



AUDIT COMMITTEE CHARTER

(As of September 28, 2004)

1. Purpose

The Audit Committee shall be appointed by the Board of Directors (the "Board") for the purpose of assisting the Board in its oversight of (1) the integrity of the financial statements of iVillage Inc. and its subsidiaries (the "Company"), (2) the Company's compliance with legal and regulatory requirements, (3) the qualifications and independence of the Company's external auditors (the "Independent Auditor"), (4) the performance of the Company's Independent Auditor, and (5) the Company's internal control over financial reporting.

The Audit Committee will fulfill these responsibilities by carrying out the activities enumerated in Section 3 of this Charter. The Audit Committee's function shall be one of oversight only and shall not relieve the management of the Company ("Management") of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and condition, nor the Independent Auditor's responsibilities relating to the audit or review of the Company's financial statements. The Audit Committee shall not provide any special assurance as to the Company's financial statements or any professional certification.

2. Membership and Advisors

The Audit Committee shall be comprised of three or more members of the Board, each of whom shall have been affirmatively determined in the business judgment of the Board to qualify as an independent director under the corporate governance rules of The Nasdaq Stock Market, Inc. ("NASDAQ"), including without limitation NASDAQ Marketplace Rule 4350(d)(2), as such may be amended from time to time. Each member also shall meet the criteria set for in Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The members of the Audit Committee shall be elected by and serve at the pleasure and discretion of the Board. The Board shall designate the Chairperson of the Audit Committee, provided that if the Board does not so designate a Chairperson, the members of the Audit Committee, by majority vote, may designate a Chairperson.

Each member of the Audit Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement, and shall otherwise comply with the financial literacy requirements of the NASDAQ, including NASDAQ Marketplace Rule 4350(d)(2). At least one member of the Audit Committee shall be affirmatively designated by the Board in its business judgment to be an "audit committee financial expert" as such term is defined by the rules and regulations of the Securities and Exchange Commission ("SEC").

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors to advise the Audit Committee (collectively, the "Advisors"). The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of such Advisors' service fees. Any communications between the Audit Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Audit Committee will take all necessary steps to preserve the privileged nature of those communications.

The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or Independent Auditor to attend a meeting of the Audit Committee or to meet with any members of, or Advisors to, the Audit Committee. At the discretion of the Audit Committee, and as part of its responsibility to foster open communication, it may meet with its Advisors, the Independent Auditor and individual members of Management and other personnel in executive sessions to a meeting or by separate appointment.

From time to time, members of the Audit Committee may attend, and are encouraged to attend, at the Company's expense, educational programs and seminars designed to educate, inform and update them about legal, NASDAQ and accounting rules, regulations, pronouncements, requirements and developments which they deem at their discretion necessary or desirable for purposes of fulfilling their responsibilities as members of the Audit Committee.

3. Responsibilities and Duties

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

Independent Auditor

1. Appoint, approve compensation for, replace, retain and evaluate the performance of, the Independent Auditor.
2. Review the engagement letter by and between the Independent Auditor and the Company.
3. Discuss with Management the competence and performance of the Independent Auditors and consider such comments when determining whether to replace or retain an Independent Auditor.
4. Review and resolve any significant disputes between Management and the Independent Auditor that arise in connection with the preparation of the Company's audited financial statements.
5. Review the plan for and scope of the audit and related services, and pre-approve all audit and permissible non-audit services (including fees and terms thereof), to be performed for the Company by the Independent Auditor, subject to the de minimus exception for non-audit services described in Section 10(A)(i)(1)(B) of the Exchange Act that may be approved by the Audit Committee prior to completion of the services.
6. Confirm that the proposed audit engagement team from the Independent Auditor satisfies applicable auditor rotation rules, including the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit.
7. Recommend to the Board policies for the Company's hiring of employees or former employees of the Independent Auditor who have participated in any capacity in an audit of the Company.
8. Receive periodic reports from the Independent Auditor regarding their independence consistent with Independence Standards Board Standard No. 1 and applicable law.

Financial Reporting and Compliance

9. Review the annual audited and quarterly financial statements and discuss with Management and the Independent Auditor the audited financial statements and the following:
 - a. any major issues regarding the accounting and auditing principles and practices;
 - b. the selection, application and disclosure of the critical accounting policies and practices used;
 - c. the adequacy of internal controls that could significantly affect the financial statements; and
 - d. the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in its periodic reports.

10. Review analyses prepared by Management setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
11. Obtain assurance from the Independent Auditor that it has reviewed the Company's quarterly financial reports within the meaning of the procedures set forth in Statement on Auditing Standards No. 100 prior to the filing of the Company's Form 10-Q for each quarter.
12. Review and discuss with Management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies, if any. Such discussion may be general (consisting of a discussion of the types of information to be disclosed and the types of presentations to be made).
13. Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q regarding any significant deficiencies in the design or operation of internal controls or material weaknesses therein, and any fraud involving Management or other employees who have a significant role in the Company's internal controls.
14. Discuss with the Independent Auditor the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, relating to the conduct of the audit. Document that such discussion has taken place noting the date, participants and place of the discussion, but not the nature and scope of such discussion so that frank and open communication between the Audit Committee and the Independent Auditor may occur.
15. Review with Management, the Company's Legal Department and/or Advisors to the Audit Committee any legal matters that may have a material impact on the financial statements, the Company's compliance programs and policies and any material reports or inquiries received from regulators or governmental agencies.

Financial Reporting Processes, Accounting Policies, and Internal Control Structure

16. Review and discuss the periodic timely reports from the Independent Auditor required by Section 10A(k) of the Exchange Act regarding:
 - a. All critical accounting policies and practices to be used by the Company;
 - b. All alternative treatments of financial information within generally accepted accounting principles that have been discussed by Management and the Independent Auditor, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor; and
 - c. Other material written communication between the Independent Auditor and Management, including without limitation any Management letter or schedule of unadjusted differences.
17. Discuss with Management and the Independent Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
18. Discuss with Management the Company's major financial risk exposures and the steps taken by Management to monitor and control such exposures.
19. Review with the Independent Auditor, the Company's Chief Financial Officer, Controller and other senior financial and accounting personnel the adequacy and effectiveness of the internal controls of the Company.

20. Review any recommendations of the Independent Auditor, the Company's Chief Financial Officer, Controller and other senior financial and accounting personnel for the improvement of internal control procedures or particular areas where new or more detailed controls or procedures are desirable.
21. Review major changes to the Company's auditing and accounting principles and practices as recommended by the Independent Auditor, Chief Financial Officer, Controller, other senior financial and accounting personnel or Management.
22. Establish procedures for receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
23. Investigate any complaints received by the Company regarding accounting, internal accounting controls or auditing matters.
24. Review and approve all related-party transactions.
25. Review and approve any exceptions or waivers made to the Company's Code of Business Conduct and Ethics.
26. Review with the Independent Auditor any problems or difficulties the Independent Auditor may have encountered and any management letter provided by the Independent Auditor and the Company's response to such letter. Such review should include:
 - a. Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information;
 - b. Any changes required in the planned scope of the internal audit; and
 - c. The financial and accounting department responsibilities, budget and staffing.

In addition, the Audit Committee shall perform such other functions as required by the rules and regulations of the NASDAQ and SEC, the Company's Amended and Restated Certificate of Incorporation or By-Laws, the Board, or by other applicable law.

4. Committee Meetings

The Audit Committee will meet at least four times annually, or more frequently as circumstances dictate. Each regularly scheduled meeting will conclude with an executive session of the Audit Committee absent members of Management. Minutes or other records of each meeting of the Audit Committee shall be maintained.

5. Minutes, Materials and Reports

The Audit Committee will, to the extent deemed appropriate, record its summaries of recommendations to the Board in written form that will be incorporated as a part of the minutes of the Board. The Audit Committee will also prepare and sign a Report of the Audit Committee meeting the requirements of the rules and regulations of the SEC for inclusion in the Company's proxy statement for its annual meeting of stockholders.

6. Charter Review

The Audit Committee will review and reassess the adequacy of this Charter at least once per year and recommend any proposed changes to the Board. This review is initially intended to be conducted at the first Audit

Committee meeting following the Company's annual meeting of stockholders, but may be conducted at any time the Audit Committee desires to do so. In addition, the Company will publicly disclose this Charter (in its then current form) to the extent and in the manner required by the rules and regulations of the SEC.