

CHARTER FOR THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
INTELLON CORPORATION

PURPOSE:

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Intellon Corporation (the “**Company**”) shall be to discharge the Board’s responsibilities relating to oversight of the compensation of the Company’s Chief Executive Officer (“**CEO**”), Chairman and other executive officers. The Committee has overall responsibility for approving and evaluating the executive officer and non-executive level employee compensation plans, policies and programs of the Company and for administering the Company’s equity compensation plans.

The Committee is also responsible for reviewing and discussing with the Company’s management appropriate and required disclosures for inclusion in the filings with the Securities and Exchange Commission (the “**SEC**”) and producing a Committee Report for inclusion in the Company’s annual proxy statement.

The Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company’s business.

The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP:

The Committee shall be appointed by and shall serve at the discretion of the Board. The Committee shall consist of at least two (2) members. The members of the Committee shall meet (i) the non-employee director definition of Rule 16b-3 promulgated by the SEC under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), (ii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “**IRC**”) and (iii) the independence requirements of the listing standards of the NASDAQ Global Market.

The Committee and its chairperson shall be appointed by, and shall serve at the discretion of the Board, based upon the recommendation of the Company's Nominating and Governance Committee.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The responsibilities of the Committee include the following:

- Unless otherwise determined by a majority of the independent directors of the Board meeting in executive session, the Committee reviews and recommends to the Board specific objectives of the Company's compensation plans, policies and programs and annually reviews and approves all compensation and benefit plans for the CEO, Chairman and the other executive officers of the Company including, without limitation, (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions and (e) any other benefits, compensation, perquisites or arrangements, in light of those specific objectives. Equity compensation arrangements involving executive officers that are "reporting persons" for purposes of Section 16 of the Exchange Act shall be reviewed and approved by the Committee to ensure compliance with SEC Rule 16b-3. The CEO and the Chairman may not be present during deliberations or voting on their compensation and benefits.
- The Committee evaluates director compensation, consulting with outside consultants and/or with the Human Resources department of the Company when appropriate, and makes recommendations to the Board regarding director compensation.
- The Committee has the authority to review and to make recommendations to the Board with respect to:
 - General compensation goals and guidelines for the Company's employees and the criteria by which bonuses and stock compensation awards to the Company's employees are determined;
 - Amendments to the equity compensation plans adopted by the Board (the "**Plans**") and changes in the number of shares reserved for issuance thereunder; and
 - Other plans that are proposed for adoption or adopted by the Company for the provision of compensation to employees of, directors of and consultants to the Company.
- The Committee oversees and administers any of the Plans within the authority delegated by the Board. In its administration of the Plans, the Committee may (i) grant stock options or stock purchase rights to individuals eligible for such grants, (ii) amend such stock options or stock purchase rights and (iii) take all other actions permitted under the

Plans. This delegation shall apply to grants of up to 100,000 options per employee and to any employee except the CEO of the Company. All grants involving more than 100,000 options per recipient or to the CEO must be approved by the independent directors of the Board meeting in executive session;

- The Committee evaluates on a periodic basis the competitiveness of (i) the compensation of the CEO, the Chairman and other executive officers and (ii) the Company's overall compensation plans.
- The Committee approves all option grants to executive officers of the Company to ensure that such grants comply with Section 162(m) of the IRC.
- The Committee may form and delegate authority to subcommittees when appropriate.
- The Committee may authorize the repurchase of shares from terminated employees pursuant to applicable law.
- The Committee has the sole authority to retain and terminate any compensation consultant to be used by the Company to assist in the evaluation of the CEO, other executive officer or director compensation and has sole authority to approve the consultant's fees and other retention terms. The Committee also has authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- The Compensation Committee shall work with the Company's executive officers and other members of management, including members of the Company's Human Resources department, outside counsel and any outside compensation consultants to produce a report entitled Compensation Discussion and Analysis regarding the Company's compensation policies, programs and practices for named executive officers (the "CD&A") for inclusion in the Company's annual proxy statement or where otherwise required to be filed with the Securities and Exchange Commission.
- In addition to the CD&A, the Compensation Committee shall produce a report on executive compensation for inclusion in the Company's annual proxy statement that (1) complies with the rules and regulations of the Securities and Exchange Commission and any other applicable rules and regulations, (2) confirms that the Compensation Committee reviewed and discussed the CD&A with management and (3) states whether the Compensation Committee has recommended that the CD&A be included in the Company's annual proxy statement or such other filing with the Securities and Exchange Commission.
- The Committee reviews and reassesses the adequacy of this Charter annually and recommends any proposed changes to the Board for approval.
- The Committee annually reviews its own performance.

- The Committee performs such other functions as assigned by law, the Company's certificate of incorporation or bylaws or the Board.

MEETINGS:

The Committee shall meet at least four times each year. The Committee may establish its own schedule, which it shall provide to the Board in advance.

MINUTES:

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

REPORTS:

In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Committee shall summarize its examinations and recommendations to the full Board as may be appropriate, consistent with the Committee's charter.

COMPENSATION:

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion. Such fees may include retainers and per meeting fees. Fees may be paid in such form of consideration as is determined by the Board.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.
