

**AMENDED AND RESTATED
CHARTER
OF THE
COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS
OF
PSYCHIATRIC SOLUTIONS, INC.**

ARTICLE I

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Psychiatric Solutions, Inc. (the “Company”) to discharge the Board’s responsibilities relating to the director and officer compensation plans, policies and programs of the Company.

ARTICLE II

Composition

The Committee shall be comprised of two or more directors, as determined by the Board. The members of the Committee shall be elected or appointed by the Board to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified. The Board may remove any member of the Committee. Unless a Chair of the Committee is designated by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Each member of the Committee must be an independent director, and be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Additionally, each Committee member shall: (i) satisfy the independence requirements under the listing standards of The Nasdaq Stock Market, Inc., (ii) be a “non-employee director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, and (iii) be an “outside director” as defined in Section 162(m) of the Internal Revenue Code of 1986.

ARTICLE III

Meetings

The Committee will meet as often as the members deem necessary to perform the Committee’s responsibilities or as circumstances require, but at least annually. The Committee shall cause adequate minutes to be prepared for all of its proceedings. A majority of the members shall constitute a quorum for the transaction of business. The Committee may set its own rules of procedure and may delegate authority to subcommittees of its members.

ARTICLE IV

Authority, Responsibilities and Duties

1. The Committee is generally responsible for the following: (i) reviewing and approving the total compensation package, including base salaries, bonuses, equity and non-equity incentives, retirement plans and other benefits, for the CEO and the other executive officers of the Company; (ii) reviewing and approving compensation packages for new executive officers and termination packages for executive officers; (iii) reviewing and approving the compensation and benefits offered to non-employee directors; (iv) interpreting all provisions of the Company's equity-based incentive programs, prescribing the form of any agreements related thereto and adopting, amending and rescinding rules for administration of the programs; and (v) granting awards under the Company's equity-based incentive programs.

2. The Committee shall review and approve corporate goals and objectives relevant to executive officer compensation, evaluate the executive officers' performance in light of those goals and objectives, and approve the executive officer compensation levels based on this evaluation.

3. The Committee shall make regular reports to the Board at least annually and will propose any necessary action to the Board. The Committee shall produce the Compensation Committee Report for inclusion in the Company's proxy statement for its annual stockholders meeting. In addition, the Committee shall review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement.

4. The Committee shall have authority, to the extent it deems necessary or appropriate, to obtain advice and assistance from legal, accounting or other advisors. The Company will provide for appropriate funding for the payment of compensation to any consulting firm or other advisors employed by the Committee.

5. The CEO may not be present during the voting by the Committee on compensation for the CEO.

ARTICLE V

Annual Charter Evaluation

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its consideration and approval.

Adopted: November 1, 2005

Amended and Restated: February 22, 2007