

**SELECT MEDICAL HOLDINGS CORPORATION
SELECT MEDICAL CORPORATION
AUDIT AND COMPLIANCE COMMITTEE CHARTER**

Purpose.

This Audit and Compliance Committee Charter governs the operations of the Audit and Compliance Committee (the “Committee”) of Select Medical Holdings Corporation and Select Medical Corporation (together, the “Company”). The Committee shall review and assess this Audit and Compliance Committee Charter at least annually and shall submit any recommended changes to this Audit and Compliance Committee Charter to the Board of Directors of the Company (the “Board”) for its consideration.

Composition.

The Committee shall be appointed by the Board and shall consist of at least three (3) directors, each of whom shall be independent of management and the Company. With respect to each Committee member, the Board shall affirmatively determine that the member satisfies the “independence” requirements imposed by the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), and all rules and regulations promulgated thereunder by the Securities and Exchange Commission (the “SEC”) (including that the Company may avail itself of the transition period contained in Section 303A of the NYSE Listed Company Manual and Exchange Act Rule 10A-3(b)(1)(iv)(A)). Determination of the true, actual and effective independence of any Committee member that has or had some relationship with the Company will be made by the Board in accordance with the requirements of the NYSE and the SEC, with weight given to both prudent principles and “appearances.”

Each Committee member must be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. Further, each Committee member must understand the role of the Board in providing oversight of the Company’s compliance program (the “Compliance Program”) and other controls over the Company’s operations that are designed to achieve regulatory compliance. The Committee chair must have accounting or related financial management expertise as a result of past employment experience, professional certification or other comparable experience or background.

Meetings of the Committee.

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee may invite to any of its meetings other directors, members of management and such other persons as it deems appropriate in order to carry out its responsibilities.

The Committee shall report to the Board at each regularly scheduled Board meeting on significant results of its activities.

A majority of the members of the Committee shall constitute a quorum to transact business. Members of the Committee may participate in a meeting of the Committee by means of telephone conference call or similar communications equipment by means of which all persons participating in the meeting can hear and understand each other. Except in extraordinary circumstances as determined by the Committee’s chair, notice shall be delivered to all Committee members at least forty eight (48) hours in advance of the scheduled meeting.

The affirmative vote of a majority of the members of the Committee present at the time of such vote will be required to approve any action of the Committee. Subject to the requirements of any applicable law, regulation or NYSE rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Committee. Such written consent shall have the same force as a unanimous vote of the Committee.

The Committee may, in its discretion, utilize the services of the Company's regular corporate legal counsel with respect to legal matters or, at its discretion, retain other legal, accounting or other advisors if the Committee determines that such counsel or advisor is necessary or appropriate under the circumstances. The Committee shall have sole authority to approve all fees and terms of engagement of such advisors, and the Company shall provide for appropriate funding, as determined by the Committee, for the payment of any such advisors retained by the Committee and the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties .

Action without a Meeting.

Subject to the requirements of any applicable law, regulation or rule, any action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Committee.

Statement of Policy.

The Committee shall provide assistance to the Board in fulfilling its oversight responsibility to the stockholders, potential stockholders, the investment community and others relating to the following:

- (i) the integrity of the Company's financial statements and the financial reporting process;
- (ii) the systems of internal accounting and financial controls;
- (iii) the performance of the Company's internal audit function and independent auditors;
- (iv) the independent auditor's qualifications and independence;
- (v) the annual independent audit of the Company's financial statements;
- (vi) the selection and performance of the Company's compliance officer;
- (vii) the effectiveness of the structure and operations of the Compliance Program;
- (viii) compliance with each of the Company's Code of Conduct and the Code of Ethics for Senior Financial Officers (together, the "Codes of Conduct") and other legal compliance and ethics programs established by management and the Board; and
- (ix) the Company's compliance with applicable legal and regulatory requirements.

In so doing, it shall be the responsibility of the Committee to maintain free and open communication among the Committee, the independent auditors, the internal auditors and management. In discharging its oversight role, the Committee shall be empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain at the expense of the Company's independent outside counsel or other experts or advisers as it determines necessary to carry out its duties.

Responsibilities and Processes.

The primary responsibility of the Committee shall be to oversee the Company's financial reporting process and the Compliance Program on behalf of the Board and regularly report the results of its activities to the Board. Management shall be responsible for the preparation, presentation and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company therein. The independent auditors shall be responsible for auditing the Company's annual financial statements and for reviewing the Company's unaudited interim financial statements. In addition, it shall be the responsibility of management and the Company's compliance officer to design and implement the Compliance Program. The Committee in carrying out its responsibilities believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee shall take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices, corporate compliance and ethical behavior.

The following shall be the principal recurring processes of the Committee. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

Independent and Internal Auditor.

- The Committee shall be directly responsible for the appointment (subject, if applicable, to stockholder ratification), retention, compensation and oversight of the work of the independent auditors, including resolution of disagreements between management and the auditors regarding financial reporting. The Committee shall have the authority to approve all fees and terms of engagement of the independent auditors and shall pre-approve all audit and non-audit services provided by the independent auditors and shall not engage the independent auditors to perform any non-audit services proscribed by law or regulation. The Committee may delegate its pre-approval authority to any member of the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company.
- The Committee shall have a clear understanding with management and the independent auditors that the independent auditors shall report directly to the Committee and the independent auditors are ultimately accountable to the Board and the Committee, as representatives of the Company's stockholders. The Committee shall have the ultimate authority and responsibility to evaluate and, where appropriate, replace the independent auditors. The Committee shall discuss with the auditors their independence from management and the Company and the matters included in the written disclosures required by the Public Company Accounting Oversight Board. The Committee shall annually review the performance of the Company's independent auditors and determine whether to reappoint the auditors for the upcoming fiscal year, subject to stockholder approval, if applicable.

- The Committee shall set clear hiring policies for employees or former employees of the independent auditors that comply with SEC regulations and applicable NYSE listing standards.
- The Committee shall receive regular reports from the independent auditors on the critical policies and practices of the Company, and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management.
- The Committee shall discuss with the internal auditors and the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and compensation.

Internal Controls.

- At least annually, the Committee shall obtain and review a report by the independent auditors describing:
 - The independent auditors' internal quality control procedures;
 - Any material issues raised by the most recent internal quality control review, or peer review, of the independent auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five (5) years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues;
 - All relationships between the independent auditor and the Company that may impact the objectivity and independence of the auditor (to assess the auditor's independence); and
 - The Committee shall discuss with management, the internal auditors and the independent auditors the adequacy and effectiveness of the accounting and financial controls, including the Company's policies and procedures to assess, monitor, and manage business risk and legal and ethical compliance programs.
- The Committee shall review management's assertion on its assessment of the effectiveness of internal controls as of the end of the most recent fiscal year and the independent auditors' report on management's assertion.
- The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

Financial Reporting.

- The Committee shall review the interim financial statements and disclosures made under the section entitled *Management's Discussion and Analysis of Financial Condition and Results of Operations* with management and the independent auditors prior to the filing of the Company's Quarterly Report on Form 10-Q. Also, the Committee shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.
- The Committee shall review with management and the independent auditors the annual financial statements and disclosures made under the section entitled *Management's Discussion and Analysis of Financial Condition and Results of Operations* to be included in

the Company's Annual Report on Form 10-K (or the annual report to stockholders if distributed prior to the filing of Form 10-K), including their judgment about the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements. Also, the Committee shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.

- The Committee shall review and discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to their release.
- The Committee shall prepare its report to be included in the Company's annual proxy statement as required by SEC regulations.

Compliance Program, Business Conduct and Legal Compliance.

- The Committee shall oversee the Company's ongoing analysis and evaluation of corporate values, culture and potential areas of compliance vulnerability as perceived by management and other employees.
- The Committee shall direct the Company to evaluate the effectiveness of the Compliance Program on a periodic basis, which shall include a review of the adequacy of resources directed to the Compliance Program. The Committee shall make certain that appropriate changes or improvements to the Compliance Program are made based on the results of such periodic evaluations.
- The Committee shall receive, review and evaluate quarterly reports from the Company's compliance officer on the operations and effectiveness of the Compliance Program.
- The Committee shall conduct an annual review and assessment of the adequacy of the Codes of Conduct and management's processes for communicating and enforcing the Codes of Conduct. The Committee shall recommend any proposed changes to the Codes of Conduct to the Board for its approval. The Committee shall consider any requests for waivers from or exceptions to the Codes of Conduct for directors or executive officers of the Company, and the Company shall make disclosure of such waivers or exceptions as required by applicable law, regulations and listing requirements.
- The Committee shall review management's monitoring of the Company's compliance with the Codes of Conduct and the other policies and procedures designed to ensure operational compliance. The Committee shall evaluate whether management has the proper review system in place to ensure that the Company's financial statements, reports, and other financial information disseminated to governmental organizations and to the public satisfy legal requirements.
- The Committee shall discuss policies with respect to risk assessment and risk management. The Committee shall review the Company's annual risk assessment and discuss with management the steps taken to ensure compliance risks are identified in the risk assessment. The Committee shall then monitor management's risk reduction activities for risks identified in the annual risk assessment, such as new or updated training and education measures and monitoring and auditing procedures.

- The Committee shall review and approve an annual compliance work plan that will address the ongoing improvement and effectiveness of the Compliance Program and other controls over the Company's operations that are designed to achieve regulatory compliance
- The Committee shall review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements and any legal compliance matters, and thereafter monitor the implementation of corrective and preventive action taken by the Company.
- The Committee shall review and approve all related-party transactions.

Miscellaneous.

- The Committee shall periodically meet separately with management, the internal auditors and the independent auditors to discuss issues and concerns warranting Committee attention. The Committee shall provide sufficient opportunity for the internal auditors and the independent auditors to meet privately with the members of the Committee. The Committee shall review with the independent auditors any audit problems or difficulties and management's response.
- The Committee shall receive corporate attorneys' reports of evidence of a material violation of securities laws or breaches of fiduciary duty.
- The Committee shall perform an evaluation of its performance at least annually to determine whether it is functioning effectively.

Effective Date.

This Audit and Compliance Committee Charter was adopted by the Board and became effective on February 10, 2010. It is intended to supersede and replace any prior charter of the Committee.