

Too, Inc.

Nominating and Governance Committee Charter

As Adopted February 10, 2004

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors of the Company to:

- identify individuals qualified to become Board members;
- recommend to the Board the director nominees for the next annual meeting of stockholders;
- lead the Board in its annual review of the Board’s performance;
- recommend to the Board director nominees for each Board committee; and
- develop and recommend to the Board a set of corporate governance principles applicable to the Company.

II. Committee Membership

The Committee shall consist of no fewer than three members, each of whom shall qualify as “independent” directors under the listing standards of the New York Stock Exchange as well as applicable federal securities laws and regulations.

The members of the Committee shall be appointed by the Board and shall serve until their successors are appointed and qualified. Committee members may be replaced by the Board. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by a majority vote of the Committee membership.

The Committee may form and delegate authority to a subcommittee or subcommittees.

III. Committee Authority and Responsibilities

The Committee will have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate any search firm to be used to identify director candidates and will have the sole authority to approve the search firm’s fees and other retention items. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company will provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors employed by the Committee.

The Committee shall develop criteria to identify and evaluate prospective candidates for the Board. The Committee shall look for candidates who, as a group, meet the Company’s strategic needs; possess the highest personal values, judgment and integrity; have an

understanding of the regulatory and policy environment in which the Company does its business; and have substantial experience which is of particular relevance to the Company.

The Committee will recommend for the Board's selection all nominees for Board membership. The Committee will also review the qualifications of, and make recommendations regarding, director nominations submitted to the Company by stockholders in accordance with the Company's bylaws.

The Committee shall develop policies on the size and composition of the Board. The Committee shall recommend to the Board all nominees for Board membership. The Committee shall recommend to the Board the appointment of Board members to committees of the Board.

The Committee shall oversee the evaluation of the Board and senior management.

The Committee shall develop and monitor implementation of the corporate governance principles, and shall review the guidelines periodically, as it deems necessary, and recommend appropriate changes.

The Committee shall review this Charter periodically for adequacy and recommend to the Board any necessary changes.

IV. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance under this Charter. The Committee shall deliver to the Board a report setting forth the results of its evaluation.