shall be independent in accordance with New York Stock Exchange listing standards and any other regulatory requirements applicable to the Company. The Committee shall meet at such times each year as it deems necessary to fulfill its responsibilities.

A quorum of the Committee shall consist of a majority of its members. All actions of the Committee shall be approved by a majority vote of its members present, unless there are only two members present, in which case such actions shall require a unanimous vote.

The members of the Committee may be replaced by the Board at any time.

**Responsibilities**

- Develop and recommend to the Board a set of corporate governance principles and review such principles periodically with the Board.
- Establish criteria for selecting new Board members and develop policies on the size and composition of the Board.
- In the Committee’s discretion, retain and terminate search firms to identify director candidates, including sole authority to approve fees and other terms.
- Identify individuals qualified to become Board members and conduct the appropriate inquiries into the backgrounds and qualifications of possible candidates.
- Select or recommend director nominees for approval of the Board and election at the next annual meeting of stockholders.

- Consider questions of possible conflicts of interest in respect of Board members or executive officers.
- Review from time to time succession plans in respect of executive officers.
- Prepare an annual performance evaluation of the Committee.
- Prepare an annual performance evaluation for the Board.