

**CHARTER FOR THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
INTELLON CORPORATION**

PURPOSE:

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Intellon Corporation, a Delaware corporation (the “**Company**”), is to ensure that the Board is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate corporate governance standards. To carry out this purpose, the Committee shall:

- Assist the Board by identifying and recommending prospective director nominees, in each case, qualified to become Board members;
- Develop and recommend to the Board the corporate governance principles applicable to the Company;
- Oversee the performance evaluations of the Board and its committees;
- Recommend nominees to the Board to serve on each committee; and
- Undertake those specific responsibilities listed below and such other duties or responsibilities as the Board may from time to time prescribe.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

- The Committee shall be comprised of no fewer than two (2) members.
- The members of the Committee shall meet the independence requirements of the NASDAQ Global Market (“**NASDAQ**”), except as otherwise permitted by the rules of NASDAQ and the Securities and Exchange Commission (the “**SEC**”).
- The chairperson and members of the Committee shall be appointed and replaced by the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

To the extent required or the Committee otherwise deems necessary or appropriate, the Committee shall:

Corporate Governance Generally

- Develop principles of corporate governance and recommend such principles to the Board for its consideration and approval;
- Review annually the principles of corporate governance approved by the Board to ensure that they remain relevant and are being complied with;
- Determine and recommend ways to enhance communications and relations with stockholders;
- Periodically review the Committee's established processes and procedures, and make changes it deems necessary;
- Oversee compliance by the Board and its committees with applicable laws and regulations, including the NASDAQ rules and regulations promulgated by the SEC;
- Review and re-examine this Charter on a periodic basis and make recommendations to the Board regarding any proposed changes;
- Review annually the Committee's own performance against responsibilities outlined in this Charter and as otherwise established by the Board; and
- Review periodically the succession planning for the Company's Chief Executive Officer and other executive officers, report its findings and recommendations to the Board, and work with the Board to evaluate potential successors to these executive management positions.

Composition of the Board, Evaluation and Nominating Activities

- Review the composition and size of the Board and determine the criteria for membership on the Board, which may include, among other criteria, issues of character, judgment, independence, diversity, age, expertise, corporate experience, length of service and other commitments;
- Oversee the Board's performance and self-evaluation process, including conducting surveys of director observations, suggestions and preferences regarding the effective operation of the Board, and implement the process annually. The Committee also will evaluate the participation of members of the Board in continuing education activities in accordance with NASDAQ rules;
- Establish and periodically review a policy and procedures for considering stockholder nominees for election to the Board;
- Identify, interview, consider and recommend to the Board, candidates to fill new positions or vacancies on the Board, and review any candidates recommended by stockholders, provided such stockholder recommendations are submitted in writing to the Secretary of the Company and include, among other things, the recommended

candidate's name, biographical data and qualifications, and to make such recommendations in compliance with the Company's bylaws and its stockholder nominations and recommendations policy;

- Evaluate the performance of individual members of the Board eligible for re-election, and recommend to the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting or any special meeting of stockholders;
- Evaluate the performance of and, if appropriate, recommend termination of particular directors in accordance with the Board's governance principles, for cause or for other appropriate reasons; and
- Review the disclosure included in the Company's proxy statement regarding the Company's policies and procedures for the Committee's consideration of candidates for the Board.

Committees of the Board

- Periodically review the composition of each committee of the Board and make recommendations to the Board for the creation of additional committees or the change in mandate or dissolution of committees;
- Periodically evaluate and recommend to the Board an appropriate member of the Audit Committee of the Board to serve as the "audit committee financial expert" as determined in accordance with the rules and regulations of the SEC; and
- Recommend to the Board persons to be members and chairpersons of the various committees.
- Periodically review the self-evaluation processes of the committees of the Board and recommend changes as appropriate.

Conflicts of Interest

- Establish, review and monitor the Company's Code of Business Conduct and Ethics;
- Evaluate the "independence" of directors and director nominees against the independence requirements of the NASDAQ rules, applicable rules and regulations promulgated by the SEC and other applicable laws;
- Consider and make recommendations regarding questions of possible conflicts of interest of members of the Board and of corporate officers; and
- Review actual and potential conflicts of interest of members of the Board and corporate officers, and clear any involvement of such persons in matters that may involve a conflict of interest.

In performing its responsibilities, the Committee shall have the authority to form and delegate authority to subcommittees when appropriate and to hire and obtain advice, reports or opinions from internal or external counsel and expert advisors.

MEETINGS:

The Committee shall meet at least once each year and more frequently as circumstances may require. The Committee may establish its own schedule, which it will provide to the Board in advance.

MINUTES:

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

REPORTS:

Consistent with the Committee's Charter, the Committee shall make regular reports to the Board of actions taken at its meetings.

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.
