

Vion Pharmaceuticals, Inc.

Nominating and Governance Committee

Purpose

The Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Vion Pharmaceuticals, Inc. (the “Company”) is established for the purposes of (i) assisting the Board in its selection of individuals as nominees for election to the Board at meetings of the Company’s stockholders and/or to fill any vacancies or newly created directorships on the Board and (ii) assisting the Board in its oversight of the corporate governance of the Company.

Committee Membership

The Committee shall consist of no fewer than two (2) members. The members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”). The members of the Committee will be recommended for appointment by the Board. Committee members serve at the pleasure of, and may be replaced at any time by, the Board. All vacancies will be filled by the Board.

Committee Authority and Responsibilities

A. Authority and Responsibilities Relating to Nominations

1. The Committee shall develop and revise as appropriate, selection criteria for Board nominees which reflect the Company’s commitment to recruiting directors who have personal and professional integrity, experience with businesses and other organizations of comparable size or in related industries, a college or professional degree, demonstrated exceptional ability and judgment, the ability to act in the best interests of the Company’s stockholders and who shall be effective, in conjunction with the other nominees and directors, in collectively serving the long-term interests of the Company and its stockholders. The Committee may also consider the number of boards and committees on which a potential nominee serves and whether such potential nominee would contribute to the overall diversity of the Board.

2. The Committee shall seek, interview and screen (including conducting appropriate background checks) individuals qualified to become Board members for recommendation to the Board and to evaluate such individuals using the Committee’s selection criteria.

3. The Committee shall develop lists of desirable director nominees and share information concerning the potential nominees and the process with the Board, soliciting input from other Board members.

4. The Committee shall recommend to the Board, for its selection, those qualified individuals, consistent with criteria approved by the Committee, as the

Committee shall deem appropriate (i) as nominees for election to the Board at the next annual meeting of the stockholders of the Company or (ii) to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Committee should endeavor to assure that the Board contains a majority of directors who meet the independence requirements of Nasdaq.

5. The Committee shall develop a process for stockholders to submit nominees and evaluate the qualifications of nominees submitted by the Company's stockholders (using the same selection criteria the Committee uses to evaluate other potential nominees).

6. The Committee shall have the sole authority to retain and terminate, on behalf of the Company, any search firm for the purpose of assisting the Committee in identifying candidates for Board membership and to approve the fees and other retention terms of any search firm. The Committee also shall have the authority to retain at Company expense (if applicable), and to obtain advice and assistance from legal, accounting and other advisors in connection with the performance of its duties and responsibilities. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors retained by the Committee and of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

B. Authority and Responsibilities Relating to Corporate Governance

1. The Committee shall recommend for approval by a majority of directors who meet the independence requirements of Nasdaq, a process for collecting and organizing communications to the Board from stockholders and deciding which communications will be relayed to the Board.

2. The Committee shall review and report to the Board regarding any questions of possible conflicts of interest and related transactions involving Board members or members of senior management of the Company, including, but not limited to related party transactions required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the Securities and Exchange Commission.

3. The Committee shall periodically review the functions of the senior officers of the Company and make recommendations to the Board regarding changes it may deem necessary.

4. The Committee shall review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

C. Other Authority and Responsibilities

1. The Committee shall report at least annually to the Board.

2. The Committee shall annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for its consideration as and where appropriate.

3. The Committee shall annually review and evaluate the Committee's own performance.

4. The Committee shall perform such other duties as the Board may from time to time direct or as may be required by, or as the Committee shall deem appropriate under, applicable laws, rules and regulations.

5. So long as in compliance with applicable law and Nasdaq rules, the Committee may form and delegate authority to any subcommittee comprised solely of Committee members who meet the independence requirements of Nasdaq.

6. The Committee shall have such other authority as shall be necessary or appropriate to effectuate its purposes as set forth in this Charter.

Amendment

This charter may be amended from time to time by the Board.

Last reviewed and re-affirmed: March 13, 2008