

PLATO Learning, Inc. Marketing Committee Charter

Purpose

The Marketing Committee of the Board of Directors is organized pursuant to Section 3.13 of Article III of the By-laws of the Company, and shall have an understanding of the Education industry.

Organization

The Marketing Committee is comprised of a minimum of three (3) directors, as determined by the Board of Directors. In addition to the Committee members, the Chief Executive Officer will attend all meetings, except those when the Marketing Committee determines his attendance is not appropriate.

The Committee members and its chairman will be recommended by the Nominating & Governance Committee of the Board and will be appointed by the Board. The Board may fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time with or without cause.

The Committee shall have authority to retain consultants of its selection to advise it with respect to the Marketing programs.

The Committee members will be indemnified by the Company to the maximum extent provided under Delaware law.

Meetings

The Marketing Committee shall meet when scheduled by the Committee Chairman and/or the Chief Executive Officer and/or as circumstances dictate. A majority of the members of the Marketing Committee shall constitute a quorum for any meeting. Any action of a majority of the members of the Marketing Committee present at any meeting at which a quorum is present; or any action of the Committee if all of the Committee members have executed a written action in which the action is filed with the Corporate Secretary, shall be an action of the Marketing Committee.

Responsibilities

The responsibilities of the Marketing Committee are to:

1. Annually review and update this Charter periodically, as conditions dictate.
2. Advise management and the board with respect to the alignment of the company's strategies to the needs and opportunities in education by reviewing and discussing these topics:
 - a. Initiatives and funding directed by federal, state, and local education agencies that may affect the company's strategy;
 - b. Education leaders and organizations that influence decision making and preferences in the market;
 - c. Research and innovation to solve specific education improvement challenges;
 - d. Emerging education markets that may be appropriate for inclusion into the company's strategy; and
 - e. Forums and other venues for communicating the company's strategies and solutions to educators.
 - f. Review the alignment of R&D investments to the current and anticipated demand in the target markets.

3. Advise management and contribute ideas as appropriate to the development of important strategic accounts.
4. Advise management on appropriate and effective communication and marketing messages for key education constituencies such as teachers, principals, central office leaders, superintendents, school boards, union officials, grant foundations, college and university administrators, and faculty.
5. Perform other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this Charter, the Company's By-laws and applicable laws.
6. Prepare minutes of the Marketing Committee meetings containing information regarding actions, discussions and decisions taken at the meeting and submit to the Board of Directors at their next Board meeting.