

IntegraMed America, Inc.

Compensation Committee Charter

Amended and Restated as of February 26, 2003

Purpose

The Compensation Committee (the "Committee") shall be responsible for reviewing and making decisions under a delegation of authority from the Board of Directors with respect to salaries, wages, bonuses, equity awards, and other benefits and incentives for executive officers of the Company. In performing this function, it shall be the objective of the Committee to (i) encourage the achievement of the Company's performance by providing compensation which directly relates to the performance of the individual and the achievement of internal strategic objectives; (ii) establish compensation policies and guidelines that will attract and retain qualified personnel through an overall level of compensation opportunity that is competitive within the Company's industry; and (iii) promote a direct relationship between compensation and the Company's performance by facilitating executive officer stock ownership through stock options or other equity-based awards.

Composition of the Committee

The Committee shall consist of not less than two directors, all of whom shall be non-affiliated, independent directors, appointed by the Board of Directors, and shall not be officers or employees of the Company. The Chairman of the Committee shall be designated by the Board of Directors. The Board of Directors, in selecting the members of the Committee, shall make a determination that each member meets the criteria of the first sentence of this section.

Power and Authority

The Committee is authorized to fix the compensation of executive officers of the Company, to administer the Company's equity compensation plans in accordance with the terms of such plan, and to administer and amend any other benefit plans of the Company designated by the Board from time to time. To that end, the Committee shall have and may exercise all the powers and authority of the Board of Directors consistent with Section 141(c) of the Delaware Corporation Law.

Each member of the Committee shall, in the performance of such member's duties, be fully protected in relying on information, opinions, reports or statements prepared or presented by any of the Company's officers or employees, or committees of the Board of Directors or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence, consistent with Section 141(e) of the Delaware Corporation Law.

Duties and Responsibilities

The Committee is responsible for making decisions with respect to the Company's executive compensation policies. In addition, pursuant to authority granted by the Board of Directors, the Committee shall determine on an annual basis the compensation to be paid to the Chief Executive Officer and each of the other executive officers of the Company.

The Committee shall:

1. Annually approve base salary and incentive bonus levels of the Chief Executive Officer of the Company.
2. Annually approve base salary and incentive bonus levels of the other executive officers of the Company, as may be recommended to the Committee by the Company's Chief Executive Officer.
3. Administer the Company's equity incentive plans, as well as any other stock option, stock purchase, incentive or other benefit plans of the Company so designated by the Board of Directors from time to time, fulfilling such duties and responsibilities as are set forth in such plans; and
4. Annually review and approve stock options or other equity-based incentive awards, as such are recommended to the Committee by the Company's Chief Executive Officer.
5. Prepare for inclusion, in the Company's annual proxy statement, a reporting describing (i) the Committee's compensation policies applicable to the Company's executive officers, (ii) the Committee's bases for determining the President & CEO compensation for the most recently completed fiscal year, including the factors and criteria upon which the compensation was based; (iii) and the relationship the President and other executive officers' compensation to the Company's performance for the most recently completed fiscal year.

Committee Meetings

The Committee shall meet at least two times per year. One such meeting shall be held at a time when the Committee can review and recommend annual base salary and incentive awards described above. Other meetings shall be held at the discretion of the Chairman of the Committee. Minutes of each meeting of the Committee shall be kept. The Chief Executive Officer shall function as the management liaison officer to the Compensation Committee.