

**CHARTER FOR
COMPENSATION COMMITTEE
OF
Kforce Inc.**

Revised October 17, 2006

The Board of Directors of Kforce Inc. (the "Firm") has appointed a Compensation Committee (the "Committee"), composed of members of the Board of Directors, which shall have the authority described below.

I. COMPOSITION

The membership of the Committee shall consist of three or more independent directors, as defined by applicable rules. Members of the Committee shall be designated annually by the Board of Directors and shall serve until the earlier of (1) the election of their respective successors; (2) the end of their service as director of the Firm (whether through resignation, removal, expiration of term or death); or (3) their resignation from the Committee.

II. MEETINGS

The Committee shall meet from time to time, in its discretion, but not less frequently than annually. The Committee may ask members of management or others (including, without limitation, legal counsel and financial experts) to attend any meeting and provide pertinent information as necessary. The Committee shall prepare and deliver to the Board of Directors reports of its meetings, actions and recommendations.

III. AUTHORITY

The Compensation Committee shall be responsible for developing the compensation principles to guide the design of the Firm's executive compensation program. The Compensation Committee shall also be responsible for recommending to the Board of Directors the compensation levels of the Chief Executive Officer and for approving the compensation levels of certain other senior executives, including the other "Named Executive Officers" listed in the Summary Compensation Table, as required by the proxy rules. The Compensation Committee, on an annual or other appropriate basis, shall benchmark the ongoing competitiveness of Kforce's executive compensation program in order to evaluate whether it is achieving the desired goals and objectives. In undertaking this review, the Compensation Committee may consider the advice of independent, outside consultants in determining whether the amounts and types of compensation Kforce pays its executive officers are appropriate.

The Compensation Committee shall make reasonable efforts to maintain independence and objectivity. The Committee may meet in executive session (excluding the Chief Executive Officer (the "CEO")) from time to time. The Compensation Committee shall endeavor to establish and maintain an executive compensation program that is consistent with shareholder interests while being responsive to executive needs. In particular, the Committee shall seek to establish plans to attract, motivate and retain highly qualified executives who are able to maximize shareholder value.

Except as restricted by law, the Firm's Articles of Incorporation, or the Firm's Bylaws, and except for such actions as the Board of Directors may specifically reserve for consideration or approval by the entire Board of Directors, the Committee shall have and may exercise all authority that is vested in the

Board of Directors with respect to the following matters and such other compensation related matters that may reasonably be considered or approved by the Compensation Committee:

- A. Review the overall compensation and fringe benefits policies and practices of the Firm.
- B. Review and recommend to the Board of Directors the adoption of, or amendments to, stock option, stock-based incentive, or stock purchase plans of the Firm.
- C. Approve any grants, options and awards under any long term incentive program of the Firm.
- D. Determine, in a closed session without the presence of the CEO, on an annual basis, the CEO's annual compensation, including salary, bonuses, equity compensation and fringe benefits.
- E. Review, on an annual basis, the compensation for all other Named Executive Officers of the Firm, including, salary, bonuses, equity compensation and fringe benefits.
- F. Review any salary changes for all Named Executive Officers of the Firm.
- G. Approve all employment agreements with executive officers.
- H. Prepare, in conjunction with the Firm's officers, an annual report on the Firm's executive compensation policies and practices as may be required under proxy rules adopted by the Securities and Exchange Commission for publication in the Firm's proxy statement or other reports to shareholders.
- I. Prepare, in conjunction with the Firm's officers, any other reports required by any government agency or any market upon which the Firm's securities are traded.

Notwithstanding the above, any action taken by the Committee may be overruled by the action of the entire Board of Directors.

IV. RETENTION OF EXPERTS

The Committee shall have the authority to retain legal counsel, consultants and advisors, provided that the Committee shall obtain the concurrence of the full Board in advance for any extraordinary expenses.

V. ACTIONS OF THE COMPENSATION COMMITTEE

A majority of the Committee shall constitute a quorum, and the action of a majority of the members of the Committee present at any meeting at which a quorum is present, or acts unanimously adopted in writing without the holding of a meeting, shall be the acts of the Committee.

VI. RULES AND REGULATIONS

The Committee may establish and adopt for itself such rules and regulations as it deems appropriate.