

**HEARTLAND PAYMENT SYSTEMS, INC.
NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER**

Purpose of Committee

The purpose of the Nominating & Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Heartland Payment Systems, Inc. (the “Company”) is to (1) determine the slate of director nominees for election to the Company’s Board of Directors, (2) identify and recommend candidates to fill vacancies occurring between annual meetings of stockholders, (3) review, evaluate and recommend changes to the Company’s corporate governance guidelines, (4) oversee the evaluation of the Board and management; and (5) take such other actions within the scope of this charter as the Committee deems necessary or appropriate. The Committee shall report to the Board on a regular basis and not less than once a year.

Committee Membership

The Committee shall be comprised of at least two members and each member shall, in the business judgment of the Board, meet the independence requirements of the New York Stock Exchange, Inc. (the “NYSE”) and applicable law. The members of the Committee shall be appointed by the Board for such term or terms as the Board may determine in its discretion and serve at the pleasure of the Board. The Board shall appoint the Chairperson of the Committee.

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 to the size and composition of the Board or any committee thereof.
2. To identify individuals believed to be qualified to become Board members, to select or recommend that the Board select the director nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders and to establish the procedures by which stockholders’ candidates will be considered by the Committee and to cause these procedures to be published in the Company’s annual meeting proxy statement. 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 select or recommend that the Board shall select a nominee to fill such vacancy either through appointment by the Board or through election by stockholders.
3. To establish the criteria for Board membership, which may include one or more of the following:
 - a. Experience as a board member of another publicly traded corporation, experience in industries or with technologies relevant to the Company, accounting or financial reporting experience, or such other professional

experience as the Committee shall determine shall qualify an individual for Board service.

- b. Candidates shall have good business judgment and even temperament, high ethical standards, a healthy view of the relative responsibilities of a board member and management, and shall be independent thinkers and articulate and intelligent.
 - c. The Company's policy is not to discriminate on the basis of race, gender or ethnicity and the board is supportive of any qualified candidate who would also provide the board with more diversity.
 - d. The Company's policy is to comply, at all times and in all respects, with the requirements for director independence as established by the rules of the NYSE and by applicable law.
 - e. In nominating candidates, the Committee shall take into consideration any other factors, as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
 - f. The Committee may consider and evaluate candidates proposed by management and stockholders in accordance with the procedures set forth in the Company's annual proxy statement.
4. Review and evaluate the suitability of each Director for continued service when his or her term expires and as otherwise appropriate, in accordance with the Board's governance guidelines.
 5. To evaluate and recommend to the stockholders the termination of service of individual members of the Board as appropriate, in accordance with the Board's governance guidelines, for cause or for other proper reasons.
 6. To develop and recommend to the Board standards to be applied in making determinations as to the absence of relationships between the Company or its subsidiaries and a director or nominee which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
 7. To identify Board members qualified to fill vacancies on any committee of the Board 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 that committee, if any, as well as 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.

8. To establish procedures for the Committee to exercise oversight of the evaluation of the Board and management and to revise those procedures as the Committee deems appropriate.
9. To periodically review the compensation paid to non-employee directors for annual retainers (including Board and Committee Chairpersons) and meeting fees, if any, and make recommendations to the Board for any adjustments.
10. To review annually the Company's corporate governance guidelines and make recommendations to the Board with respect to any proposed changes.
11. To prepare and issue the evaluation required under "Performance Evaluation" below.
12. To review and assess the adequacy of this Charter, and to recommend to the Board appropriate amendments hereto.
13. To perform any other duties or responsibilities consistent with this Charter, the Company's articles or incorporation and bylaws, each as from time to time amended and restated, and governing law as the Committee or the Board deems necessary or appropriate.

Meetings and Reporting

In the event of a tie vote on any issue, the chairperson's vote shall decide the issue. The Committee shall meet in person or telephonically no less frequently than twice per year, or more frequently as circumstances dictate. The proceedings of all Committee meetings shall be reflected in written minutes, which shall be maintained with the records of proceedings of the Board. The Committee shall report to the Board at appropriate intervals (but no less than once per year) on the activities of the Committee and its findings.

The Committee is governed by the same rules regarding meetings (including meetings by teleconference or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

Performance Evaluation

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Committee or any member thereof designated by the Committee to make such report.

Resources and Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. The Committee shall have sole authority to approve related fees and retention terms.

Committee members shall receive no compensation other than for Board or Committee services.

Delegation to Subcommittee

The Committee may, in its discretion, delegate its authority in accordance with the Delaware General Corporation Law to subcommittees established by the Committee from time to time, which subcommittees shall consist of one or more members of the Committee and shall report to the Committee.

Adoption of Charter

This Charter was originally adopted by the Board of Directors on May 10, 2004.