

**AMENDED NOMINATING/CORPORATE GOVERNANCE COMMITTEE
CHARTER**

FileNet Corporation
(approved and adopted February 25, 2004
amended October 26, 2004, and October 13, 2005)

Purpose:

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of FileNet Corporation (the “Company”) is to (i) assist the Board by identifying, evaluating and recommending to the Board, or approving as appropriate, individuals qualified to be directors of the Company for either appointment to the Board or to stand for election at a meeting of the stockholders; (ii) review and recommend to the Board governance principles applicable to the Company and (iii) develop and manage a process for annual evaluation of Board, committee and director performance.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it

Membership:

The Committee shall consist of independent directors of the Company as determined by the Board. The members of the Committee are appointed by and serve at the discretion of the Board. The Board shall designate one member of the Committee to serve as the Chairman.

Each member of the Committee will be an independent director, as defined in: (i) the rules of the NASDAQ National Market; (ii) the rules of the Securities and Exchange Commission; and (iii) by such further standards as the Board may adopt.

Determinations as to whether a particular director satisfies the requirements for

membership on the Committee shall be made by the Board.

Responsibilities:

The responsibilities of the Committee shall include:

1. Conducting or overseeing searches for potential Board members with attributes that fit the current or future criteria for selection of new directors as needed.
2. Evaluating, and as applicable, proposing and approving nominees for election or appointment to the Board.
3. Evaluating and making annual recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
4. Evaluating and recommending termination of membership of individual directors for cause or for other appropriate reasons in accordance with the company's certificate of incorporation, bylaws and any guidelines or policies applicable to the Board.
5. Developing and recommending to the Board for its approval a set of corporate governance guidelines, including a set of selection criteria for new directors. The committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
6. Evaluating the size, composition, organization and governance of the Board and its committees, determining future requirements and making recommendations to the Board for approval.
7. The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.
8. Developing for the Board's approval and then overseeing a process for the annual evaluation of Board and committee performance. (See Appendix A)
9. Conducting, as appropriate, a review on succession planning, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to executive management positions.
10. Overseeing, and implementing as necessary, director continuing education programs, including compliance with any applicable director continuing education requirements.
11. As appropriate, obtaining advice and assistance from independent counsel or other advisors as the Committee deems necessary to carry out its duties. The Committee shall also have authority to obtain advice and assistance from any officer or employee

of the Company.

12. Reviewing the Committee's own structure, processes, effectiveness and membership requirements from time to time and recommending any proposed changes to the Board for approval.
13. At least annually, reviewing with the CEO a succession plan addressing the policies and principles for selecting a successor to the CEO, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the CEO.

The responsibilities of the Committee's Chairman shall include:

1. Presiding at all executive sessions of the Board and at other meetings of the Board at which the Chairperson of the Board is absent.
2. Overseeing the annual process of reviewing Board, committee and director performance.

Meetings:

The Committee will meet at such times that it deems appropriate to fulfill its responsibilities under this charter, but not less than twice each year. The Committee shall establish its own schedule, which it will provide to the Board in advance, when practicable. A quorum of the Committee shall be a majority of the authorized members of the Committee, and a vote of a majority of the Committee members present at a meeting at which there is a quorum shall be the act of the Committee. The Committee may also act by written unanimous consent, and may conduct telephonic meetings in accordance with applicable laws.

Minutes:

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

Reports:

The Committee will report to the Board on a periodic basis and make such recommendations with respect to any of the above matters as the Committee deems necessary or appropriate.

Authority And Delegation:

The committee shall have authority to retain any search firm of its choice to assist in identifying director candidates, and to retain outside counsel and any other advisors as the

committee may deem appropriate in its sole discretion. The committee shall have sole authority to approve related fees and retention terms, and the Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to search firm or other advisors employed by the Committee. The committee may form and delegate authority to subcommittees when appropriate.

APPENDIX A:

Process for Annual Evaluation

Method of Evaluating Board and Committee Effectiveness. In or about October of each year, either a member of the Company's senior management, outside counsel or an independent consultant, as selected by the Committee, will conduct oral interviews with each Board and Committee member and provide a report to the Nominating and Corporate Governance Committee for discussion and determination of the Board and Committee effectiveness and opportunities for improvement. Such evaluations should be reported annually at the December board and committee meetings.