

**CHARTER FOR THE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF MAKEMUSIC, INC.**

I. PURPOSE

The Governance Committee (the “Committee”) shall report to and assist the Board of Directors (the “Board”) with regard to matters relating to the selection of candidates for and the tenure of the members of the Board of Directors of MakeMusic, Inc. (the “Company”); for developing and recommending to the Board a set of Principles of Corporate Governance for the Company; and for overseeing and carrying out policies and processes that enhance the effective and efficient governance of the Company.

II. ORGANIZATION AND MEMBERSHIP

The Committee will consist of two or more directors, each of whom shall be independent as determined by the Board in its business judgment. The definition of “independence” for purposes of selecting Committee members shall be that contained in the Company’s Principles of Corporate Governance as adopted by the Board. Committee members shall be appointed and removed by the Board. Such appointment and removal may be upon recommendation by the Committee.

The Committee Chair shall be elected by the Board. In the absence of the Board’s election of a Chair, the Committee shall elect a Chair by majority vote of the Committee members. The Chair of the Committee shall conduct the meetings as well as represent the Committee to the Company’s Board.

III. RESPONSIBILITIES

To fulfill its responsibilities and duties hereunder, the Committee shall:

A. Nominating Functions

- Identify, seek and recommend to the Board individuals who are qualified to become Board members, whether such nomination is for election at a meeting of shareholders or to fill any vacancy, however created, in the Board, except that if the Company is legally required by contract or otherwise to provide third parties the ability to nominate directors, the selection and nomination of such directors need not be subject to the Committee process. In nominating candidates, the Committee shall act in accordance with this charter, the Company’s Principles of Corporate Governance, and the Committee’s Policies for Director Nominations and Shareholder Proposals, as well as take into consideration factors as it deems appropriate.
- Develop, recommend to the Board, and review on an ongoing basis criteria and policies for the nomination, evaluation, election and reelection of Board members and the Chairman of the Board, including statements of skills and personal attributes to be used as a guideline for recruitment and election of Board members included in the Committee’s Policies for Director Nominations and Shareholder Proposals and elsewhere.
- Consider any nominations of director candidates validly made by shareholders.

- Establish policies for, and oversee coordination generally of Board development and training and orientation of new directors.
- Identify and recommend to the Board election of members who bring a needed competency to any committee, including the Committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of such committee, if any, as well as any other factors it deems appropriate.
- Carry out other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

B. Corporate Governance Functions

- Develop, recommend to the Board, and review on an ongoing basis policies and processes designed to provide for effective and efficient governance, including but not limited to the Company's Principles of Corporate Governance; policies for succession planning for persons serving as directors, senior management and Chief Executive Officer; the Company's corporate compliance program; and committee charters (provided that amendments to committee charters may be based on recommendations of the applicable committee). The Company's Principles of Corporate Governance shall include at a minimum the following subjects: (i) director qualification standards, (ii) director and committee responsibilities, (iii) director access to management and, as necessary and appropriate, independent advisors, (iv) director compensation, (v) director orientation and continuing education, (vi) senior management succession and development, and (vii) annual performance evaluation of the Board and committees.
- Review, at least annually, the Company's compliance with all applicable corporate governance requirements, including director independence, and report to the Board regarding the same.
- Conduct a regular review of the corporate bylaws and make recommendations for changes thereto to the full Board.
- Review periodically the Company's Code of Ethics and violations or waivers therefrom, and promote awareness and education of Board members of the Company's Code of Ethics (provided, however, that review of the financial reporting and internal control portions of the Code of Ethics shall be conducted by the Audit Committee).
- Consider questions of possible removal of Board members in accordance with corporate policy, conflicts of interest, for cause or other reasons, as such questions arise.
- Upon the request of the Board, develop and recommend criteria for the evaluation of Board and committee performance, including performance of the Committee, assist the Board in evaluating the same, and counsel members if improvement is needed in their attendance or other aspects of performance.
- Cooperate with the Board to address, as necessary, succession planning for directors, the Chief Executive Officer and members of senior management. Senior management shall be defined as any officer who reports directly to the Chief Executive Officer and any

other officer of the Company or its subsidiaries so designated by the Chief Executive Officer.

- Evaluate shareholder proposals and recommend response to the Board or, where the content of the proposal wholly or primarily relates to the area of expertise of another Board committee, delegate evaluation of the proposal to the appropriate committee.
- Carry out other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to corporate governance.

IV. AUTHORITY

The Committee shall have the authority, as and when it shall determine to be necessary or appropriate to the functions of the Committee, to:

- Have full and independent access to Company management and personnel, provided that the Committee shall provide prior notice to at least one of the persons serving as Chief Executive Officer or Chief Financial Officer of its intention to interview personnel.
- Request from any persons serving as Chief Executive Officer or Chief Financial Officer, and rely upon, advice and information, orally or in writing, concerning the Company's business operations and financial information relevant to the functions of the Committee.
- At the expense of the Company, retain legal counsel (which may be, but need not be, the regular corporate counsel to the company) and other consultants and advisors to assist it with its functions, provided, however, that the Committee shall provide notification of any such engagement to at least one of the persons serving as Chief Executive Officer or Chief Financial Officer prior its commencement. The Committee shall have authority to approve such advisors' fees and other retention terms, provided, however, that to the extent the Committee determines to spend in excess of \$10,000 during any fiscal year on such consulting assistance, it shall seek preapproval from the Board of such excess expenditures. The Committee shall have sole authority to terminate its relationship with any advisor that it retains.
- Incur ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's responsibilities.
- Take all action appropriate to the performance of the Committee's duties, including, to the extent permissible under applicable laws and regulations, delegation of Committee responsibilities to subcommittees, provided, however, that any such subcommittee to which any responsibilities are delegated shall report regularly to the Committee regarding the matters delegated.

IV. MEETINGS AND MINUTES

The Committee shall meet in person or electronically no fewer than two times per year, and as many additional times as the Committee deems necessary. As necessary or desirable, the Committee may request that members of management or others, including the Company's advisors, be present at meetings of the Committee.

The Committee will maintain written minutes of its meetings. Such minutes shall be provided to the Board of Directors, and filed with the minutes of the meetings of the Board of Directors.

VI. MANAGEMENT COOPERATION

Management of the Company shall cooperate with the Committee and render to the Committee such assistance as it shall request for the purpose of carrying out its functions.