

**SIRVA, Inc.**  
**(the “Corporation”)**

**Second Amended and Restated Compensation Committee Charter**

**As adopted by the Board of Directors**  
**May 5, 2004**

This second amended and restated charter (“Charter”) sets forth the purpose, composition, operations, responsibilities, duties and powers of the Compensation Committee (the “Committee”) of the board of directors (the “Board”) of the Corporation. The Committee shall report to the Board on a regular basis and not less than once a year.

**A. Purpose.** The purpose of the Committee is to discharge the Board’s responsibilities relating to compensation of the Corporation’s officers. The Committee has overall responsibility for evaluating the Corporation’s officer compensation plans, policies and programs and insuring overall alignment to the corporate compensation philosophy. The Committee also is responsible for preparing any report on executive compensation required by the rules and regulations of the U.S. Securities and Exchange Commission.

**B. Committee Membership.** The Committee shall consist of at least three members. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee of the Board, which shall recommend for Committee membership such directors as it believes are qualified. 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 director independence requirements of the New York Stock Exchange. Each Committee member shall be a “Non-Employee Director” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time, and an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.

**C. 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:

(1) The Committee shall reinforce and insure alignment to the Corporation’s general compensation philosophy and, in consultation with senior management, oversee the development and implementation of compensation programs.

(2) CEO Compensation.

(a) The Committee shall annually review the CEO’s compensation, the corporate goals and objectives relevant to such compensation, the CEO’s performance in light of those goals and objectives, and shall make recommendations to the Board with respect to the CEO’s compensation levels based on this review. In determining the long-term incentive component of CEO compensation, the Committee will consider the Corporation’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

(b) The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and report the results of such evaluation to the Board and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Corporation's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

(3) The Committee shall annually review and make recommendations to the Board with respect to the Corporation's executive compensation plans, including incentive compensation plans and equity-based plans, oversee the administration of these plans and discharge any responsibilities imposed on the Committee by any of these plans.

(4) The Committee shall annually review and approve, all compensation arrangements with the CEO of the Corporation and the other senior executives of the Corporation (including each person who is an "officer" of the Corporation as such term is defined pursuant to section 16 of the Securities Exchange Act of 1934, as amended, and Rule 16a-1 thereunder), including (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits.

(5) The Committee shall oversee the Corporation's regulatory compliance with respect to compensation matters, including the Corporation's policies on structuring compensation programs to preserve tax deductibility and, as and when required, establishing performance goals and certifying that performance goals have been obtained for purposes of Section 162(m) of the Internal Revenue Code.

(6) The Committee shall make periodic reports to the Board on all matters for which the Committee has been delegated responsibility. These reports 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.

(7) The Committee shall prepare an annual report regarding executive compensation for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K, as the case may be, in accordance with applicable SEC rules and regulations.

(8) The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

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

(10) 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 (for example, the SIRVA HR assessment process).

**D. 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. The Committee shall meet at least three times a year, at such times and places as shall be determined by the Committee chairperson, with further meetings to occur when deemed necessary or desirable by a majority of the Committee members or the Committee chairperson. 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 invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions; provided, however, that the Committee shall meet in executive session when it considers the compensation of the Chief Executive Officer.

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.

**E. Committee Authority and Resources.** The Committee shall have the sole authority, without further approval by the Board, to select, retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or senior executive compensation and to approve the consultant's fees and other retention terms. The intent and objectives of such a study or evaluation would be reviewed with the Committee prior to engagement, and upon completion, a full report of findings and recommended actions would be presented to the Committee for review and approval. In addition, the Committee may select or retain advice and assistance 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.

The Corporation shall pay to any compensation consultant or outside accounting, legal or other advisor retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.