

Amended and Restated Compensation Committee Charter

Board of Directors

*As Approved by the board of Directors
April 2004*

The Board of Directors (the “Board”) of EGL, Inc. (the “Company”) has established the Compensation Committee (the “Committee”) of the Board.

Composition

The Committee shall be composed of at least three members of the Board, each of whom satisfy the independence requirements as defined from time to time by the listing standards of the Nasdaq Stock Market (“Nasdaq”) and by the applicable regulations of the Securities and Exchange Commission (“SEC”), one of whom shall serve as chairperson. The Committee and its chairperson shall be appointed and replaced by the Board.

Purpose

The purpose of the Committee shall be to:

1. Discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and directors;
2. Produce an annual report on executive compensation for inclusion in the Company’s proxy statement; and
3. Perform such other functions as the Board may assign to the Committee from time to time.

Duties and Responsibilities

The Committee shall:

1. Review and approve annually corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”).
2. Evaluate annually the performance of the CEO in light of the goals and objectives described in paragraph 1 and recommend to the Board the compensation of the CEO based on this evaluation. In consultation with the CEO, review and approve annually those objectives and goals relevant to compensation of each executive officer, review the CEO’s evaluation of these executive officers in light of such goals and objectives and determine compensation levels for such officers.

3. Review and make recommendations to the Board regarding incentive compensation plans and equity-based plans, oversee the administration of the plans and discharge any responsibilities the Committee has under any of the plans.
4. The Committee shall have the sole authority to retain and terminate any compensation consultant used to assist in the evaluation of CEO or executive compensation and shall have sole authority to approve the consultant's fees and other retention terms.
5. The Committee shall annually review and make recommendations to the Board with respect to the compensation of the members of the Board.
6. The Committee shall review its own performance annually and report results to the Board.
7. The Committee shall review and assess the adequacy of this charter annually and, if appropriate, recommend changes to the charter to the Board.
8. The Committee shall, at the beginning of each fiscal year; share with the full Board the Committee's planned agenda for the ensuing year.

Procedures

1. Meetings

The Committee shall meet, at the call of its chairperson, no fewer than three (3) times per year, preferably immediately before or after regular Board meetings. Meetings may, at the discretion of the Committee, include members of the Company's management, independent consultants and such other persons as the Committee shall determine; provided, however, that two meetings per year shall be held without outside participation. The Committee may form and delegate authority to subcommittees when appropriate. The Committee, in discharging its responsibilities, may meet privately for advice and counsel with officers or employees of the Company, independent consultants, lawyers or any other persons knowledgeable in the matters under consideration. The Committee may also meet by telephone conference call or by any other means permitted by law or the Company's bylaws, as they may be in effect from time to time. The Committee shall report to the Board on a regular basis.

2. Action

A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.