

EGL, Inc.
Second Amended and Restated Audit Committee Charter

As approved by the Board of Directors

April 2004

The Audit Committee is established by the Board of Directors of EGL, Inc. to assist the Board in fulfilling its responsibilities for oversight of (1) the Company's accounting and financial reporting principles, processes and policies and internal controls over the accounting and financial reporting process and procedures, including the internal audit function, (2) the integrity of the Company's financial statements, and (3) the qualifications and independence of the Company's independent auditors. The Board and the Audit Committee shall have ultimate authority in selecting, evaluating and, where deemed appropriate, replacing the Company's independent auditors. In addition, the Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement.

The function of the Audit Committee is oversight. The management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the Company's annual financial statements, reviews of the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee are not full-time employees of the Company, and, although they meet the applicable membership requirements as defined from time to time by the listing standards of the Nasdaq Stock Market ("Nasdaq") and by the applicable regulations of the SEC, are not, and do not represent themselves to be, accountants or auditors by profession or experts in the fields of accounting or auditing including in respect of auditor independence.

The Audit Committee shall be comprised of at least three directors, each of whom shall satisfy the independence and experience requirements as defined from time to time by the listing standards of the Nasdaq and by the applicable regulations of the SEC, as such requirements are interpreted by the Board in its business judgment, subject in all cases to any applicable exceptions contemplated by Nasdaq rules. The Board will appoint and replace Audit Committee members. At least one member of the Audit 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 meeting the "financial expert" requirement, as set forth by the listing standards of the Nasdaq and by the applicable regulations of the SEC, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

The Audit Committee shall meet regularly, but not less frequently than quarterly. A majority of the members of the Audit Committee shall constitute a quorum. The Audit Committee shall act on the affirmative vote of a majority of members present at the meeting at which a quorum is present. Without a meeting, the Audit Committee may act by unanimous consent of all members. The Audit Committee should, to the extent it deems necessary or appropriate, also meet separately at least quarterly in executive sessions with management, the internal auditors and the independent auditors to discuss any matters that the Audit Committee or any of these persons or firms believe should be discussed privately. The Audit Committee may form and delegate authority to subcommittees when appropriate.

The Audit Committee shall have the sole authority to appoint or replace and determine the funding for the independent auditor (subject, if applicable, to stockholder ratification). The Audit Committee shall be directly responsible 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 related work or performing other audit, review or attest services for the Company. The independent auditor shall report directly to the Audit Committee. The Audit Committee shall be responsible for ensuring the independence of the independent auditor.

The Audit Committee has established a pre-approval policy such that the Audit Committee shall pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit. The Audit Committee may request any officer or employee of the Company, the Company's outside counsel, or its independent auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Audit Committee shall have the authority to retain independent legal, accounting or other advisers, as it deems necessary, to carry out its duties. In addition, the Company shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board of Directors, for payment of (i) compensation to any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (ii) compensation to any advisers employed by the Audit Committee, and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties hereunder.

The Audit Committee shall make regular reports to the Board on the business conducted by the committee.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Review the annual audited financial statements with management and the independent auditor, including major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Company's

financial statements, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10K.

3. Review and discuss with management and the independent auditor the disclosures made in management's discussion and analysis of financial condition and results of operations in any Form 10-Q or Form 10-K of the Company.
4. Review and discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls over accounting and financial reporting, the development, selection and disclosure of critical accounting estimates, and analyses of the effect of alternative assumptions, estimates or GAAP methods on the company's financial statements.
5. Review with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditors' reviews of the Company's quarterly financial statements prior to the release of quarterly earnings. Review and approve any and all press releases relating to (i) financial results of the Company, or (ii) events that will have a significant impact on the financial results of the Company.
6. Evaluate and approve insider and affiliated party transactions and conflicts of interest, and review disclosure of such transactions and/or conflicts.
7. Meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
8. Review the experience and qualifications of the senior members of the independent auditor team, including the lead partner.
9. Evaluate the qualifications, performance and independence of the independent auditor by, among other things, (a) ensuring that the independent auditor periodically submits to the Committee a formal written statement delineating all relationships between such auditor and the Company, including any non-audit service permitted under the Exchange Act provided to the Company and the matters set forth in Independence Standards Board Standard No. 1, and (b) actively engaging in a dialogue with the auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors. The Audit Committee shall present its conclusions to the Board and, if so determined by the Audit Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the auditor.
10. Ensure the rotation of the audit partners as required by law.

11. Set clear hiring guidelines for employees or former employees of the independent auditors and monitor compliance with such policies.
12. Review the significant reports to management prepared by the internal auditors and management's responses.
13. Review, oversee and approve the Corporate Internal Audit functions including: (i) purpose, scope, authority and organizational reporting lines, (ii) annual audit plan, budget and staffing, and (iii) concurrence in the appointment, compensation and replacement of the Chief Audit Executive.
14. Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
15. Obtain from the independent auditor assurance that the audit was conducted in a manner consistent with applicable portions of Section 10A of the Securities Exchange Act of 1934, as amended. Obtain from independent auditors assurance that Section 10A(b) of the Exchange Act has not been implicated.
16. Obtain and review reports from management and the internal auditors that the Company's subsidiaries are in conformity with applicable legal and reporting requirements, including disclosures of insider and related party transactions.
17. 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. In particular, discuss:
 - (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the independent auditor, internal auditors or management.
 - (b) The management letter provided by the independent auditor and the Company's response to that letter.
 - (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
 - (d) Any changes recommended in the planned scope of the annual audit and any special audits.
 - (e) Any accounting, auditing, financial reporting and independence issues on which the company's independent audit team consulted the independent auditor's national office.
18. Review with management and the independent auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports,

which raise material issues regarding the Company's financial statements or accounting policies. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

19. Prepare the report to shareholders required by the rules of the SEC to be included in the Company's annual proxy statement.
20. Review with the Company's outside legal counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
21. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct.
22. Evaluate the Audit Committee's performance annually and report the results to the Board.
23. At the beginning of each fiscal year, share with the full Board the Committee's planned agenda for the ensuing year.