

**SIRVA, Inc. (the “Corporation”)**

**Executive Committee Charter**

**As adopted by the Board of Directors  
December 12, 2002**

This charter (“Charter”) sets forth the purpose, composition, responsibilities, duties and powers of the Executive Committee (the “Committee”) of the board of directors (the “Board”) of the Corporation. The Committee shall report to the Board on a regular basis.

**A. Purpose.** The Committee is appointed by the Board to exercise all of the powers and authority of the Board during intervals between meetings of the Board, except for those powers delegated to other committees of the Board and those powers which are limited in the Corporation’s Bylaws.

**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 nominated by the Committee as set forth below 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.

**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) During the intervals between the meetings of the Board of Directors, the Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the property, affairs and business of the Corporation, unless otherwise delegated by the Board of Directors; provided, however, that the Committee shall not exercise any powers delegated to other committees of the Board or any of the following non-delegable powers:

- the power to amend the certificate of incorporation (except that the Committee may, to the extent authorized in the resolution or resolutions providing for the issuance of shares of stock adopted by the Board as provided in Section 151(a) of the Delaware General Corporation Law, fix the designations and any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the Corporation, or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation or fix the number of shares of any series of stock or authorize the increase or decrease of the shares of any series);
- the power to adopt an agreement of merger or consolidation or a certificate of ownership or merger;

- the power to recommend to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
- the power to declare a dividend;
- the power to authorize the issuance of stock;
- the power to authorize the borrowing of funds, other than under existing facilities, that is material to the capital structure of the Corporation;
- the power to appoint or discharge the Corporation's independent public accountants;
- the power to authorize the annual operating plan, annual capital expenditure plan or strategic plan;
- the power to abolish or usurp the authority of the Board;
- the power to amend the Bylaws of the Corporation; or
- the power to exercise any other powers which under the Delaware General Corporation Law may not be delegated to a committee.

(2) 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.

(3) 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.

**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 on the call of the chairperson, at such times and places as shall be determined by 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 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 may, without further approval by the Board, obtain such 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. Any accounting, legal

or other advisor retained by the Committee may, but need not, be (i) 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 (b) in the case of outside counsel or other advisors, otherwise engaged by the Corporation for any other purpose. The Corporation shall pay to any consultant, search firm or outside advisor retained by the Committee such compensation as shall be approved by the Committee.