**STRATEGIC DEVELOPMENT COMMITTEE**

**NETWORK-1 TECHNOLOGIES, INC.**

The Board of Directors of Network-1 Technologies, Inc. (the “Company”) has adopted this Charter ( the “Charter”) of the Strategic Development Committee( the “Committee”).

1. **Purpose and Reponsibilities.**

 The primary function of the Committee is to assist the Chairman and Chief Executive Officer in ongoing strategic development and planning and initiatives for the Company. To accomplish this function, the Committee will (i) identify potential strategic partners,(ii) identify the acquision of new IP assets and other strategic opportunities; and (iii) assist in capital markets related activities.

1. **Committee Membership**

 The Committee shall be comprised of no fewer than two members of the Board. At least one member of the Committee shall satisfy the independence requirements of the NYSE AMEX Company Guide as set forth in Section 803B(2) thereof.

Committee members shall be appointed by the Board. A Committee member may be removed by the Board at any time in its discretion, whereupon the resulting vacancy may be filled by the Board. The Committee’s chairperson shall be appointed by the Board.

1. **Meetings**

The Committee shall meet as frequently as circumstances dictate. Meetings may be conducted in whole or in part by telephone conference or electronic means. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and, if a quorum is present, any action approved by at least a majority of the members present shall represent the valid action of the Committee. If the Committee consists of two members, valid action may be taken by one member provided the other member has provided written authority to do so. The chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee may form subcommittees and delegate authority to them or to one or more of its members when appropriate. The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board..

**D. Committee Resources**

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company’s regular legal counsel or other advisors to the Company.