

**Charter of the
Nominating and Corporate Governance Committee
of the
Board of Directors
of
RC2 CORPORATION
(as adopted as of February 24, 2004)**

A. Purpose.

The Nominating and Corporate Governance Committee (the "Committee") is established by the Corporation's Board of Directors (the "Board") to (1) assist the Board by identifying individuals qualified to become members of the Board and its committees, (2) recommend to the Board nominees for the next annual meeting of shareholders, (3) develop and recommend to the Board a set of corporate governance principles applicable to the Corporation and (4) assist the Board in assessing director performance and the effectiveness of the Board.

B. Membership.

The Committee will consist of at least two members of the Board who are "independent directors" within the meaning of the rules of the Nasdaq Stock Market, each of whom shall not be an officer or employee of the Corporation or its subsidiaries, shall not have any relationship which, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out responsibilities of a director and shall otherwise satisfy the applicable membership requirements under the rules of the Nasdaq Stock Market.

The members of the Committee shall be elected by the Board of Directors to hold such office until their successors have been duly elected and qualified. Unless a chairperson is elected by the Board, the members of the Committee may designate a chairperson by majority vote of the full Committee membership.

C. Responsibilities.

The responsibilities of the Committee shall include:

1. Identifying and reviewing the qualifications of and recommending to the Board individuals qualified to become nominees for election as a director to be submitted to the shareholders for election at each annual meeting of shareholders, and individuals qualified to become directors to be appointed by the Board to fill vacancies and newly created directorships.

2. Reviewing and considering candidates for election as directors submitted by the shareholders.
3. Considering and making recommendations to the Board concerning the size and composition of the Board.
4. Developing and recommending guidelines and criteria to the Board to determine the qualifications of directors.
5. Reviewing and recommending committees and committee structure for the Board.
6. Reviewing and assessing the independence of directors and committee members.
7. Recommending performance criteria for the Board and overseeing the review of the procedures, the effectiveness and the performance of management, the Board and individual directors.
8. Reviewing and recommending corporate governance practices and policies of the Corporation.
9. Periodically reviewing and assessing the adequacy of this Committee Charter and recommend changes to the Board.

The Board shall review annually the scope of responsibilities of the Committee and the effectiveness with which the Committee has carried out its responsibilities during the foregoing year. The Committee shall report to the Board and shall have such power and authority as is necessary for it to fulfill its responsibilities. The Committee shall perform such functions and retain such authority until otherwise provided by the Board or unless any such matter is specifically approved by the Board.

D. Meetings.

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities provided the Committee shall meet at least once a year.

E. Minutes.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

F. Advisors.

The Corporation shall provide the Committee with appropriate funding for payment of compensation, fees and expenses to any search firm or other advisors that the Committee may deem appropriate to engage.