

CHECKFREE CORPORATION
COMPENSATION COMMITTEE CHARTER

Adopted January 29, 2004

This Charter sets forth the roles and responsibilities of the Stock Option and Compensation Committee of the Board of Directors of the Company. The purpose of the Committee is to assist the Board in fulfilling its obligations relating to compensation of the Company's executive officers and to produce an annual report for inclusion in the company's proxy statement on executive compensation.

Responsibilities

The Committee is appointed by the Board to assist the Board in, among other things:

- (1) Reviewing and approving on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer and determining the chief executive officer's compensation level based on this evaluation, including salary, bonus, incentive and equity compensation;
- (2) Reviewing and approving on an annual basis the evaluation process and compensation structure for the Company's other executive officers;
- (3) Reviewing and recommending appropriate changes to the Company's compensation programs and plans;
- (4) Fulfilling the administrative obligations of the Board with respect to the Company's compensation programs and plans, including, without limitation, approving target financial assumptions, stock option grants and bonus payouts, as required by such plans;
- (5) Reviewing the succession plans for key executives;
- (6) Reviewing and making recommendations to the Company with respect to its diversity programs and reviewing the progress made by the Company pursuant to these programs;
- (7) Reviewing and approving the annual committee report on executive compensation for inclusion in the Company's proxy statement.

- (8) Reviewing and approving on an annual basis the Compensation Committee calendar.

Membership Requirements

The Committee shall consist of three members. Each member shall meet the independence standards as established from time to time by the Nasdaq Stock Market, be a “Non-employee Director” for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and be an “outside director” for purposes of Section 162(m) of the Internal Revenue Code. The members and the Chairman of the Committee shall be appointed by the Board.

Authority

The Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee with respect to its responsibilities and authority hereunder, and to incur any expenses related to the foregoing.

Processes

The Committee, in fulfilling its responsibilities and in the exercise of its authority, shall meet quarterly, maintain minutes and make regular reports to the Board.