

**CHARTER OF THE NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
BEARINGPOINT, INC.**

(Amended and Restated as of January 22, 2004)

I. PURPOSES; AUTHORITY.

- A. The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) is to:
1. Identify and screen individuals qualified to become members of the Board of Directors (the “Board”) of BearingPoint, Inc. (the “Company”);
 2. Recommend to the Board director nominees for election at each meeting of shareholders at which directors are to be elected and recommend to the Board individuals to fill any vacancies on the Board that arise between meetings;
 3. Recommend to the Board directors for appointment to each committee of the Board;
 4. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and
 5. Oversee the annual evaluation of the Board and management.
- B. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate in its sole discretion.
- C. The Committee has the sole authority to retain and terminate any search firm and engage them to assist in identifying director candidates, and to retain and terminate 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.

II. COMPOSITION; MEETINGS.

- A. The Committee shall be comprised of three or more directors as determined by the Board.
- B. All members of the Committee shall be independent directors, free from any relationship to the Company that may interfere with the exercise of their independence from management and the Company and each member of the Committee shall have been determined by the Board to be “independent” under the rules of the New York Stock Exchange (“NYSE”).
- C. Committee members shall be appointed by, and serve at the pleasure of, the Board. Committee members shall have the qualifications specified in this Charter and shall meet any other requirements of the NYSE and the Securities and Exchange Commission (“SEC”). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.
- D. The Board shall appoint a Chairman who will preside at Committee meetings and report on behalf of the Committee to the Board. If the Chairman is not present at a meeting, the members of the Committee shall, by majority vote, elect a member to serve as the Chairman for that meeting.
- E. The Committee shall meet at least annually (either in person or by teleconference) and at such other times as determined by the Chairman of the Committee.
- F. A majority of the entire Committee shall constitute a quorum for the transaction of business. The action of a majority of the members present at a meeting at which a quorum is present shall be the action of the Committee. Any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if the unanimous written consent that sets forth the action is signed by each member of the Committee and filed with the minutes of the proceedings of the Committee. The Committee may establish such other rules of procedure for its business as it deems desirable.

III. DUTIES AND RESPONSIBILITIES.

The Committee’s specific responsibilities and duties shall include the following:

- A. To establish criteria for Board membership, consistent with all applicable rules and regulations and periodically assess compliance with such criteria, to lead the

search for individuals qualified to become members of the Board, to identify and screen candidates qualified for nomination to the Board and to recommend to the Board director nominees to be presented for shareholder approval at each meeting of stockholders at which directors are to be elected and to recommend to the Board individuals to fill any vacancies on the Board that arise between such meetings. The Committee shall recommend individuals as director nominees who shall have high personal and professional integrity, who shall have demonstrated ability and judgment and who shall be effective, in conjunction with the other nominees to the Board, in collectively serving the long-term interests of the shareholders.

- B. To review the Board's committee structure, establish criteria for membership, consistent with all applicable laws and regulations, on each committee of the Board and to recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend members of each committee annually and shall recommend additional committee members to fill vacancies as needed.
- C. To develop and recommend to the Board for its approval a set of corporate governance guidelines. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- D. To oversee the evaluation of the Board and its committees, which may include developing and recommending an annual self-evaluation process.
- E. To oversee the evaluation of the Chief Executive Officer and the reviews of the other senior executive officers in conjunction with other Board committees as appropriate.
- F. To annually report to the Board on the Committee's activities and to provide the Board with such additional reports as are appropriate or requested by the Board.
- G. To annually review its own performance and review and assess the adequacy of this Charter and recommend any proposed changes to the Board.
- H. To perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Board deems necessary or appropriate.