

Adopted April 28, 2005

COMSYS IT PARTNERS, INC.

**AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

I. PURPOSE AND RESPONSIBILITIES

The Audit Committee (the “Committee”) is appointed by the Board of Directors of COMSYS IT Partners, Inc. (the “Corporation”) to oversee the accounting and financial reporting processes of the Corporation and the audits of the Corporation’s financial statements. In that regard, the Audit Committee assists the Board in monitoring (i) the Corporation’s accounting, auditing, and financial reporting processes generally, including the qualifications, independence and performance of the independent auditor, (ii) the integrity of the Corporation’s financial statements, (iii) the Corporation’s systems of internal controls regarding finance and accounting and (iv) the Corporation’s risk management and compliance with legal and regulatory requirements. In performing its duties, the Committee shall seek to maintain an open avenue of communication among the Board, the independent auditor, the internal auditors (if any) and the management of the Corporation.

While the Committee has the responsibilities and authority set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Corporation’s financial statements are complete and accurate and are in accordance with generally accepted accounting principles. That is the responsibility of management and the independent auditor.

The independent auditor is ultimately accountable to the Committee, which has the sole authority to appoint, oversee and, where appropriate, replace the independent auditor. The Committee has direct responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation. The independent auditor shall report directly to the Committee.

II. COMPOSITION

The Committee shall be comprised of three or more directors appointed by the Board, each of whom in the judgment of the Board shall be an independent director within the meaning of applicable rules and regulations, including those of the SEC and of Nasdaq (or if the Corporation’s common stock is not traded on the Nasdaq National Market, the principal securities exchange or market on which the Corporation’s common stock is listed or approved for trading). During the Special Voting Period (as defined in the By-Laws), at least one member of the Committee shall be a Class A Director. All members of the Committee shall have a

working familiarity with basic finance and accounting practices and be able to read and understand fundamental financial statements, including the Corporation's balance sheet, income statement and cash flow statement, and at least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or outside consultant parties. Unless a Chairman of the Committee is appointed by the Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee may ask members of management or others to attend any meeting and provide information or advice as needed. As part of its responsibility to foster open communication, the Committee should meet at least annually with management, the internal auditors (if any) and the independent auditor in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately.

Minutes of each meeting shall be prepared by the designee of the Committee Chairman. Such minutes shall be reviewed and approved by the Committee members.

IV. ACTIVITIES

To fulfill its responsibilities, the Committee shall:

Financial Statement and Disclosure Matters

- Review and discuss with management and the independent auditor the Corporation's annual audited financial statements prior to the filing of the Corporation's Form 10-K, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Form 10-K.
- Review and discuss with management and the independent auditor the Corporation's quarterly financial statements prior to the filing of the Corporation's Form 10-Q, including disclosures made in management's discussion and analysis and the results of the independent auditor's review of the quarterly financial statements.
- Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, and the judgments of each of management and the independent auditor as to the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- Review and discuss with management and the independent auditor any major issues as to the adequacy of the Corporation's internal controls, any special steps adopted in

light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.

- When the Corporation becomes subject to the SEC filing requirement with respect to management's report on internal control over financial reporting, review and discuss with management and the independent auditor such report and the independent auditor's attestation of the report prior to the filing of the Corporation's Form 10-K.
- Review and discuss quarterly reports from the independent auditors on:
 - all critical accounting policies and practices to be used;
 - all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with management the Corporation's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
- Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
- Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.
- Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- Review disclosures made to the Audit Committee by the Corporation's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal control over financial reporting.

Oversight of the Corporation's Relationship with the Independent Auditor

- Select the Corporation's independent auditor, considering qualifications, independence and effectiveness, and approve the scope of the proposed audit for each fiscal year and the fees and other compensation to be paid to the independent auditor therefor.
- Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, 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 firm and (c) any steps taken to deal with any such issues. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, and taking into account the opinions of management and internal auditors (if any). The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
- Obtain from the independent auditor a formal written statement delineating all relationships between the independent auditor and the Corporation. It is the responsibility of the Audit Committee to actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and the independence of the auditor and for purposes of taking, or recommending that the full Board take, appropriate action to oversee the independence of the outside auditor.
- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
- Recommend to the Board policies for the Corporation's hiring of employees or former employees of the independent auditor.
- Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Corporation's audit team.
- Meet with the independent auditor prior to the annual audit to discuss the planning and staffing of the audit.
- Preapprove all auditing services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be performed for the

Corporation by its independent auditor, subject to such exceptions for non-audit services as permitted by applicable laws and regulations. The Committee may when it deems appropriate form and delegate this authority to subcommittees consisting of one or more Committee members, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next meeting.

Oversight of the Corporation's Internal Audit Function

If the Corporation has an internal audit function:

- Establish a regular and separate system of reporting to the Committee by the internal audit department.
- Review and approve the engagement of any internal audit service providers considering their qualifications and effectiveness, and approve the scope of their proposed services and the fees and other compensation to be paid to such providers therefor.
- Review the significant reports to management prepared by the internal auditing department and management's responses.
- Discuss with the independent auditor and management the internal audit department responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
- Consider and review with management and the internal auditing department:
 - The annual internal audit plan and any changes required in the planned scope of the audit plan.
 - Significant findings during the year and management's responses thereto.
 - The status of any open internal audit findings and improvement recommendations and management's plans to resolve such findings and implement such recommendations.
 - Any difficulties encountered in the course of its audits, including any restrictions on the scope of its work or access to required information.

Compliance Oversight Responsibilities

- Obtain from the independent auditor assurance that Section 10A(b) of the Securities Exchange Act of 1934 has not been implicated.

- Review policies and procedures that the Corporation has implemented regarding compliance with applicable laws and the regulations and with the Corporation's Code of Business Conduct and Ethics.
- Approve all related party transactions.
- Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Corporation's financial statements or accounting policies.
- Discuss with the Corporation's General Counsel legal matters that may have a material impact on the financial statements or the Corporation's compliance policies.

Miscellaneous

- Report Committee activities to the Board and make such recommendations to the Board as the Committee deems appropriate.
- Prepare for the Board an annual performance evaluation of the Committee, and
- Annually review and reassess the adequacy of this Charter (recommending any appropriate changes to the Board).
- Provide or approve a report for inclusion in the Corporation's proxy statement for its annual meeting of stockholders, in accordance with applicable SEC rules and regulations, and approve any disclosure to be included in the Corporation's annual report or proxy statement that describes the Committee's composition and responsibilities and how they are discharged.

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Corporation shall provide appropriate funding to pay all such fees and for any other activities undertaken by the Committee pursuant to this Charter.