

FRIENDFINDER NETWORKS INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Board of Directors (the "Board") of FriendFinder Networks Inc. (the "Company") has established a Nominating and Corporate Governance Committee (the "Committee") for the purpose of (a) monitoring and overseeing matters of corporate governance, including the evaluation of Board performance and processes and the "independence" of directors, and (b) selecting, evaluating and recommending to the Board qualified candidates for election or appointment to the Board.

II. MEMBERSHIP

The Committee will consist of a minimum of three members of the Board, each of whom shall be "independent" as that term is defined under the rules of the Nasdaq Stock Market ("Nasdaq") and applicable law and regulation. Should any Committee member cease to be an independent director, such member shall immediately resign his or her membership on the Committee. The members of the Committee will be appointed by, and serve at the discretion of, the Board.

III. RESPONSIBILITY

The responsibilities of the Committee shall include:

1. Annually, evaluating and reporting to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interests of the Company's stockholder(s).
2. Formulating, recommending to the Board and overseeing the implementation and administration of the Company's corporate governance structure and framework.
3. Monitoring and reviewing any issues regarding the "independence" of directors or involving potential conflicts of interest, and evaluating any change of status or circumstances with respect to a director and determining the propriety of the director's continued service in light of that change.
4. Leading the search for, screening, evaluating and recommending to the Board qualified candidates or nominees for election or appointment as directors.
5. Reviewing periodically the criteria for the selection of new directors and recommending any proposed changes to the board of directors.
6. Leading the search for, screening, retaining and terminating any search firm to be used to identify and assist in recruiting director candidates, and having the sole authority to approve the search firm's fees and other retention terms.

7. Monitoring ongoing developments, including legislative and regulatory initiatives, pertaining to corporate governance principles that may be applicable to the Company.
8. Reviewing and recommending to the Board the adoption and revision of corporate governance principles applicable to the Company.
9. Recommending Board Committee structure and composition and the appointment and removal of chairs of the Board Committee (individually, a "Chair" and collectively, "Chairs") and other members of each Board Committee.
10. Recommending a change in the number of directors that serve on the Board, if deemed appropriate by the Committee.
11. Undertaking any other matter specifically delegated to the Committee from time to time by the Board and performing any other activities consistent with this Charter, the Company's Articles of Incorporation, Bylaws, Nasdaq requirements, and applicable law and regulations as the Committee or the Board deems appropriate.
12. Setting agendas for regular meetings of the Board.
13. Reviewing and assessing annually the Committee's performance.

IV. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority to discharge its responsibilities, including the authority, to the extent it deems necessary or appropriate, to retain independent financial, legal or other advisors. The Company shall provide funding, as determined by the Committee, for payment of compensation to any independent advisors or administrative support employed by the Committee.

Any action duly and validly taken by the Committee pursuant to the power and authority conferred under this Charter shall for all purposes constitute an action duly and validly taken by the Board and may be certified as such by the Secretary or other authorized officer of the Company.

V. MEETINGS AND REPORTS

The Committee shall meet at least once each year. Additional meetings may be called by the Chair of the Committee or by one or more members thereof. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. At the regularly scheduled meeting of the Board following a meeting of the Committee, the Chair shall provide the Board with a report of the Committee's proceedings at its meeting.