

SIRVA, Inc.
(the “Corporation”)

Second Amended and Restated Nominating and Governance 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 Nominating and Governance 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 Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified and suitable to be nominated as members of the Board and its committees and by recommending the director nominees for each annual meeting of shareholders, (2) to develop and recommend to the Board a set of corporate governance principles for the Corporation (the “Corporate Governance Guidelines”) and (3) to discharge the Board’s responsibilities relating to compensation of the Corporation’s directors, including evaluating the Corporation’s director compensation plans, policies and programs and insuring overall alignment of directors compensation to the corporate compensation philosophy.

B. Committee Membership. The Committee shall consist of at least three members. Each member of the Committee shall satisfy the director independence requirements of the New York Stock Exchange. Each member of the Committee 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. 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) The Committee shall identify and recommend to the Board candidates the Committee believes are qualified and suitable to become members of the Board, consistent with criteria for selection of new directors as set forth in the Corporate Governance Guidelines; and recommend to the Board the nominees to stand for election as directors at each annual meeting of shareholders or, if applicable, at any special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy through appointment by a majority of the Corporation’s directors.

(2) The Committee shall make recommendations to the Board from time to time as to changes in the size of the Board that the Committee believes to be desirable.

(3) The Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's and management's performance, and shall discuss such report with the full Board following the end of each fiscal year.

(4) The Committee shall identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In making a recommendation for committee membership, the Committee shall take into consideration the factors set forth in the charter of the committee, if any, as well as any other factors it deems appropriate, including without limitation, the Corporate Governance Guidelines, the consistency of the member's experience with the goals of the committee and the interplay of the member's experience with the experience of the other committee members.

(5) The Committee shall review and reassess annually the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.

(6) The Committee shall periodically review the compensation of the Corporation's directors and make recommendations to the Board with respect thereto.

(7) 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.

(8) The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the board and management.

(9) 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.

(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.

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 twice 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.

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 consultant, search firm or compensation consultant to be used to identify director candidates, to assist in the evaluation of director compensation and to approve any compensation payable by the Corporation to such consultant, search firm or compensation consultant, including the fees and terms. In addition, 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 legal or other advisor retained by the Committee may, but need not, be 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.