

TREE.COM, INC.
NOMINATING COMMITTEE CHARTER

AUGUST 2008

PURPOSE

The Nominating Committee (the “Committee”) is appointed by the Board of Directors of Tree.com, Inc. (the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board and management’s performance; and (4) to recommend to the Board director nominees for each committee.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than two members. The members of the Committee shall meet the independence requirements of the NASDAQ Stock Market, Inc. Marketplace Rules. These membership requirements shall be subject to exemptions, phase-in provisions, and cure periods permitted by the rules of NASDAQ and the Securities and Exchange Commission (the “SEC”), as in effect from time to time.

The members of the Committee shall be “Qualified Directors,” as defined in the Spinco Agreement dated May 13, 2008, filed as an exhibit to the Company’s Form 10 under the Securities Exchange Act of 1934.

The members of the Committee shall be appointed annually, and vacancies filled or members removed by the Board. One member of the Committee shall be appointed as its Chairman by the Board. Committee members may be replaced by the Board. A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board. The Committee may delegate authority to individuals or subcommittees when it deems appropriate.

MEETINGS

The Committee shall meet as often as necessary to carry out its responsibilities. The Chairman shall preside at each meeting and, in the absence of the Chairman, one of the other members of the Committee shall be designated as the acting chair of the meeting. All meetings of the Committee shall be held pursuant to the By-laws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved at the immediately following meeting, shall be duly filed in the Company records.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall (a) assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board the director nominees for the next annual meeting of shareholders; (b) recommend

to the Board the Corporate Governance Guidelines applicable to the Company; (c) lead the Board in its annual review of the Board and management's performance; and (4) recommend to the Board director nominees for each committee.

2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
3. The Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
4. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
5. The Committee shall receive comments from all directors regarding corporate governance matters and other matters within the scope of authority of the Committee and report its activities to the Board at regularly scheduled Board meetings.
6. The Committee shall review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
7. The Committee may form and delegate authority to individuals or subcommittees when appropriate.
8. The Committee shall make regular reports to the Board.
9. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.