

CHARTER FOR THE
FINANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
QUOVADX, INC.

As Adopted Effective September 8, 2004

PURPOSE:

The purpose of the Finance Committee (the “Committee”) of the Board of Directors (the “Board” or “Board of Directors”) of Quovadx, Inc. (the “Company”) shall be to assist the Board in overseeing the financial affairs of the Company and review and make recommendations to the Board about the financial affairs and policies of the Company.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

Members of the Committee shall be appointed by and will serve at the discretion of the Board of Directors. The Committee shall consist of at least three members. Each member of the Committee shall meet (i) the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Securities Exchange Act of 1934, as amended, (ii) the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iii) the definition of independence as set forth in the applicable Nasdaq rules.

COMMITTEE AUTHORITY

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

COMMITTEE RESPONSIBILITIES:

Subject to the provisions of the Company’s Code of Business Conduct and Ethics, the principal responsibilities and functions of the Committee are as follows:

1. Review and provide guidance to the full Board and management about:
 - Policies relating to the Company’s cash flow, cash management and working capital, shareholder dividends and distributions, share repurchases and investments;
 - Adjustments to the Company’s capital structure;
 - Capital and debt issuances;
 - Financial Strategies;
 - Working capital and cash flow management;
 - Policies for managing interest rate, foreign exchange, and investment risk;

- The financial aspects of insurance and risk management;
 - Tax planning and compliance;
 - Proposed mergers, acquisitions, divestitures and strategic investments; and
 - Other transactions or financial issues that management desires to have reviewed by the Finance Committee.
2. Report annually to the Board on the insurance and risk management programs of the Company.
 3. Designate the officers and employees of the Company who can execute documents and act on behalf of the Company in the ordinary course of business pursuant to previously approved banking, borrowing, and other financing arrangements.
 4. At least annually, review and make recommendations about changes to the charter of the Committee.
 5. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.

MEETINGS:

The Committee shall meet at least two times each year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee may establish its own schedule, which it will provide to the Board of Directors in advance for approval. The Committee will be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

MINUTES:

The Committee shall maintain written minutes of its meetings, which shall be filed with the minutes the Board of Directors in the Minute Books of the Company.

REPORTS:

The Committee shall report its actions and recommendations to the Board of Directors at its next quarterly meeting after each Committee meeting and shall conduct and present to the Board of Directors an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this charter and recommend any proposed changes to the Board of Directors for approval.

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 in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Board of Directors.

Members of the Committee may not receive any compensation from the Company, except the fees that they receive for service as a member of the Board of Directors or any committee thereof.