CHARTER FOR THE NOMINATING COMMITTEE

OF THE BOARD OF DIRECTORS

OF

VA SOFTWARE CORPORATION

1. Purpose.

The purpose of the Nominating Committee of the Board of Directors of VA SOFTWARE CORPORATION (the "*Company*") shall be to:

- consider and report periodically to the Board of Directors on matters relating to the identification, selection and qualification of the Board of Directors and candidates nominated to the Board of Directors; and

- establish and monitor a process to assess the effectiveness of the Board of Directors.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board of Directors may from time to time prescribe.

2. Membership and Organization.

Composition: The Committee members will be appointed by, and will serve at the discretion of, the Board of Directors. The Committee will consist of at least three members of the Board of Directors. Each member will be an independent director in accordance with the applicable rules and regulations of the Securities and Exchange Commission and the rules of the Nasdaq Stock Market, Inc. Marketplace Rules.

Meetings: The Committee may establish its own meeting schedule and will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.

Compensation: Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board of Directors.

3. Responsibilities and Duties.

The responsibilities and duties of the Committee shall include:

Board and Board Committee Nominees

- Developing and recommending to the Board of Directors specific guidelines and criteria for identifying and evaluating nominees to the Board of Directors;

- Reviewing the qualifications of, and recommending to the Board of Directors, those persons to be nominated for membership on the Board of Directors and to be elected by the Board of Directors to fill vacancies and newly created directorships;

- Considering candidates recommended by shareholders for election to the Board of Directors pursuant to the guidelines and criteria established by the Committee;
- Reviewing and approving the director nomination disclosure included in the Company's proxy statement;
- Reviewing and making recommendations to the Board of Directors concerning the size, structure and composition of the Board of Directors and its committees; and

Other Matters

- Reviewing the disclosure included in the Company's proxy statement regarding the matters set forth in this Charter.

The Committee may retain, terminate and obtain advice, reports or opinions from search firms or other internal or outside advisors and legal counsel in the performance of its responsibilities, and shall have the sole authority to approve related fees and retention terms.