

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The primary objectives of the Nominating and Corporate Governance Committee are to assist the Board of Directors by (i) identifying individuals who are qualified to become directors of Chromcraft Revington, Inc. (the "Company"), (ii) recommending to the Board the director nominees for election at each annual meeting of stockholders, (iii) recommending to the Board any matters relating to the structure, authority and membership of the Board's committees, (iv) developing and recommending to the Board corporate governance guidelines applicable to the Company as well as matters of corporate governance generally, and (v) overseeing the evaluation of the Board of Directors and the Board's committees.

II. RESPONSIBILITIES

The Nominating and Corporate Governance Committee's primary responsibilities include:

- Leading the search to identify individuals qualified to become members of the Company's Board of Directors, reviewing possible candidates for election to the Board of Directors and recommending to the Board of Directors the director nominees to be elected at each annual meeting of stockholders.
- Making recommendations to the Board of Directors regarding the size and composition of the Board and developing and recommending to the Board qualifications for the selection of individuals to be considered as candidates for election as directors of the Company.
- Reviewing and making recommendations to the Board of Directors regarding the structure, authority and membership qualifications of the Board's committees. The Committee shall make recommendations annually to the Board regarding the directors to serve as members of each committee and shall recommend committee members to fill vacancies as needed.
- Developing and recommending to the Board of Directors corporate governance guidelines applicable to the Company. The Committee shall review the guidelines on an annual basis, or more frequently if appropriate, and recommend changes to the Board as necessary.

- Confirming that the Company's officers have made the required certifications, if any, to the principal securities exchange or market on which the Company's common stock is traded.
- Reviewing and recommending to the Board of Directors any changes to the Company's Code of Business Conduct and Ethics. The Committee shall ensure that both the Company's senior management and independent registered public accounting firm report annually to the Board of Directors on corporate-wide adherence to the Company's Code of Business Conduct and Ethics.
- Developing and recommending to the Board of Directors an annual self-evaluation process for the Board and its committees. The Committee shall oversee the annual self-evaluations.
- Assuring that an evaluation of the executive management of the Company occurs annually.
- Reviewing and assessing this charter and recommending any changes to the Board of Directors.
- Performing other activities that the Board of Directors deems necessary or advisable.

III. MEMBERSHIP AND ORGANIZATION

- The Committee shall consist of at least three members of the Board of Directors as the Board shall determine from time to time in its discretion. Each Committee member shall satisfy the director independence requirements as determined from time to time by the principal securities exchange or market on which the Company's common stock is traded.
- The members of the Committee shall be appointed by the Board of Directors and shall serve until their respective successors are selected or until their earlier death, resignation or removal. Unless a Chairperson is selected by the Board of Directors, members of the Committee shall elect a Chairperson by a majority vote of the entire Committee. Committee members shall serve at the pleasure of the Board and may be removed, with or without cause, by a majority vote of the directors present at a meeting of the Board of Directors.
- The Committee may delegate its authority to a subcommittee or subcommittees.
- The Committee shall make reports to the Board of Directors of material actions taken by it.

IV. MEETINGS

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. The Chairperson of the Committee shall preside at each Committee meeting. The Chairperson or any member of the Committee may call a meeting of the Committee upon notice to each other member at least forty-eight hours prior to the meeting. Any Committee member may waive notice of a meeting. A majority of the entire Committee shall constitute a quorum for any meeting. If a quorum is present at a Committee meeting, a majority vote of the members present at such meeting shall be required to approve any action of or to decide any question brought before the Committee.

V. ADVISORS

The Committee shall have the exclusive authority to retain (including authority to approve fees and other retention terms), at the expense of the Company, and to terminate any search firms which may be used to identify director candidates, as well as to retain any consulting, legal and other advisors as its deems appropriate.

VI. PERFORMANCE REVIEW

The Committee shall conduct and present to the Board an annual performance evaluation of the Committee.

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