

**SIRVA, Inc., SIRVA Worldwide, Inc. and North American Van Lines, Inc.**  
**(individually, the “Corporation”)**

**Second Amended and Restated Audit Committee Charter**

**As adopted by the Board of Directors**  
**March 10, 2005**

This amended and restated charter (“Charter”) sets forth the purpose, composition, operations, responsibilities, duties and powers of the Audit Committee (the “Committee”) of the board of directors (the “Board”) of the Corporation.

**A. Purpose.** The Committee is appointed by the Board (a) to assist the Board in monitoring (1) the quality of the Corporation’s financial reporting and other internal control processes, (2) the quality and integrity of the Corporation’s financial statements, (3) the independent auditor’s qualifications and independence, (4) the performance of the Corporation’s internal audit function and independent auditors, and (5) the compliance by the Corporation with legal and regulatory requirements and its code of conduct; and (b) to prepare the report of the Committee required to be included in the Corporation’s annual proxy statement under the rules of the U.S. Securities and Exchange Commission (the “SEC”).

**B. Committee Membership.** The Committee shall consist of at least three members. The initial members of the Committee shall be appointed by the Board. Thereafter, nominees to fill vacancies in the Committee shall be recommended by the Nominating and Corporate Governance Committee of the Board and appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

Each member of the Committee shall satisfy the independence requirements relating to directors and audit committee members (a) of the New York Stock Exchange and (b) under Section 10A(m) of the Securities Exchange Act of 1934 (the “Exchange Act”) and any related rules and exemptions promulgated thereunder by the SEC.

No director may serve as a member of the Committee if such director serves on the audit committee of the Corporation and more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to effectively serve on the Committee.

Each member of the Committee shall be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee shall qualify as an audit committee financial expert, as such term is defined by the SEC in Item 401 of Regulation S-K.

**C. Operations.** The Board shall designate one member of the Committee as its chairperson. The affirmative vote of a majority of the members of the Committee is necessary for the adoption of any resolution. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

The Committee may create one or more subcommittees of members of the Committee and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals of audit and non-audit services pursuant to Section 10A(i)(3) of the Exchange Act and any related rules promulgated thereunder by the SEC, which pre-approvals shall be presented to the full Committee at the next scheduled meeting.

The Committee shall have a regularly scheduled meeting at least once every fiscal quarter, at such times and places as shall be determined by the Committee chairperson, and may have such additional meetings as the Committee chairperson or a majority of the Committee's members deem necessary or desirable. The Committee may request (1) any officer or employee of the Corporation, (2) the Corporation's outside counsel or (3) the Corporation's independent auditor to attend any meeting (or portions thereof) of the Committee, or to meet with any members of or consultants to the Committee, and to provide such information as the Committee deems necessary or desirable.

The Committee shall meet separately, at least once every fiscal quarter, with management, with the Corporation's internal auditors (or other personnel responsible for the Corporation's internal audit function) and with the independent auditor.

**D. Committee Duties and Responsibilities.** The Committee's duties and responsibilities shall include the following and such other matters as may be delegated to the Committee by the Board from time to time:

The Corporation's Relationship with the Independent Auditor

(1) The Committee shall have the sole and direct responsibility and authority for the appointment and termination (subject, if applicable, to shareholder ratification), compensation, evaluation and oversight of the work of the independent auditor employed by the Corporation for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Corporation, and the independent auditor shall report directly to the Committee. The Committee shall be responsible for resolving disagreements between management and the independent auditor regarding financial reporting. The Committee shall have the responsibility and authority to approve, in advance of the provision thereof, all audit services and, subject to Section 10A(i) of the Exchange Act and rules promulgated thereunder, all non-audit services to be provided to the Corporation by the independent auditor. The Committee shall have the sole authority to approve any compensation payable by the Corporation for any approved audit or non-audit services to the independent auditor, including the fees, terms and conditions for the performance of such services.

(2) The Committee shall, at least annually, obtain a written report by the independent auditor describing, to the extent permitted under applicable auditing standards:

(a) the independent auditor's internal quality-control procedures;

(b) any material issues raised by the most recent quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one

or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues;

- (c) all relationships between the independent auditor and the Corporation; and
- (d) the independent auditor rotation policy and practices.

The Committee shall also review the foregoing report and the independent auditor's work throughout the year and evaluate the independent auditor's qualifications, performance and independence, including a review and evaluation of the lead partner on the independent auditor's engagement with the Corporation, and present its conclusions to the Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent auditor.

(3) The Committee shall, at least annually, discuss with the independent auditor, out of the presence of management if deemed appropriate:

- (a) the matters required to be discussed by Statement on Auditing Standards 61, as it may be modified or supplemented, relating to the conduct of the audit;

- (b) the audit process, including, without limitation, any problems or difficulties encountered in the course of the performance of the audit, including any restrictions on the independent auditor's activities or access to requested information imposed by management, and management's response thereto, and any significant disagreements with management; and

- (c) the Corporation's internal controls over financial reporting and the responsibilities, budget and staffing of the Corporation's internal audit function, including any "management" or "internal control" letter issued or proposed to be issued by the auditor to the Corporation.

(4) The Committee shall establish policies for the Corporation's hiring of employees or former employees of the independent auditor.

(5) The Committee shall review, and discuss as appropriate with management, the internal auditors and the independent auditor, the report of the independent auditor required by Section 10A(k) of the Exchange Act.

#### Financial Reporting and Disclosure Matters

(6) The Committee shall proactively solicit and review significant accounting, regulatory and other reporting issues and/or pronouncements and understand, with the assistance of independent auditors and the Corporation's financial management, their impact on the Corporation's financial statements.

(7) The Committee shall review and discuss with management and the independent auditor each of the following:

(a) the scope, planning and staffing of the annual audit, prior to the annual audit;

(b) the Corporation's Form 10-Ks and Form 10-Qs, including its annual audited financial statements, quarterly financial statements, the results of the independent auditor's reviews of the quarterly financial statements and the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations";

(c) any significant issues regarding accounting and auditing principles and practices and financial statement presentations, including all critical accounting policies and estimates, any significant changes in the Corporation's selection or application of accounting principles and any significant issues as to the adequacy of the Corporation's internal controls over financial reporting and any special audit steps adopted in light of material control deficiencies;

(d) any analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;

(e) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements;

(f) any significant changes to the audit practices being employed by the independent auditor;

(g) any significant changes to the Corporation's auditing and accounting principles and practices suggested by the independent auditor, internal audit personnel or management; and

(h) management's internal control report prepared in accordance with rules promulgated by the SEC pursuant to Section 404 of the Sarbanes-Oxley Act.

(8) The Committee shall recommend to the Board whether the annual audited financial statements should be included in the Corporation's Form 10-K.

(9) The Committee shall review and discuss with management the Corporation's practices regarding earnings press releases and the provision of financial information and earnings guidance by management to analysts and ratings agencies.

(10) The Committee shall periodically review and discuss with management the Corporation's guidelines and policies with respect to the process by which the Corporation undertakes risk assessment and risk management, including discussion of the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures.

(11) The Committee shall review and discuss with the CEO and CFO the procedures undertaken in connection with the CEO and CFO certifications for Form 10-Ks and Form 10-Qs, including their evaluation of the Corporation's disclosure controls and procedures and internal controls and periodically report to the full board.

(12) The Committee shall annually obtain from the independent auditor assurance that the audit was conducted in a manner consistent with Section 10A of the Exchange Act.

#### Internal Controls

(13) The Committee shall ensure that the Corporation's management assumes responsibilities for establishing and maintaining an adequate internal control structure and for evaluating and reporting on the effectiveness of those controls in a manner consistent with applicable legal and regulatory requirements.

(14) The Committee shall evaluate whether the Corporation's management is setting the appropriate "tone at the top" by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities.

(15) The Committee shall be informed by the Corporation's management, internal auditors, and external auditors as to any known occurrences of fraud, illegal acts and any significant deficiencies and/or material weaknesses in internal controls.

(16) The Committee shall maintain a current understanding of whether internal control recommendations made by the internal and external auditors have been implemented by the Corporation's management.

#### Internal Audit

(17) The Committee shall review and approve the mission, objectives, audit plans and activities of the Corporation's internal audit function.

(18) The Committee shall review the effectiveness of the Corporation's internal audit tools and processes in terms of risk monitoring, internal control review, and evaluation and enhancement or organization effectiveness.

(19) The Committee shall review and approve the process for monitoring and reporting internal audit findings and corrective action progress to the Corporation's management and the Committee.

(20) The Committee shall review the appointment and termination of senior internal audit personnel, all significant reports to management prepared by internal audit personnel, and management's responses thereto.

### Compliance and Other Matters

(21) The Committee shall ensure that the Corporation's code of conduct is formalized in writing and that all employees are aware of its existence.

(22) The Committee shall evaluate whether management is setting the appropriate "tone at the top" by communicating the importance of the code of conduct and the guidelines for acceptable business practices.

(23) The Committee shall review the Corporation's program for monitoring compliance with the code of conduct.

(24) The Committee shall establish and maintain procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding internal controls, financial reporting, accounting, or auditing matters, including the confidential, anonymous submission by employees of the Corporation of such concerns, including regarding questionable accounting or auditing matters, directly to the Committee.

(25) The Committee shall review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Corporation's financial statements or accounting policies.

(26) The Committee shall review with the Corporation's general counsel any legal matters that may have a material impact on the financial statements or the compliance policies of the Corporation and its subsidiaries, and any material reports or inquiries received by the Corporation or any of its subsidiaries from regulators or governmental agencies.

(27) The Committee shall exercise such other powers and perform such other duties and responsibilities as are incident to the purposes, duties and responsibilities of the Committee specified herein or as may from time to time be delegated by the Board.

### Reports to Board; Review of Committee Performance and Charter

(28) The Committee shall report regularly to the Board and review with the Board any issues that arise with respect to the quality or integrity of the Corporation's financial statements, the performance and independence of the Corporation's independent auditor, the performance of the Corporation's internal audit function, or the Corporation's compliance with legal and regulatory requirements.

(29) The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

(30) The Committee's reports to the Board may take the form of an oral report by the Committee chairperson or any other member of the Committee designated by the Committee to make such reports.

**E. Committee Authority and Resources.** The Committee may, without further approval by the Board, obtain such advice and assistance, including, without limitation, the performance of special audits, reviews and other procedures, from internal or external legal, accounting or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder. Any accounting, legal or other advisor retained by the Committee may, but need not, be in the case of an outside accountant, the same accounting firm employed by the Corporation for the purpose of rendering or issuing an audit report on the Corporation's annual financial statements, or in the case of an outside legal or other advisor, otherwise engaged by the Corporation for any other purpose. The Corporation shall pay to the independent auditor employed by the Corporation for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and to any outside accounting, legal or other advisor retained by the Committee, such compensation as shall be approved by the Committee. The Corporation shall pay ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties.