

ON ASSIGNMENT, INC.

AUDIT COMMITTEE CHARTER

I. PURPOSES

The Audit Committee (the “Audit Committee” or the “Committee”) of the Board of Directors of On Assignment, Inc. (“the Company”) is responsible for assisting the Board of Directors in its oversight of the accounting and reporting practices of the Company, the quality and integrity of the financial reports and financial management processes of the Company, and the legal compliance and ethics programs established by management and the Board.

The primary functions of the Audit Committee of the Company are:

(1) to be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm employed by the Company (including resolution of disagreements between management and the outside auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company;

(2) to assist the Board of Directors in fulfilling its oversight responsibilities by overseeing:

(a) the processes involved in the preparation and review of the financial reports provided to the public, the audits of the financial statements of the Company and such other services provided by the outside auditors;

(b) the Company’s systems of internal controls regarding finance, financial reporting, accounting, and legal compliance and ethics that management and the Board have established; and

(c) the Company’s auditing, accounting and financial reporting processes generally, and

(3) to perform all other functions required of audit committees of public companies under applicable laws, rules and regulations and the requirements of The NASDAQ Stock Market or any other national securities exchange on which the securities of the Company are then listed.

The outside auditors are ultimately accountable to, and shall report directly to, the Committee, in its capacity as a committee of the Board of Directors. While the Committee has the oversight, supervisory and other powers and responsibilities set forth in this Charter and the Company’s Certificate of Incorporation and Bylaws, it is not the responsibility of the Committee to plan or conduct audits, to implement internal controls, or to determine or certify that the Company’s financial statements are complete and accurate or are in compliance with laws,

regulations or generally accepted accounting principles. These matters and tasks are the responsibility of the Company's management and the outside auditors and the Committee's responsibility in this regard is one of oversight and review. Likewise, it is the responsibility of the Company's management and/or the outside auditors to bring appropriate matters to the attention of the Committee, and to keep the Committee informed of matters which the Company's management or the outside auditors believe require attention, guidance, resolution or other actions, the bases therefore and other relevant considerations. As part of fulfilling its oversight responsibilities, the Committee will make every effort to maintain free and open communications between management, the outside auditors, the Committee and other directors.

The Committee's duties and responsibilities are discharged through evaluating reports given to the Committee, presentations made to the Committee and other significant financial reporting decisions reported to the Committee by management and the outside auditors. To the fullest extent permissible under applicable law, each member of the Committee is entitled to rely in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Committee by any of the Company's officers, employees, or committees, the outside auditors or any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

II. ORGANIZATION

The Audit Committee shall be composed of three or more directors. The members of the Audit Committee shall be appointed annually by the Board of Directors, and the members of the Audit Committee shall appoint one of their number as the Chairperson. Members of the Audit Committee shall meet the independence, experience, finance and accounting knowledge and other qualifications established by applicable laws, rules and regulations and The NASDAQ Stock Market, and shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as a Committee member. All members of the Audit Committee shall be able to read and understand financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication as required by applicable laws, rules, and regulations and The NASDAQ Stock Market. The Board of Directors shall determine and state which member or members are audit committee financial experts as defined by applicable laws, rules, and regulations or The NASDAQ Stock Market. If any director serving on the Committee, as a result of a disqualifying relationship, transaction or occurrence, shall cease to comply with the qualification requirements of this Charter, applicable laws, rules, regulations or The NASDAQ Stock Market, such director shall immediately report such disqualification to the Chairperson of the Committee. Any disqualification of the Chairperson of the Committee under the requirements above shall be immediately reported to the Chairman of the Board of Directors.

III. MEETINGS

The Audit Committee shall meet at least four times annually, and shall meet more frequently as circumstances dictate. The Chairperson shall be responsible for leadership of the Committee, including preparing the agenda, presiding over the meetings, making committee assignments as appropriate and reporting to the Board of Directors on all Committee activities. The Committee may request any officer or employee of the Company or the Company's legal counsel or outside auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. In addition, the Committee shall meet with management, the outside auditors and others in separate private sessions to discuss any matter that the Committee, management, the outside auditors or such other persons believe should be discussed privately, and the Committee shall meet separately with such persons as may be required by applicable laws, rules and regulations and The NASDAQ Stock Market. The Committee shall have direct access to management, the outside auditors, the corporate compliance staff and the Company's legal counsel, both at meetings and otherwise.

IV. RESPONSIBILITIES AND DUTIES

In furtherance of its responsibilities, the Audit Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and stockholders that the corporate accounting and reporting practices of the Company are in accordance with all applicable requirements and are of the highest quality.

In carrying out these responsibilities, the Audit Committee will:

1. On an annual basis review and, to the extent the Committee determines it to be necessary or advisable, update the Committee's Charter for consideration by the Board of Directors.
2. Be directly responsible, and have the sole authority: (a) to appoint and retain the outside auditor, (b) to approve the compensation of the outside auditor, (c) to oversee the work of the outside auditor, and (d) to discharge or replace the outside auditors. The Company shall have the authority to provide for appropriate funding, as determined by the Committee, for payment of compensation to the outside auditors retained by the Company for the purpose of rendering or issuing an audit report.
3. Approve, in advance, the provision by the outside auditors of all services whether or not related to the audit. The Committee shall establish pre-approval policies and procedures with respect to the approval of audit or non-audit services consistent with applicable laws, rules and regulations and the requirements of The NASDAQ Stock Market. Pursuant to such policies and procedures, the Committee may delegate to a Committee member the authority to pre-approve certain auditing services and non-audit services which services shall be considered to be approved by the full Committee until ratified at the next regularly scheduled meeting of the Committee.
4. Take appropriate action to oversee the independence of the outside auditors and ensure that the outside auditors are independent consistent with applicable laws, rules and

regulations and the requirements of The NASDAQ Stock Market, and under any criteria the Audit Committee determines to be appropriate, including:

- (a) reviewing and approving in advance, pursuant to the Committee's preapproval procedures, all non-audit services provided by the outside auditors, and all transactional or other relationships between the Company and the outside auditors;
 - (b) ensuring its receipt from the outside auditors of, and reviewing, a formal written statement delineating all relationships between the outside auditors and the Company, consistent with Independence Standards Board Standard 1, as may be modified or supplemented;
 - (c) actively engaging in a dialogue with the outside auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the outside auditors;
 - (d) overseeing the regular rotation of the lead and concurring audit partners of the outside auditors as required by applicable laws, rules and regulations and the requirements of The NASDAQ Stock Market;
 - (e) monitoring compliance with applicable laws, rules and regulations prohibiting influence by directors and officers, and persons acting under their direction, upon the outside auditor's conduct of the audit; and
 - (f) taking appropriate action on any disclosed relationships or services to satisfy itself of the independence of the Company's outside auditors.
5. Review with management and the outside auditors their plans for, and the scope of, their annual audit and other examinations of the Company's quarterly, annual and other financial information, and accounting and reporting processes.
 6. Review with the outside auditors their audit efforts to assure the effective use of external audit resources.
 7. Consider and review with management and the outside auditors at least once each fiscal quarter:
 - (a) the adequacy and effectiveness of the Company's internal controls and procedures for financial reporting including computerized information system controls and security; and
 - (b) any related significant findings and recommendations of the outside auditors regarding internal controls and procedures for financial reporting, together with management's responses thereto.
 8. Review with management and the outside auditors at the completion of the annual examination:

- (a) the Company's annual financial statements and related footnotes;
 - (b) the outside auditors' audit of the financial statements and report thereon;
 - (c) any significant changes required in the outside auditors' audit plan;
 - (d) any difficulties or disputes with management or the outside auditors encountered during the course of the audit and take appropriate steps to resolve such disputes if necessary;
 - (e) any material correcting adjustments that have been identified by the outside auditors in accordance with generally accepted accounting principles and applicable laws, rules and regulations;
 - (f) any material off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships of the Company with unconsolidated entities or other persons, that may have a material current or future effect on financial condition, changes in financial condition, results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues or expenses; and
 - (g) other matters related to the conduct of the audit that are to be communicated to the Committee under generally accepted auditing standards, including under Statement on Auditing Standards No. 61, Communications with Audit Committees, as may be modified or supplemented.
9. Meet with the outside auditors without management present to discuss such issues as the outside auditors' evaluation of the effectiveness of the Company's financial management, the cooperation received by the outside auditors during the audit, and any other items that either the outside auditors or the Committee believes should be addressed.
10. Based on the review and discussions with management and the outside auditors, determine whether to recommend to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the past fiscal year. Receive such information to be provided by the outside auditors for inclusion in the Company's Annual Report on Form 10-K, including audit and non-audit services and related fees.
11. Approve the Audit Committee report to be included in the Company's proxy statement, and receive the information to be provided by the outside auditors for inclusion in the proxy statement. The Committee's report to be included in the Company's proxy statement shall comply with the rules of the SEC.
12. Inquire of management and the outside auditors about key financial statement risk areas, the Company's processes for identifying and assessing such risk areas and the steps the Company has taken with regard to such risk areas. Also, review and evaluate the Company's processes for identifying and assessing key financial statement risk areas and for formulating and implementing steps to address such risk areas.

13. Inquire of management and the outside auditors about significant business risks or exposures, the Company's processes for identifying and assessing such risks and exposures and the steps management has taken to minimize such risks and exposures to the Company.
14. Consider the outside auditors' reports and judgments brought to the attention of the Audit Committee about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting, significant accounting policies, audit conclusions regarding the reasonableness of significant accounting estimates and any audit adjustments. Also, review and consider information received from the outside auditors regarding all critical accounting policies and practices to be used by the Company, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, ramifications of the use of such alternative disclosures and treatments, the treatment preferred by the outside auditors, and other material written communications between the outside auditors and management, including any management letter or schedule of unadjusted differences.
15. Consider and review with management significant findings during the year by the outside auditors and management's responses thereto.
16. Review with management and the outside auditors their assessments of the effectiveness and adequacy of the internal control structure and procedures of the Company for financial reporting (including any annual report on internal controls required in the annual report to shareholders), the resolution of any identified material weaknesses in such internal control structure and procedures and the assessments of such internal control structure and procedures to be included in filings with the SEC or other publicly available documents. Recommend to the Board of Directors standards for attestation engagements for any attestation by the outside auditors with respect to assessments of such internal control structure and procedures.
17. Review with a representative of management and the outside auditors the financial information contained in the Company's quarterly earnings announcements as well as the Company's guidance concerning its future financial performance prior to public release and any material issues brought to the attention of the Committee by the outside auditors regarding the interim financial reports before each is filed with the SEC. Discuss with the outside auditors any matters required to be communicated by the outside auditors to the Audit Committee or its Chairperson in connection with the outside auditors' review of the interim financial statements of the Company. The Chairperson or another member of the Audit Committee designated by the Chairperson shall be available to assist management with current disclosures regarding material changes in the financial condition or operations of the Company.
18. Review and approve the following in connection with the management's analysis, documentation, and evaluation of the Company's internal controls:
 - (a) the plan and schedule for performing the analysis and evaluations;

- (b) the resources to be committed to the project including outside consultants;
 - (c) the outside auditor's role in advising the Company on the project;
 - (d) management's conclusions about the effectiveness of the internal controls, and actions being taken to correct weaknesses in controls;
 - (e) the outside auditor's report on management's evaluation of the Company's internal controls; and
 - (f) the process established to maintain and update the internal control documentation, and to address weaknesses in controls as they may occur.
19. Oversee the activities of the Company's Disclosure Committee and assess whether the reviews of the Company's SEC reports and other public disclosures that are conducted prior to their filing or issuance are sufficient to determine that the information included therein is complete and accurate, and whether such reviews are conducted in accordance with the Disclosure Committee Charter. Periodically review with the Company's Chief Executive Officer and Chief Financial Officer the procedures such persons undertake in connection with their delivery of such certifications regarding the Company's disclosure controls and procedures under applicable laws, rules and regulations and the requirements of The NASDAQ Stock Market.
20. Review policies and procedures with respect to Company transactions in which officers or directors have an interest; where appropriate, including when their review is requested by management or the outside auditors, review policies and procedures with regard to officers' expense accounts and perquisites, including their use of corporate assets and consider the results of any review of these areas by the outside auditors. Review all related-party transactions and similar matters to the extent required by The NASDAQ Stock Market to be approved by an audit committee or comparable body.
21. Review with corporate compliance officers, and where appropriate the outside auditors, the Company's compliance program, any significant issues noted during the implementation of the program and any significant changes recommended in the scope of the program. Review and make recommendations to the Board of Directors regarding the code of ethics adopted by the Board of Directors for the chief executive officer, senior financial officers, including the principal financial officer and comptroller or principal accounting officer, or persons performing similar functions. Such code of ethics shall be made publicly available by the Committee as required by applicable laws, rules and regulations and by The NASDAQ Stock Market.
22. Review with the Company's counsel any legal and regulatory matters brought to the attention of the Audit Committee that may have a material impact on the financial statements. Respond appropriately to any matters reported to the Audit Committee by counsel, including adopting, as necessary, appropriate remedial measures or sanctions, or recommending such action to the Board of Directors.

23. Establish procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. Such procedures shall be communicated to employees and made publicly available as required by applicable laws, rules and regulations and by The NASDAQ Stock Market. The Committee shall periodically receive reports, as necessary, regarding the status and treatment complaints received through the procedures.
24. Report Committee actions to the Board of Directors with such recommendations as the Committee may deem appropriate.
25. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities.
26. Conduct a self-assessment annually of the Committee's performance against the responsibilities and duties as stated in the Committee's Charter, and adjust the Committee's activities as a result of this evaluation.
27. Retain, at such times and on such terms as the Committee determines in its sole discretion and at the Company's expense, special legal, accounting or other experts or consultants to advise and assist it in complying with its responsibilities set forth herein. The Committee shall have the authority to engage independent counsel, accountants, or other experts or advisers as it determines necessary to carry out its duties, and the Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisers retained by the Committee under this paragraph.
28. Administer the Company's Code of Business Conduct and Ethics.
29. Perform such other functions as may be required by applicable laws, rules and regulations and The NASDAQ Stock Market, the Company's Certificate of Incorporation and Bylaws, or by the Board of Directors.

It is acknowledged that all of the above listed tasks and focus areas may not be relevant to all of the matters and tasks that the Committee may consider and act upon from time to time, and the members of the Committee in their judgment may determine the relevance thereof and the attention such items will receive in any particular context.

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Amended and Adopted by the Board of Directors on February 12, 2004