

**CHARTER OF THE
GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
OF FURNITURE BRANDS INTERNATIONAL, INC.**

(As adopted August 4, 2009)

I. PURPOSE

The Governance and Nominating Committee (“Committee”) of the Board of Directors (the “Board”) of Furniture Brands International, Inc. (the “Company”) provides oversight on a broad range of issues surrounding the composition and operation of the Board, including identifying individuals qualified to become Board members, recommending to the Board director nominees for the next Annual Meeting of Stockholders, and recommending to the Board a set of governance principles applicable to the Company. The Committee also provides assistance to the Board in the areas of Committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices.

II. MEMBERSHIP

Members of the Committee and the Chairman shall be appointed by the Board upon the recommendation of the Governance and Nominating Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements referred to in the paragraph below.

The Committee shall consist of three or more non-employee directors all of whom shall satisfy the independence requirements of the New York Stock Exchange, any applicable Company policy or guidelines, and any applicable laws, rules and regulations.

III. MEETINGS

In all respects, the provisions in the Company’s Corporate Governance Guidelines as they relate to the Committee meeting process generally are incorporated into and made a part of this Charter.

IV. RESPONSIBILITIES

The Committee has the following duties and responsibilities:

Role, Composition and Structure of the Board –

1. Periodically review and recommend changes to the size of the Board
2. Continually assess the composition and needs of the Board as a whole
3. Establish and recommend to the Board director qualifications and criteria
4. Actively consider, recruit and qualify candidates to fill positions on the Board
5. Review suitability of existing directors for continued service
6. Recommend nomination or re-nomination of directors
7. Define criteria for Director independence and committee membership

Role, Composition and Structure of the Committees –

8. Assess appropriateness of Board committees
9. Recommend changes in committees' purpose, size and membership criteria
10. Recommend Chairmen and members of each Board committee
11. Recommend directors to fill any vacancy that might occur on a committee
12. Review annually individual qualifications of committee members for compliance with the regulatory requirements

Corporate Governance Issues, Emerging Trends and “Best Practices” –

13. Monitor corporate governance issues and emerging trends
14. Review Corporate Governance Guidelines at least annually
15. Reviews stockholder proposals relating to corporate governance matters
16. Make recommendations on the frequency, content and structure of Board meetings
17. Makes recommendations on executive sessions of non-management directors
18. Review periodically the Company's Certificate of Incorporation and Bylaws
19. Review periodically the Company's Preferred Stock Purchase Rights Plan
20. Review and approve outside board service of CEO or other executive officers

Director Compensation –

21. Review from time to time the compensation (fees and equity awards) for the non-employee directors, for Board approval

Evaluation of the Board and Committees –

22. Annually conduct and analyze an evaluation of the full Board
23. Recommend and monitor improvement in Board processes
24. Conduct its own annual self-evaluation
25. Review the results of the self-evaluations of the other committees

Other Duties–

26. Review any potential conflict of interest or related party transactions
27. Develop and oversee an orientation program for newly elected Board members
28. Develop and oversee continuing education programs for Directors
29. Undertake all responsibilities delegated in the Corporate Governance Guidelines
30. Review and approve policies on important stockholder issues and proposals
31. Review and approve the corporate governance sections of the proxy statement
32. Review director liability and indemnification and director liability insurance
33. Review and assess policies on insider trading, corporate disclosure, and reporting of material violations of securities laws and fiduciary obligations
34. Oversee policies on stockholder relations issues and political contributions
35. Review the Company's Code of Corporate Conduct and recommend any proposed changes to the Board for approval
36. Review and approve the philanthropic and civic policies and activities of the Company

37. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval
38. Perform such other functions as assigned to the Committee by law, the Company's charter or bylaws, or by the Board

V. GENERAL

The Committee shall have the sole authority to retain, approve fees for, and terminate counsel, expert advisors and consultants, including search firms used to identify director candidates, as are deemed necessary. The Committee will have a clear understanding with such counsel, advisor or consultant, that they are accountable to the Committee, and it is the Committee that has the ultimate authority in deciding to engage, evaluate, and terminate their services, if appropriate.

The Committee may, in its discretion and as appropriate, allow delegation of authority to a subcommittee. All decisions made under delegated authority shall be reported to the full Committee at its next meeting.