CHARTER FOR THE

COMPENSATION COMMITTEE

OF

VA SOFTWARE CORPORATION

PURPOSE:

The purpose of the Compensation Committee of the Board of Directors (the "**Board**") of VA Software Corporation (the "**Company**") shall be to discharge the Board's responsibilities relating to compensation of the Company's executive officers and employees. The Compensation Committee has overall responsibility for approving and evaluating the executive officer and employee compensation plans, policies and programs of the Company.

The Compensation Committee also is responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Compensation Committee will be appointed by and will serve at the discretion of the Board. The Compensation Committee shall consist of no fewer than two members. The members of the Compensation Committee shall meet (i) the independence requirements of NASDAQ Rule 4200, (ii) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, and (iii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee will be appointed by the Board on the recommendation of the Nominating and Governance Committee. Compensation Committee members will serve at the discretion of the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- The Compensation Committee shall annually review and approve: (a) the annual base salary, (b) the annual incentive bonus, including the specific goals and amount, (c) equity compensation, (d) employment agreements, severance arrangements, and change in control agreements/provisions, and (e) any other benefits, compensation or arrangements of the CEO and the executive officers of the Company.

- The Compensation Committee may make recommendations to the Board with respect to incentive compensation plans.

- The Compensation Committee may form and delegate authority to subcommittees when appropriate.

- The Compensation Committee shall make regular reports to the Board.

- The Compensation Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

- The Compensation Committee shall annually review its own performance.

- The Compensation Committee shall have the sole authority to both retain and terminate any compensation consultant used by the Company to assist in the evaluation of executive officer compensation and to approve the consultant’s fees and other retention terms.

- The Compensation Committee shall have the authority to adopt, amend and terminate plans, programs and policies that provide retirement and welfare benefits to employees. With respect to these matters, the Compensation Committee may delegate authority to the Company’s management when appropriate.

- In performing its responsibilities, the Compensation Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.