

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
THESTREET.COM, INC.

As Adopted by the Board on April 30, 2004

1. AUTHORITY

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of TheStreet.com, Inc., a Delaware corporation (the "Company"), is established pursuant to Article III, Section 11 of the Company's Amended and Restated Bylaws and Section 141(c) of the Delaware General Corporation Law.

2. PURPOSE OF THE COMMITTEE

The purpose of the Committee is to identify and evaluate potential candidates for the Board and its committees, to recommend nominees for election or appointment to the Board, and to advise the Board with respect to corporate governance matters.

3. COMPOSITION OF THE COMMITTEE

The Committee will be comprised of two or more directors as determined from time to time by resolution of the Board. The members of the Committee will be appointed by the Board at the annual organizational meeting of the Board or at such other time as may be determined by the Board, and will serve at the pleasure of the Board. Each member of the Committee shall have been affirmatively determined in the judgment of the Board to qualify as an "independent" director under applicable listing standards of The Nasdaq Stock Market ("Nasdaq").

The Board will designate one member of the Committee to serve as Chairman.

4. MEETINGS OF THE COMMITTEE

The Committee will meet with such frequency and at such intervals as it determines is necessary to carry out its responsibilities, but not less than twice annually. The presence in person or by telephone of a majority of the Committee's members will constitute a quorum for any meeting of the Committee. All actions of the Committee will require the vote of a majority of its members present at a meeting of the Committee at which a quorum is present.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting (or portion thereof) of the Committee to provide such pertinent information as the Committee requests.

The Committee will maintain minutes of its meetings and records relating to those meetings and the Committee's activities. The Committee will report regularly to the Board on its activities and provide copies of its minutes to the Board.

5. DUTIES AND POWERS OF THE COMMITTEE

In carrying out its responsibilities, the Committee's policies and procedures are intended to be and remain flexible, so that it may be in a position to best address changing circumstances or conditions. The Committee shall have the authority to retain and terminate, at the Company's expense, any consultants or advisors, including any search firm to be used to identify director candidates, and to approve the fees and other terms of their engagements.

The Committee's responsibilities shall include, without limitation, the following:

Identification and Recommendation of Board Candidates

- (1) Establish, in consultation with the Board, criteria for service as a director of the Company;
- (2) Establish procedures for evaluating the suitability of potential director candidates, including individuals recommended by the Company's stockholders;
- (3) Review the suitability of each director for continued service when his or her term expires and at other times when the Committee believes such review is appropriate;
- (4) From time to time, as appropriate, in accordance with the procedures, seek candidates qualified to become board members and evaluate their suitability for recommendation to the Board;
- (5) Recommend nominees for election or appointment to the Board;

Board and Committee Composition

- (6) Review periodically the size of the Board and its committees and recommend to the Board any appropriate changes;
- (7) Review annually and make recommendations to the Board regarding the composition of the Board and its committees, taking into account applicable independence requirements and any needs for specialized expertise;

Corporate Governance

- (8) Advise the Board on matters of corporate governance, including recommending practices that enable the Board to comply with applicable law, regulations and Nasdaq listing standards;
- (9) Assist the Board in developing policies and plans regarding management succession;
- (10) Review and make recommendations to the Board with respect to director education initiatives;
- (11) Review and make recommendations to the Board with respect to the Board's stock ownership guidelines for non-employee directors;
- (12) Establish procedures for overseeing the evaluation of the Board as a whole and the management of the Company, including the chief executive officer;
- (13) Evaluate, on an annual basis, the Committee's performance under this Charter;

In the performance of its duties, the Committee shall have the power to:

- (1) Conduct or authorize investigations into any matters within the Committee's scope of responsibilities, including retaining, at the Company's expense, outside counsel or other consultants or experts for this purpose;
- (2) Delegate authority to individual Committee members or such subcommittees as the Committee deems appropriate and review the actions of all such individuals or subcommittees as appropriate; and
- (3) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.
