

EXHIBIT B

Paradigm Holdings Inc.

GOVERNANCE AND NOMINATING COMMITTEE

I. Purpose of Committee

The purpose of the Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Paradigm Holdings Inc., (the “Company”) is to:

- 1) Identify and recommend individuals to the Board for nomination as members of the Board and its Committees; and
- 2) Develop and recommend to the Board a set of corporate governance principles applicable to the Company. The Company shall report to the Board on a regular basis, but not less than once a year.

II. Committee Membership

The Committee shall consist of three or more members of the Board, each of whom is “non-executive”. These standards shall include the definition of the NASDAQ for “independence.” The Board shall appoint the members of the Committee. Candidates to fill subsequent vacancies in the Committee shall be nominated by the Committee as set forth below and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

III. Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least once a year at a time and place determined by the Committee chairperson, with further meetings to occur or actions to be taken by unanimous written consent when deemed necessary or desirable by the Committee or its chairperson.

IV. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee.

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable with regard to the size of the Board or any Committee thereof.

2. To identify individuals believed to be qualified to become Board members, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by the stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors include: a general understanding of marketing, finance, the information technology industry, Paradigm Holdings Inc.'s business and other elements relevant to the success of the Company; the nominee's intelligence, integrity, judgment, foresight, personal character, experience and achievements; the overall composition of the Board; having the Board composed of a majority of non-executive directors; and representation of a diversity of backgrounds and expertise which are most needed and beneficial to the Board and the Company.
3. To develop and recommend to the Board standards to be applied in making determinations as to the absence of material relationships between the Company and a director.
4. To identify and recommend Board members qualified to fill vacancies on any committee of the Board including the Committee and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
5. Develop and recommend to the Board a set of corporate governance principles applicable to the Company, and to review and update, as necessary, those principles at least once a year.
6. Establish procedures for the Committee to exercise oversight of the evaluation of the Board.
7. Prepare and issue the evaluation required under "Performance Evaluation" below.
8. At least annually review the compensation paid to non-executive Directors and make recommendations to the full Board for its consideration on such matters.

9. Any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of the Board and committee members.

V. Performance Evaluation

The Committee shall produce and provide to the Board an annual performance evaluation of the Board, individual members, and each committee, which evaluation shall compare the goals and objectives of the Board, individual members, and each committee for the upcoming year. The performance evaluation shall also recommend to the Board any improvements to the Board, individual members or any committees or its charter deemed necessary or desirable by the Committee. The performance evaluations by the Committee shall be conducted in such manner, as the Committee deems appropriate. The report to the Board shall be in writing.

VI. Resources and Authority of the Committee

The Committee shall have the “reasonable “resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel and other experts or consultants as it deems appropriate, without seeking approval of the Board or management.

VII. Committee Reports

The Committee shall provide reports to the Board, and it shall maintain minutes of its meetings.