

FFD FINANCIAL CORPORATION

CHARTER OF THE NOMINATING COMMITTEE

PURPOSE

The purpose of the Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of FFD Financial Corporation (the “Company”) shall be to identify and screen individuals to become members of the Board; receive and evaluate recommendations for potential Board members from shareholders; recommend to the Board the slate of director nominees to be elected by shareholders; recommend directors to be elected by the Board to fill any vacancies; and handle other matters as the Board deems appropriate.

MEMBERS

The Committee shall consist of at least three members, all of whom must qualify as independent directors (“Independent Directors”) under the listing standards of the The NASDAQ Stock Market and other applicable rules and regulations.

The members of the Committee shall be appointed by the Board. The members shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed and qualified. No member of the Committee shall be removed except by majority vote of the Independent Directors of the Board then in office.

RESPONSIBILITIES

The Committee’s principal responsibilities are to:

1. Identify and evaluate prospective candidates for the Board, including those individuals recommended by shareholders. Individuals recommended by shareholders shall be evaluated equally and using the same criteria as individuals nominated by the Board, the Committee, management or other sources. In selecting nominees, the Committee may consider whether a current Board member wishes to be re-elected and, if a new nominee is needed, the skills and experience desired in a new director, such as community involvement, marketing or sales experience, financial expertise, business experience, technological knowledge or business development expertise. The Committee shall look for candidates who, both individually and as a group,:
 - a. meet the Company’s strategic needs and will be most effective in meeting the long term interests of the Company and its shareholders;

- b. possess the highest personal values, judgment and integrity;
 - c. have an understanding of the regulatory and policy environment in which the Company operates; and
 - d. have diverse experience in the key business, financial and other challenges that face the Company.
2. Recommend to the Board a slate of potential nominees to be proposed at the Company's annual meeting of shareholders, including the nomination of incumbent directors for re-election, as appropriate.
3. Consider and recommend to the Board the appropriate size of the Board and retirement and other tenure policies for directors.
4. Review the structure and compositions of the Board's other committees and make recommendations to the Board with respect to such matters.
5. Review directorships in other public companies held by or offered to directors of the Company.
6. Evaluate annually the performance of the Committee and the adequacy of the Committee's charter.
7. Review senior management membership on outside boards.
8. Adopt, as the Committee deems necessary, policies and procedures regarding the nominations process.

OUTSIDE ADVISORS

The Committee shall have the authority to retain such outside counsel, experts, and other advisors, including search firms to identify director candidates, as it determines appropriate to assist it in the full performance of its functions.

MEETINGS

The Committee shall meet as often as it deems necessary or appropriate and at such times and places as it may determine. A majority of the Committee shall constitute a quorum. The Committee may invite to meetings or exclude from meetings, in its discretion, any members of management, other directors, consultants or other persons as it deems necessary or desirable to provide the information the Committee needs to carry out its duties and responsibilities. Meetings of the Committee may be held through any communications equipment if all persons participating can hear each other, and participation in a meeting pursuant to this provision shall constitute presence at such meeting. Minutes shall be kept and provided to the Board. The Committee shall make reports to the Board on its activities at such times as the Committee deems appropriate.