

Amended and Restated Governance/Nominating 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 affirmed its support for the continued existence of the Governance/Nominating 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 new 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 SEC rules of the New York Stock Exchange (each Director who satisfies such requirements is referred to herein as an “Independent Director”), 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. Advise the Board concerning appropriate composition of the Board and its committees, including identifying individuals qualified to serve on the Board and its committees;
2. Select, or recommend that the Board select, the Director nominees for each annual meeting of the Company’s stockholders;
3. Guide the annual performance evaluation process of each Director, each committee of the Board, and the Board as a whole.
4. Advise the Board regarding appropriate corporate governance practices, including the establishment of Corporate Governance Guidelines, to which all Directors shall adhere, and assist the Board in achieving them; and
5. Perform such other functions as the Board may assign to the Committee from time to time.

Duties and Responsibilities

A. General

The Committee may from time to time develop and propose for approval by the Board certain Corporate Governance Guidelines (as they may be in effect from time to time, the “Guidelines”), which Guidelines may include provisions relating to:

1. Composition of the Board;
2. Operation of the Board; and
3. Board interaction with the Company's management.

On an ongoing basis, the Committee shall (i) assist the Board in carrying out the Guidelines; (ii) monitor the compliance by the Board and its committees with the Guidelines; and (iii) review and reassess the Guidelines and propose to the Board appropriate revisions to the Guidelines.

In addition, the Committee shall do all things necessary to accomplish the purpose of the Committee as described above. The Committee may form and delegate authority to subcommittees when appropriate.

B. Specific

In addition to its general duties, the Committee also shall have certain specific responsibilities. These shall include:

1. At the beginning of each fiscal year, share with the full Board the Committee's planned agenda for the ensuing year and assure that other Board committees do the same.
2. Review annually the need for any changes to the Corporate Governance Guidelines and discuss any recommendations arising from this review with the full Board.
3. Monitor and ensure compliance by each Director with the Corporate Governance Guidelines. In addition, with the assistance of management, monitor compliance by the Company with the Corporate Governance Guidelines.
4. Monitor the size of the Board and review annually with the Board and Chief Executive Officer the appropriate skills and characteristics required for the Board as a whole and the skills and characteristics actually represented on the Board. In the event that there is not a satisfactory match of such required skills and characteristics with the actual skills and characteristics of the Board, the Committee shall initiate actions designed to create such a satisfactory match.
5. Develop lists of desirable Director candidates, screen prospective candidates, including shareholder nominations, and share information concerning the candidates and the process with the Board, soliciting input from other members of the Board. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates and shall have the sole authority to approve the search firm's fees and other retention terms. Evaluate the Committee's performance annually and report results to the Board.
6. Recommend to the Board the Director nominees for the next annual shareholders' meeting and, subject to appropriate actions by the Board and the Company's shareholders, assure that the Board contains a majority of Independent Directors.

7. Extend to each prospective Director approved by the Board the invitation to stand for election to the Board. The Committee's Chairperson will normally extend this invitation.
8. Monitor the orientation program for all new Directors and periodically recommend to all Directors that they attend educational sessions on subjects that would assist them in discharging their duties.
9. Determine whether each Director and prospective Director is an Independent Director.
10. Monitor and report to the Board any current relationship between any Non-Employee Director and the Company that adversely affects the independent judgment or actions of such Non-Employee Director.
11. If Directors change their principal occupation and/or join the board of directors of another publicly traded company, they must so inform the Committee, which then has the responsibility to determine if this change will negatively impact the director's time commitment or independence with respect to the Company's Board. If such a determination is made, the Director will be asked to resign.
12. Recommend to the full Board an officer to be designated as Chief Executive Officer, a Director to serve as Chairperson of the Board, and an Independent Director to be designated as the Lead Director (if the Chairperson of the Board is a member of the Company's management).
13. Review and monitor the succession plan for the Chief Executive Officer and report periodically to the Board on the status of that plan.
14. Seek feedback annually from all Directors on the performance of the Chief Executive Officer and guide the Board's process of appraising the Chief Executive Officer's performance.
15. Seek feedback annually from all Directors on the performance of the Chairperson of the Board, if such person is not the Chief Executive Officer of the Company, and guide the Board's process of appraising the Chairperson's performance.
16. Seek feedback annually from all Directors on the performance of the Lead Director and guide the Board's process of appraising the Lead Director's performance.
17. Recommend to the full Board the composition of each committee of the Board and the individual Director to serve as chairperson of each committee.
18. Assure that the Chairperson of each board committee reports annually to the full Board an assessment of his or her committee's performance.

19. Review annually the need for any changes in the number, charters or titles of Board committees or the Guidelines and discuss any recommendations arising from this review with the full Board.
20. Seek feedback annually from all Directors on the performance of the full Board and report to the Board with an assessment of the Board's performance.
21. Annually review the performance and contributions made by each Director to the overall goals and objectives of the Company prior to the time such Director would normally be nominated for reelection. Members of the Committee, however, will not participate in deliberations about their own performance.
22. Evaluate the Committee's performance annually and report the results to the Board.

Procedures

1. Meetings

The Committee shall meet, at the call of its Chairperson, no fewer than three (3) times per year, and report to the Board on a regular basis. 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 the Committee shall hold executive sessions without any outside participation at the end of each meeting. The Committee may also meet by telephone conference call or by any other means permitted by law or the Company's bylaws, as in effect from time to time. The Committee shall have the authority to retain special legal, accounting or other consultants to advise the Committee and to determine the funding for such advisors.

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.

3. Rules

The Committee may determine its own rules and procedures, including designation of a chairperson pro tempore, in the absence of the chairperson, and designation of a secretary.

4. Chairperson Responsibilities

The Chairperson of the Committee shall report to the Board on the Committee's determinations and shall present recommendations for approval whenever necessary or desirable.