



Nominating Committee Charter

I. PURPOSE

The purpose of the Nominating Committee (the "Committee") is to assist the Board of Directors (the "Board") of 'mktg' (the "Company") by (1) identifying individuals qualified to become Board members, (2) recommending to the Board individuals for nomination as members of the Board and its committees, and (3) leading the Board and its committees in annual reviews of their performance.

II. COMPOSITION

The Committee shall consist of a minimum of two directors, each of whom shall satisfy the independence requirements of The Nasdaq Stock Market as in effect from time to time. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. The Board shall designate a Committee member as the chairperson of the committee, or if the board does not do so, the Committee members shall appoint a Committee member as Chair by a majority vote of the authorized number of Committee members.

III. RESPONSIBILITIES AND DUTIES

As a general matter, in order to fulfill its purpose, the Committee shall be responsible for carrying out all of the duties specified by this Charter and the various laws, rules and regulations applicable to the Committee. However, except as otherwise specified by such applicable laws, rules and regulations, the Committee's authority has been designed so as to maximize the flexibility of the Committee to supplement or deviate from its prescribed duties when the members of the Committee deem it necessary or appropriate, taken in light of the Committee's purpose and policy stated above, to do so.

Subject to all of the foregoing, it is specifically intended that the Committee shall:

1. Review and evaluate periodically the current composition, size, role and function of the Board and its committees and recommend any changes to the Board for its approval.
2. Lead the search for and identify individuals qualified to become members of the Board and recommend that the Board select such nominees to stand for election at the next meeting of shareholders of the Company in which directors will be elected.
3. Develop policy to evaluate and consider third party recommendations for director candidates.
4. In the event there is a vacancy on the Board or a Board committee, identify and recommend to the Board individuals qualified to become members of the Board or such committee.
5. Evaluate the qualifications and performance of incumbent directors and determine whether to recommend them for reelection to the Board.
6. Establish, articulate and periodically reevaluate qualifications, desired background, and selection criteria for directors, including independence standards in accordance with federal securities law and the rules of the Nasdaq National Market.
7. Develop and recommend to the Board for approval a process for annual self-evaluation of the Board and its committees and oversee the annual evaluation of the Board and its committees.
8. Review and reassess at least annually the adequacy of this charter and recommend any proposed changes to the Board for its approval.
9. Review annually and make recommendations to the Board regarding director orientation and continuing education.
10. Report regularly to the Board on the activities of the Committee.
11. Perform any other activities required by applicable law, rules or regulations, requested by the Board or otherwise deemed as necessary or appropriate by the Committee.



The Committee shall have the authority to delegate any of its responsibilities to a subcommittee, as the Committee may deem appropriate.

The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates or other advisors, including outside counsel and to obtain advice and assistance from management or other directors, as the Committee may deem appropriate. The Committee shall have sole authority to approve related fees and retention terms and the Company shall provide appropriate funding.

The Committee, in nominating candidates for election to the Board, shall have the authority to take into consideration such factors that it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations comparable to the Company, reputation in the business community, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and its committees.