

EDUCATIONAL DEVELOPMENT CORPORATION

NOMINATING AND GOVERNANCE COMMITTEE CHARTER (As adopted September 19, 2003)

Purpose

The Nominating and Governance Committee of the Board of Directors of the Company (the "Committee") shall:

- Identify individuals qualified to become members of the Board of Directors of the Company.
- Recommend to the Board of Directors candidates for election to the Board of Directors by the stockholders at the annual meeting of stockholders, including those nominees who are recommended by the stockholders of the Company.
- Conduct a self-evaluation of the performance of the Board of Directors.
- Review and set compensation for the members of the Company's Board of Directors.
- Develop, periodically review and recommend to the Board of Directors a set of corporate governance principles for the Company.
- Oversee compliance with the Code of Business Conduct and Ethics.

Membership

The Committee shall consist of not less than two directors. Each member shall meet the independence requirements of the listing standards of the Nasdaq Stock Market and applicable laws and regulations of the Securities and Exchange Commission. Committee members, including the Chairman of the Committee, shall be appointed by the Board of Directors on an annual basis upon the recommendation of the Committee and may be removed by the Board of Directors.

Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Committee shall report to the Board of Directors on a regular basis with respect to its activities.

Duties and Responsibilities

In addition to any other responsibilities that may be assigned from time to time by the Board of Directors, the Committee is responsible for the following duties:

Nominating

- Oversee searches for and identify qualified individuals for membership on the Company's Board of Directors.
- Establish criteria for membership on the Board of Directors and its committees and recommend individuals for membership on the Company's Board of Directors.
- Review periodically the size of the Board of Directors and the membership of each committee of the Board of Directors and recommend committee assignments to the Board of Directors, including rotation of committee members and committee Chairmen.
- Recommend annually to the Board of Directors an individual for election as Chairman of the Board and Chief Executive Officer.
- Review and recommend compensation, including stock option grants, for the members of the Board of Directors.
- Review and reassess periodically the adequacy of the Committee's charter and recommend any proposed changes to the Board of Directors for approval.
- Conduct an annual self-evaluation of the Committee's performance.

Governance

- Develop and recommend to the Board of Directors a set of corporate governance principles as may be deemed necessary by the Committee to ensure that the Company effectively protects and enhances shareholder value.

- Monitor the practices of the Board of Directors to ensure compliance with the Company's corporate governance principles.
- Evaluate annually the performance of the Board of Directors as a whole in order to increase the overall effectiveness of the Board of Directors and report the results of its evaluation to the Board of Directors.