

**CHARTER FOR THE  
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF RHI ENTERTAINMENT, INC.**

**PURPOSE:**

The Nominating and Corporate Governance Committee (the "Committee") shall nominate candidates for the Board of Directors (the "Board") of RHI Entertainment, Inc. (the "Corporation").

**MEMBERSHIP:**

The Committee shall consist of such number of directors of the Corporation as is determined from time to time by the Board. Pursuant to the Nasdaq listing requirements, at least one director shall be considered independent at the closing of the Company's initial public offering (the "IPO"), at least a majority of directors shall be considered independent within ninety days of the IPO and all of the directors shall be considered "independent" within one year of the IPO. The members of the Nominating Committee are appointed by and serve at the discretion of the Board.

**RESPONSIBILITIES:**

The Committee will exercise oversight with respect to the nomination of candidates for the Board in such fashion as delineated in the Corporation's Bylaws, as amended from time to time, and as determined from time to time by the Board. The Committee may delegate to any one or more of the Committee any of the power granted to the Committee by the Board, subject to any limitations that may be imposed by the Board.

The Committee will review the qualifications and independence of the members of the Board and its various committees on a regular basis and make any recommendations the Committee members may deem appropriate from time to time concerning any changes in the composition of the Board and its committees. The Committee will also recommend to the Board the corporate governance guidelines and standards regarding the independence of outside directors applicable to the Corporation. The Committee will also review such guidelines and standards and the provisions of the Committee charter on a regular basis to confirm that such guidelines, standards and charter remain consistent with sound corporate governance practices and with any legal, regulatory or Nasdaq requirements. In addition, the Committee will monitor the Board and the Corporation's compliance with any commitments made to regulators or otherwise regarding changes in corporate governance practices and will lead the Board in its annual review of the Board's performance.

Any action by the Committee shall require the majority approval of the Committee

**MEETINGS:**

The Committee shall hold an annual meeting, which the Corporation's management shall not attend, to discuss corporate governance matters and issues. The Committee will also meet from time to time as necessary to carry out the responsibilities described above, but no less than two times per fiscal year (including such annual meeting).

**MINUTES:**

The Committee may, but shall not be required to, maintain written minutes of any of its meetings, which minutes will be filed with the minutes of the meetings of the Board.