

**SIRVA, Inc., SIRVA Worldwide, Inc. and North American Van Lines, Inc.
(the “Corporation”)**

Amended and Restated Corporate Governance Guidelines

**As adopted by the Board of Directors
December 13, 2006**

A. Director Qualifications. A majority of the members of the Board of Directors (the “Board”) will satisfy the independence requirements of the New York Stock Exchange relating to directors. A director is independent if the Board has made an affirmative determination that such director has no material relationship with the Corporation (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation).

The Nominating and Governance Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include members’ qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board. Nominees for directorship will be selected by the Nominating and Governance Committee in accordance with the policies and principles in its charter. The invitation to join the Board should be extended by the Board itself, by the Chairman of the Nominating and Governance Committee and the Chairman of the Board.

The Board would be willing to have a somewhat larger number of directors to accommodate the availability of an outstanding candidate. Similarly, the Board is willing to reduce the size of the Board, or maintain a vacancy, if it cannot identify available candidates meeting the Board’s qualification standards.

Individual directors who experience a significant change in job responsibilities or assignment in relation to those they held when they were elected to the Board should volunteer to resign from the Board. It is not the sense of the Board that in every instance the directors who retire or change from the position they held when they came on the Board should necessarily leave the board. There should, however, be an opportunity for the Board through the Nominating and Governance Committee to review the continued appropriateness of Board membership under the circumstances.

No director may serve on more than four public company boards. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board.

The Board does not believe it should establish term limits. While term limits could help insure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Corporation and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating

and Governance Committee will review each director's continuation on the Board every three years. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

B. Director Responsibilities. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Corporation and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Corporation's senior executives and its outside advisors and auditors as to matters such director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation. The directors shall also be entitled to have the Corporation purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Corporation's charter, by-laws and any indemnification agreements, and to exculpation as provided by state law and the Corporation's charter.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting.

Each director will avoid taking actions or having interests, other than as a stockholder of the Corporation, that might result in a conflict of interest, that is, a situation where a director's private interest interferes in any way—or even appears to interfere—with the interests of the Corporation as a whole. Each director will ethically handle all actual or apparent conflicts of interest between personal and professional relationships, including promptly informing the Secretary if such a conflict arises and recusing himself/herself from any discussion or decision affecting his/her personal interests.

The directors will elect a Chairman. The Chairman will establish the agenda for each Board meeting. At the beginning of the year the Chairman will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Corporation's long-term strategic plans and the principal issues that the Corporation will face in the future during at least one Board meeting each year. If the Chairman is an independent director, the Chairman also will organize and preside over executive sessions of the independent directors to review the Corporation's performance and management effectiveness.

The directors also will elect a Vice Chairman if the Chairman is not an independent director. The Vice Chairman will be an independent director. The duties and responsibilities of the Vice Chairman shall include the following and such other matters as may be delegated to the Vice Chairman by the Board from time to time: (1) coordinating the activities of the independent directors; (2) reviewing the Board meeting agendas and providing the Chairman with input on the agendas; (3) organizing and presiding over executive sessions of the independent directors to

review the Corporation's performance and management effectiveness; (4) facilitating communications between the Chairman and other members of the Board; and (5) acting as a regular communication channel between the Board and CEO. The Vice Chairman also will serve as the lead independent director.

The non-management directors will meet in executive session periodically. The Chairman will preside at these meetings, if the Chairman is an independent director. If the Chairman is not an independent director, the Vice Chairman will preside at these meetings.

The Board believes that the management speaks for the Corporation. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Corporation. But it is expected that Board members would do this with the knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters, in consultation with management. Provided, further that, to the extent not inappropriate, all communications with the media shall be referred to and conducted through the management for the Corporation.

Interested parties who wish to make their concerns known by communicating directly with the Chairman, the Vice Chairman (if the Chairman is not an independent director), or the non-management directors as a group, confidentially or otherwise, may do so in writing addressed to the attention of the Secretary.

C. Board Committees. The Board will have at all times an Audit Committee, a Compensation Committee, an Executive Committee, a Nominating and Governance Committee and a Finance Committee. The Board may from time to time establish other committees, including standing or special committees, subject to the Bylaws and Delaware General Corporation Law. The Board may, by resolution, at any time deemed desirable, discontinue any standing or special committee, subject to the requirements of the Bylaws, applicable law and New York Stock Exchange requirements. Committee members will be appointed by the Board upon recommendation of the Nominating and Governance Committee with consideration of the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. Each charter will be consistent with the provisions of the Delaware General Corporation Law, the Bylaws and any resolutions of the Board governing each committee, respectively, and applicable New York Stock Exchange rules. The charters will also provide that each committee will annually evaluate its performance.

The chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee will establish a schedule of agenda subjects to be

discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

The Board and each committee shall have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Corporation in advance.

D. Director Access to Officers and Employees. Directors have full and free access to officers and employees of the Corporation. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Corporation and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer or employee of the Corporation.

The Board welcomes regular attendance at each Board meeting of senior officers of the Corporation. If the CEO wishes to have additional Corporation personnel attendees on a regular basis, this suggestion should be brought to the Board for approval.

E. Director Compensation. The form and amount of director compensation will be determined by the Nominating and Governance Committee in accordance with the policies and principles set forth in its charter and the terms of the SIRVA, Inc. Omnibus Stock Incentive Plan or such other plans as may be adopted by the Board from time to time. The Nominating and Governance Committee will conduct an annual review of director compensation. The Nominating and Governance Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Corporation makes substantial charitable contributions to organizations with which a director is affiliated, or if the Corporation enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

F. Director Orientation and Continuing Education. The Secretary will establish appropriate orientation programs, sessions or materials for newly-elected directors either prior to or within a reasonable period of time after their nomination or election as a director. The Board encourages, but does not require, directors to periodically pursue or obtain appropriate programs, sessions or materials, such as the New York Stock Exchange's Director's Institute, as to the duties and responsibilities of directors of companies such as the Corporation.

Management will make presentations from time to time as necessary to ensure that the Board is aware of all business, legal and other developments relating to such matters.

G. CEO Evaluation and Management Succession. The Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Corporation in the long- and short-term.

H. Annual Performance Evaluation. The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Governance Committee will receive comments from all directors and report

annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the Corporation and specifically focus on areas in which the Board could improve.