

Gilman Ciocia, Inc.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

There shall be a committee of the board of directors (the "Board") of Gilman Ciocia, Inc. (the "Company") to be known as the Corporate Governance and Nominating Committee (the "Corporate Governance and Nominating Committee"). The Corporate Governance and Nominating Committee's purpose is:

1. To recommend to the Board candidates to be nominated for election as directors by the stockholders at the Company's annual meeting and, if the Board so requests, to recommend to the Board candidates to fill vacancies in the Board occurring between the annual meetings of stockholders.
2. To develop the Company's Corporate Governance Guidelines for approval by the Board, and to periodically review and recommend updates to the Corporate Governance Guidelines, as appropriate.
3. To recommend appropriate Board and Board Committee structures, Board compensation and Board membership, including the removal of Board directors, as necessary, and the appointment and compensation of the Lead Director.
4. To see that proper attention is given, and effective responses are made, to stockholder concerns regarding corporate governance.

Composition

The Corporate Governance and Nominating Committee shall have at least three members, each of whom must be independent as defined under Rule 4200(a)(15) of The Nasdaq Stock Market and who would qualify as a "non-employee director" under Rule 16b-3 of the Securities Exchange Act of 1934 ("Exchange Act").

The members of the Corporate Governance and Nominating Committee shall be appointed by the Board after reviewing the recommendations by the Corporate Governance and Nominating Committee. The members of the Corporate Governance and Nominating Committee will serve at the discretion of the Board. The Board shall designate one member of the Corporate Governance and Nominating Committee as its chairperson.

Duties and Responsibilities

The following are the duties and responsibilities of the Nominating and Corporate Governance Committee:

1. To make recommendations to the Board from time to time as to changes that the Corporate Governance and Nominating Committee believes to be desirable to the size of the Board or any committee thereof .
2. To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Corporate Governance and Nominating Committee shall recommend to the Board a nominee to fill such vacancy either through appointment by the Board or through an election by the stockholders. In recommending candidates, the Corporate Governance and Nominating Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of a comparable size, the interplay of the candidate's experience with that of the other Board members, the extent to which a candidate would be a desirable addition to the Board and any committees of the Board and whether or not the candidate would qualify as an “independent director” under applicable listing standards and the Sarbanes-Oxley Act of 2002 and any related SEC regulations. The Corporate Governance and Nominating Committee may consider candidates proposed by management or by stockholders, but is not limited to such candidates.
3. To establish procedures for the director nomination process and recommend nominees for election or appointment to the Board.
4. To develop and recommend to the Board standards to be applied in making determinations as to the absence of relationships between the Company and its subsidiaries and a director which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
5. To recommend to the Board the assignment of directors to committees of the Board, and to identify Board members qualified to fill vacancies on any committee of the Board, to ensure that committee membership complies with the requirements of applicable laws and listing standards. Such recommendations shall take into account the experience, availability and preferences of the directors, as well as input from the Lead Director and the Chief Executive Officer of the Company.
6. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, to make a recommendation to the Board, if applicable, as to the class of directors in which the individual should serve.
7. To establish procedures for the Corporate Governance and Nominating Committee to exercise oversight of the evaluation of the Board.
8. To develop and recommend to the Board a set of corporate governance principles applicable to the Company and to review those principles at least once per year.

9. To conduct a preliminary review of director independence and the financial literacy and expertise of members of the Audit Committee of the Board and nominees who may be asked to serve on the Audit Committee, and make recommendations to the Board relating to such matters.
10. To review stockholder proposals in conjunction with the Chief Executive Officer and to recommend Board responses.
11. To oversee the annual self-evaluation of the Board and its committees.
12. To review claims for permissive indemnification of any officer or director of the Company under the Company's Certificate of Incorporation, or Bylaws, or under Delaware or applicable law.
13. Any other responsibilities expressly delegated to the Corporate Governance and Nominating Committee by the Board from time to time relating to the nomination of Board and committee members or governance issues.

Corporate Governance and Nominating Committee Performance Evaluation

The Corporate Governance and Nominating Committee shall produce and provide to the Board on an annual basis a performance evaluation of the Corporate Governance and Nominating Committee's performance of its duties under this charter. The evaluation shall also include any recommendations to improve the charter of the Corporate Governance and Nominating Committee. The performance evaluation shall be conducted in such a manner as the Corporate Governance and Nominating Committee deems appropriate.

Meetings

The Corporate Governance and Nominating Committee shall meet as necessary or at such times as determined by the Corporate Governance and Nominating Committee chairperson. Meetings may be conducted in whole or in part by telephone conference call or similar means. The Corporate Governance and Nominating Committee may act by unanimous written consent in its discretion. The Corporate Governance and Nominating Committee shall meet separately and periodically with management. The Company shall make available to the Corporate Governance and Nominating Committee at its meetings and otherwise, such individuals and entities as may be requested from time to time by the Corporate Governance and Nominating Committee, such as the President and Chief Executive Officer, Chairman of the Board, Chief Financial Officer and other members of management, inside and outside counsel.

Delegation

Any duties and responsibilities of the Corporate Governance and Nominating Committee may be delegated by the Corporate Governance and Nominating Committee to one or more members of the Corporate Governance and Nominating Committee or a subcommittee of the Corporate Governance and Nominating Committee

Resources and Authority

The Corporate Governance and Nominating Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. The Corporate Governance and Nominating Committee may, at its discretion, also review the choice of any consultants or other experts recommended by management for the purpose of reviewing Board compensation.

Minutes and Reports

Minutes of each meeting will be kept and distributed to each member of the Nominating and Corporate Governance Committee and to the General Counsel of the Company. The chairperson of the Nominating and Corporate Governance Committee (or any acting chairperson in the absence of the chairperson) will report to the Board at each meeting.

Dated: December 14, 2007