

GUITAR CENTER, INC.

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of Guitar Center, Inc. (the “Company”) on April 30, 2003, and supercedes all prior delegation of authority to the Nominating Committee which, contemporaneous with the adoption of this charter, is renamed the Nominating and Corporate Governance Committee (the “Committee”).

I. Purpose

The purposes of the Committee are to:

- identify qualified individuals to serve as Directors of the Company;
- recommend to the Board a slate of directors for election or reelection as Directors by the stockholders at the annual meeting, as well as candidates to fill any vacancies that may occur on the Board from time to time;
- make recommendations to the Board regarding the policies of the Company regarding corporate governance and business conduct and ethics; and
- fulfill the other responsibilities described below, as well as such additional responsibilities as may be delegated to the Committee from time to time by the Board.

II. Membership and Term of Office

The Committee shall be comprised of at least three directors as determined by the Board. The Board shall designate the Chairperson of the Committee.

III. Responsibilities

The Committee shall have the power and duty to:

1. Review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board. The Committee has been instructed that Company’s policy goal is to attempt to have at least 2/3 of the members of the Board be independent directors.
2. Recommend to the full Board:
 - nominees to fill vacancies on the Board as they occur; and

- prior to each annual meeting of stockholders, a slate of nominees for election or reelection as Directors by the stockholders at the annual meeting.

3. Seek out and evaluate candidates to serve as Board members, and consider candidates submitted by stockholders of the Company in accordance with the notice provisions and procedures set forth in the by-laws of the Company and the applicable provisions of the federal securities laws. The criteria to be used by the Committee in considering candidates to serve as directors shall include: (i) a review of the background and skills of the candidate, it being in the best interests of the Company to have a Board of Directors comprised of outstanding individuals with diverse backgrounds and expertise; (ii) a review of the other directorships and commitments of the individual to make certain that he or she will have adequate time to devote to the affairs of the Company; and (iii) the Committee shall consider the importance of having at least one independent director with significant experience and expertise in retailing and at least one independent director with significant experience and expertise in finance, and such other attributes as shall be relevant in constituting a Board that also satisfies the requirements imposed by the Securities and Exchange Commission and the Nasdaq National Market.

4. Periodically make recommendations to the Board with respect to the size of the Board.

5. Recommend to the Board the membership of the committees of the Board.

6. Periodically make recommendations to the Board with respect to the compensation of Board members.

7. Make all determinations as to whether or not an individual is independent, taking into account any applicable regulatory requirements and such other factors as the Committee may deem appropriate; *provided, however*, that current employees of the Company shall not be deemed independent.

8. Make recommendations to the Board regarding corporate governance matters and practices, including formulating and periodically reviewing corporate governance guidelines to be adopted by the Board.

9. Review periodically with the Company's legal advisors, in light of changing conditions, new legislation and other developments, the Company's policies regarding business conduct and ethics, and make recommendations to the Board for such changes to the policy as the Committee shall deem appropriate.

10. Perform such other functions as may from time to time be delegated by the Board of Directors.

11. In conjunction with the full Board, undertake a periodic evaluation of the Committee.

12. The Committee shall conduct periodic reviews of the performance of all Board members, and shall consider the results of such reviews when it makes its recommendations to the Board with respect to membership on the Board.

IV Meetings and Procedures

The Committee shall meet on a regularly-scheduled basis as it deems appropriate and on such other occasions as circumstances may dictate or the members of the Committee may from time to time determine. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chairperson. A quorum of the Committee shall consist of a majority of the members of the Committee in office at the time of any meeting and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, shall be the act of the Committee. The Chairperson or, in his or her absence, another member chosen by the attending members, shall preside at each meeting and set the agendas for Committee meetings.

All independent directors that are not members of the Committee may attend and observe meetings of the Committee but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management, compensation, legal, tax and accounting advisors and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including but not limited to, any director that is not a member of the Committee.

The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's by-laws that are applicable to the Committee.

The Chairperson shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

The Committee shall maintain written minutes of its proceedings which shall be submitted to the Board and retained by the Secretary for inclusion in the Company's records.

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GUITAR CENTER, INC.

**CORPORATE SECRETARY'S
CERTIFICATE OF ADOPTION**

The undersigned, being the duly acting and appointed Secretary of Guitar Center, Inc. a Delaware corporation, hereby certifies that effective April 30, 2003, the Board of Directors of this corporation duly adopted the attached Nominating and Corporate Governance Committee Charter.

Dated: October 16, 2003

/s/ Bruce L. Ross
Bruce L. Ross, Secretary