

I-FLOW CORPORATION

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Membership

The Board of Directors (the "Board") of I-Flow Corporation (the "Company") shall maintain a Corporate Governance and Nominating Committee (the "Committee") of at least two members, consisting entirely of independent directors, and the Board shall designate one member as chair of the Committee (the "Chair"). Each member of the Committee shall be independent in accordance with Nasdaq Marketplace Rule 4200(a)(15).

Purposes

The purposes of the Committee shall be: (i) to identify qualified individuals to become directors of the Company; (ii) to consider and recommend to the Board the director nominees for each annual meeting of stockholders and to fill vacancies on the Board; (iii) to consider and make recommendations to the Board regarding the composition of the Board, its committees and the chairpersons thereof; (iv) to monitor and assess the effectiveness of the Board; and (v) to perform a leadership role in shaping the Company's corporate governance policies.

Duties and Responsibilities

In furtherance of the foregoing purposes, the duties and responsibilities of the Committee shall include:

- Developing criteria to evaluate prospective members of the Board;
- Identifying, reviewing the qualifications of, and recruiting candidates for the Board;
- Evaluating director candidates recommended by the Company's stockholders;
- Recommending to the Board candidates for election or reelection to the Board at each annual stockholder's meeting;
- Recommending to the Board candidates to be appointed by the Board as necessary to fill vacancies and newly created directorships;
- Monitoring the independence of current directors and nominees;
- Overseeing the periodic evaluation of the Board, including assessing the effectiveness of the Board as a whole, its committees and the contributions of each incumbent director;
- Making recommendations to the Board concerning the structure, composition and functioning of the Board and its committees;
- Recommending to the Board candidates for appointment to Board committees and chairpersons thereof;

- Reviewing periodically the succession plans of the Company at the CEO and other executive officer levels;
- Overseeing the Company's corporate governance policies, including developing a set of corporate governance principles, reviewing the effectiveness of such principles at least annually, and recommending to the Board such changes to such principals as necessary or advisable;
- Evaluating annually the performance of the Committee and the adequacy of the Committee's charter; and
- Performing such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board delegates to the Committee from time to time.

Subcommittees

The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee consisting of not less than two members of the Committee.

Meetings

The Committee shall meet, either in person or telephonically, at least one time per year and may meet as frequently as may be determined necessary or appropriate by the Chair of the Committee. The Committee shall meet at the call of the Chair or a majority of the members of the Committee. The presence of a majority of the members of the Committee shall constitute a quorum for the transaction of business. The passage of any resolution of the Committee shall require the affirmative vote of a majority of Committee members.

Procedures fixed by the Committee shall be subject to any applicable provision of the Company's bylaws. Written minutes of each meeting of the Committee shall be duly filed in the Company records, and reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting.

Outside Advisors

The Committee will have the authority to retain at the expense of the Company such outside counsel, experts and other advisors as it determines appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any search firm used to identify director candidates and to approve such search firm's fees and other retention terms.